Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
MOTHERSHEAD FOUNDATION
C/O JON F. SPADORCIA

A Employer identification number
35-1844375

Number and street (or P O box number if mail is not delivered to street address) ONE AMERICAN SQUARE — Room/suite 2000

B Telephone number (317) 633-4884

City or town, state or province, country, and ZIP or foreign postal code
INDIANAPOLIS, IN 46282

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,133,771.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	2,160.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	118,682.	118,682.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	160,912.			
	b Gross sales price for all assets on line 6a 1,495,924.				
	7 Capital gain net income (from Part IV, line 2)		160,912.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,330.	1,330.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	283,084.	280,924.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	42,000.	21,000.		21,000.
	15 Pension plans, employee benefits	10,762.	5,381.		5,381.
	16a Legal fees STMT 3	9,439.	9,439.		0.
	b Accounting fees				
	c Other professional fees STMT 4	6,092.	6,092.		0.
	17 Interest				
	18 Taxes STMT 5	10,893.	9,261.		1,632.
	19 Depreciation and depletion	114.	0.		
	20 Occupancy	7,663.	3,831.		3,832.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	43,541.	38,855.		5,782.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	130,504.	93,859.		37,627.
	25 Contributions, gifts, grants paid	306,931.			306,931.
	26 **Total expenses and disbursements.** Add lines 24 and 25	437,435.	93,859.		344,558.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<154,351.>			
	b **Net investment income** (if negative, enter -0-)		187,065.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	15,163.	77,598.	77,598.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	2,035,073.	1,698,818.	2,368,518.
	c Investments - corporate bonds STMT 8	1,548,063.	1,666,754.	1,686,672.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 13,278.			
	Less accumulated depreciation STMT 9 ▶ 13,058.	334.	220.	220.
	15 Other assets (describe ▶ STATEMENT 10)	0.	763.	763.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	3,598,633.	3,444,153.	4,133,771.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	2,769.	2,640.	
	23 Total liabilities (add lines 17 through 22)	2,769.	2,640.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,831,609.	3,831,609.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<235,745.>	<390,096.>	
	30 Total net assets or fund balances	3,595,864.	3,441,513.	
	31 Total liabilities and net assets/fund balances	3,598,633.	3,444,153.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,595,864.
2	Enter amount from Part I, line 27a	2	<154,351.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,441,513.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,441,513.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,495,924.		1,335,012.	160,912.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				160,912.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 160,912.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	251,686.	4,016,804.	.062658
2011	242,062.	4,185,467.	.057834
2010	250,971.	4,009,824.	.062589
2009	247,989.	3,915,910.	.063329
2008	292,808.	4,659,068.	.062847

2 Total of line 1, column (d)	2	.309257
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.061851
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,097,864.
5 Multiply line 4 by line 3	5	253,457.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,871.
7 Add lines 5 and 6	7	255,328.
8 Enter qualifying distributions from Part XII, line 4	8	344,558.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,871.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,871.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,871.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 10,896.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	10,896.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	9,025.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	2,000. Refunded ▶	11	7,025.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KATHARINE M. KRUSE Telephone no ▶ (317) 257-8208
Located at ▶ 7443 WASHINGTON BOULEVARD, INDIANAPOLIS, IN ZIP+4 ▶ 46240

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A | 1b | | |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c | | X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No
If "Yes," list the years ▶ ______, ______, ______, ______

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A | 3b | | |

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHARINE M. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.
RICHARD D. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 12	70,000.
2 SEE STATEMENT 13	52,000.
3 SEE STATEMENT 14	58,000.
4 BOOTH TARKINGTON CIVIC THEATRE - SUPPORTING THE MISSION OF FOSTERING A LOVE OF THEATRE THROUGH IMAGINATION, EDUCATION AND PARTICIPATION.	50,000.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	4,038,409.
b	Average of monthly cash balances		1b	121,859.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,160,268.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	4,160,268.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	62,404.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,097,864.
6	**Minimum investment return.** Enter 5% of line 5		6	204,893.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	204,893.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,871.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,871.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	203,022.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	203,022.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	203,022.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	344,558.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	344,558.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,871.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	342,687.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				203,022.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 61,845.				
b From 2009 54,322.				
c From 2010 53,257.				
d From 2011 38,426.				
e From 2012 51,950.				
f Total of lines 3a through e	259,800.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 344,558.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				203,022.
e Remaining amount distributed out of corpus	141,536.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	401,336.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	61,845.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	339,491.			
10 Analysis of line 9.				
a Excess from 2009 54,322.				
b Excess from 2010 53,257.				
c Excess from 2011 38,426.				
d Excess from 2012 51,950.				
e Excess from 2013 141,536.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 15

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
BOOTH TARKINGTON CIVIC THEATRE 3 CENTER GREEN, SUITE 200 CARMEL, IN 46032	CHARITY		DONATION TO SUPPORT MISSION OF THE LONGEST CONTINUOUSLY OPERATING COMMUNITY THEATRE IN THE UNITED STATES BY	50,000.
CHILDREN'S MUSEUM OF INDIANAPOLIS P.O. BOX 3000 INDIANAPOLIS, IN 46206	CHARITY		"POWER OF CHILDREN" CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE	70,000.
CROWN HILL HERITAGE FOUNDATION 700 WEST 38TH STREET INDIANAPOLIS, IN 46208	CHARITY		DONATION TO SUPPORT THE PUBLICATION OF THE CROWN HILL BOOK WHICH WILL COMMEMORATE THE 150TH ANNIVERSARY OF	5,000.
DYSLEXIA INSTITUTE OF INDIANA, INC. 8395 KEYSTONE CROSSING, SUITE 102 INDIANAPOLIS, IN 46240	CHARITY		SPONSOR OF AUTHOR BREAKFAST WHICH IS A MAJOR FUNDRAISER FOR FURTHERING THEIR PURPOSE OF SERVING	7,500.
EITELJORG MUSEUM 500 WEST WASHINGTON ST. INDIANAPOLIS, IN 46204	CHARITY		FUNDING FOR "JINGLE RAILS" WHICH SUPPORTS THE MUSEUM'S PURPOSE OF INSPIRING AN UNDERSTANDING AND	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	306,931.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

323611
10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

Form **990-PF** (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	118,682.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,330.	
8 Gain or (loss) from sales of assets other than inventory			18	160,912.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		280,924.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 280,924.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Richard D. [signature] 13 Nov 2014 TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY PEEK	[signature]	11/11/14		P00011019

Firm's name ▶ HALL RENDER KILLIAN HEATH & LYMAN PC — Firm's EIN ▶ 35-1427161

Firm's address ▶ 1 AM SQUARE, # 2000
INDIANAPOLIS, IN 46282 — Phone no (317)633-4884

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	MERRILL LYNCH GAIN/LOSS (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	MERRILL LYNCH GAIN/LOSS (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	STIFEL 0155 GAIN/LOSS (SEE ATTACHED)	P	06/01/12	03/25/13
d	STIFEL 0155 GAIN/LOSS (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	STIFEL 0378 GAIN/LOSS (SEE ATTACHED)	P	VARIOUS	VARIOUS
f	STIFEL 0378 GAIN/LOSS (SEE ATTACHED)	P	VARIOUS	VARIOUS
g	STIFEL 0378 GAIN/LOSS (SEE ATTACHED)	P	VARIOUS	VARIOUS
h	STIFEL 0378 GAIN/LOSS ON RETURN OF PRIN (SEE ATTA	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	104,496.		65,744.	38,752.
b	148,953.		137,522.	11,431.
c	11,862.		11,000.	862.
d	291,706.		291,463.	243.
e	308,707.		315,411.	<6,704.>
f	253,633.		234,468.	19,165.
g	375,228.		279,174.	96,054.
h	230.		230.	0.
i	1,109.			1,109.
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				38,752.
b				11,431.
c				862.
d				243.
e				<6,704.>
f				19,165.
g				96,054.
h				0.
i				1,109.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	160,912.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF HOLLIDAY PARK 6363 SPRING MILL ROAD INDIANAPOLIS, IN 46260	CHARITY		TRAIL RUN SPONSOR FOR THE RESTORATION, MAINTENANCE AND PRESERVATION OF HOLLIDAY PARK	500.
INDIANA HISTORICAL SOCIETY 450 WEST OHIO ST. INDIANAPOLIS, IN 46202	CHARITY		SPONSORSHIP OF THE NATIONAL HISTORY DAY IN INDIANA TO FURTHER THEIR ONGOING MISSION OF CONNECTING PEOPLE	52,000.
INDIANA STATE MUSEUM 650 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	CHARITY		DONATION TO FURTHER THE COLLECTION, PRESERVATION, INTERPRETATION AND PRESENTATION OF THE	1,000.
INDIANAPOLIS PUBLIC LIBRARY FOUNDATION 2450 N. MERIDIAN STREET, P.O. BOX 6134 INDIANAPOLIS, IN 46206-6134	CHARITY		DONATION TO THE FOUNDATION TO SUPPORT AND ENHANCE PROGRAMS, SERVICES AND FACILITIES OF THE	1,000.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON ST. INDIANAPOLIS, IN 46222	CHARITY		SPONSORSHIP OF FUNDRAISER AND DONATION IN SUPPORT OF THE GENERAL MISSION OF CONSERVATION AND	3,831.
MILAN '54 MUSEUM INC. 201 W. CARR STREET MILAN, IN 47031	CHARITY		DONATION TO PURCHASE THE HOOSIERS MOVIE COLLECTION SO THAT THE GOAL OF THE ORGANIZATION, WHICH IS	500.
MORNING DOVE THERAPEUTIC RIDING ACADEMY P.O. BOX 721 ZIONSVILLE, IN 46077	CHARITY		DONATION TO SUPPORT THERAPEUTIC RIDING ACADEMY'S MISSION TO ENRICH THE LIVES OF INDIVIDUALS IN THE	500.
PARK TUDOR SCHOOL 7200 N. COLLEGE AVE. INDIANAPOLIS, IN 46240	CHARITY		PLEDGE - EMPOWERING LEARNERS CAPITAL CAMPAIGN TO SUPPORT PARK TUDOR SCHOOL'S EXCEPTIONAL EDUCATORS	20,000.
PROJECT EYE TO EYE NATIONAL 1440 BROADWAY, 23RD FLOOR NEW YORK, NY 10018	CHARITY		SPONSOR OF PROGRAM TO DEVELOP A GRASSROOTS MENTORING PROGRAM IN INDIANA TO MATCH LABELED ADULTS WITH	12,000.
RILEY CHILDREN'S FOUNDATION 30 SOUTH MERIDIAN ST., SUITE 200 INDIANAPOLIS, IN 46204	CHARITY		DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD	20,000.
Total from continuation sheets				169,431.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SECOND PRESBYTERIAN CHURCH 7700 N. MERIDIAN ST. INDIANAPOLIS, IN 46260	CHARITY		GIFT FOR GENERAL OPERATING FUND OF THE CHURCH AND DONATION TO CELEBRATE THE 150TH ANNIVERSARY OF THE	58,000.
WHEELER MISSION MINISTRIES P.O. BOX 3085 INDIANAPOLIS, IN 46206	CHARITY		TO PROVIDE CHRIST-CENTERED PROGRAMS AND SERVICES FOR THE HOMELESS AND THOSE IN NEED IN THE	100.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOOTH TARKINGTON CIVIC THEATRE
DONATION TO SUPPORT MISSION OF THE LONGEST CONTINUOUSLY OPERATING COMMUNITY THEATRE IN THE UNITED STATES BY FOSTERING A LOVE OF THEATRE THROUGH IMAGINATION, EDUCATION AND PARTICIPATION.

NAME OF RECIPIENT - CHILDREN'S MUSEUM OF INDIANAPOLIS
"POWER OF CHILDREN" CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES.

NAME OF RECIPIENT - CROWN HILL HERITAGE FOUNDATION
DONATION TO SUPPORT THE PUBLICATION OF THE CROWN HILL BOOK WHICH WILL COMMEMORATE THE 150TH ANNIVERSARY OF THE CEMETERY WHICH IS THE THIRD LARGEST NON-GOVERNMENT CEMETERY IN THE COUNTRY.

NAME OF RECIPIENT - DYSLEXIA INSTITUTE OF INDIANA, INC.
SPONSOR OF AUTHOR BREAKFAST WHICH IS A MAJOR FUNDRAISER FOR FURTHERING THEIR PURPOSE OF SERVING CHILDREN, ADOLESCENTS AND ADULTS WITH SPECIFIC LANGUAGE DISABILITIES BY PROVIDING TUTORING AND SUPPORT FOR THOSE WITH DYSLEXIA TO OVERCOME THEIR UNANTICIPATED INABILITY TO READ.

NAME OF RECIPIENT - EITELJORG MUSEUM
FUNDING FOR "JINGLE RAILS" WHICH SUPPORTS THE MUSEUM'S PURPOSE OF INSPIRING AN UNDERSTANDING AND APPRECIATION OF THE ART, HISTORY AND CULTURE OF THE AMERICAN WEST AND THE INDIGENEOUS PEOPLES OF NORTH AMERICA.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - INDIANA HISTORICAL SOCIETY

SPONSORSHIP OF THE NATIONAL HISTORY DAY IN INDIANA TO FURTHER THEIR ONGOING MISSION OF CONNECTING PEOPLE OF ALL BACKGROUNDS TO INDIANA'S PAST.

SUPPORT FOR THE SOCIETY'S EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY. ALSO, SPONSORSHIP OF FUNDRAISERS FOR THE ORGANIZATION'S GENERAL PURPOSE AND TWIN OAKS PROJECT TO MAINTAIN AND RENOVATE THE STEWARDSHIP PROPERTY OF THE HISTORICAL SOCIETY.

NAME OF RECIPIENT - INDIANA STATE MUSEUM

DONATION TO FURTHER THE COLLECTION, PRESERVATION, INTERPRETATION AND PRESENTATION OF THE MATERIAL EVIDENCE OF INDIANA'S NATURAL AND CULTURAL HISTORY.

NAME OF RECIPIENT - INDIANAPOLIS PUBLIC LIBRARY FOUNDATION

DONATION TO THE FOUNDATION TO SUPPORT AND ENHANCE PROGRAMS, SERVICES AND FACILITIES OF THE INDIANAPOLIS PUBLIC LIBRARY AND ITS PARTNERSHIPS IN LIFELONG LEARNING INITIATIVES AND BENEFIT A DIVERSE COMMUNITY.

NAME OF RECIPIENT - INDIANAPOLIS ZOO

SPONSORSHIP OF FUNDRAISER AND DONATION IN SUPPORT OF THE GENERAL MISSION OF CONSERVATION AND EDUCATION ABOUT ANIMALS

NAME OF RECIPIENT - MILAN '54 MUSEUM INC.

DONATION TO PURCHASE THE HOOSIERS MOVIE COLLECTION SO THAT THE GOAL OF THE ORGANIZATION, WHICH IS TO DEVELOP THE OVERALL EXPERIENCE OF THE

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SMALL SCHOOL WINNING THE STATE BASKETBALL CHAMPIONSHIP IN 1954 AND DEVELOP THE TOWN OF MILAN TO RECREATE THE FEELING AND FLAVOR OF THE TIMES OF 1954, MAY BE MET

NAME OF RECIPIENT - MORNING DOVE THERAPEUTIC RIDING ACADEMY

DONATION TO SUPPORT THERAPEUTIC RIDING ACADEMY'S MISSION TO ENRICH THE LIVES OF INDIVIDUALS IN THE GREATER INDIANAPOLIS COMMUNITY WITH PHYSICAL, COGNITIVE AND/OR BEHAVIORAL CHALLENGES THROUGH EQUINE ASSISTED THERAPIES AND ACTIVITIES

NAME OF RECIPIENT - PARK TUDOR SCHOOL

PLEDGE - EMPOWERING LEARNERS CAPITAL CAMPAIGN TO SUPPORT PARK TUDOR SCHOOL'S EXCEPTIONAL EDUCATORS AND EXTRAORDINARY OPPORTUNITIES TO PREPARE STUDENTS TO BECOME CONFIDENT AND RESOURCEFUL LIFELONG LEARNERS. THE SCHOOL COMMUNITY CREATES AN INSPIRING COLLEGE PREPARATORY LEARNING ENVIRONMENT FOR HIGHLY MOTIVATED YOUNG PEOPLE IN JUNIOR KINDERGARTEN THROUGH GRADE 12.

NAME OF RECIPIENT - PROJECT EYE TO EYE NATIONAL

SPONSOR OF PROGRAM TO DEVELOP A GRASSROOTS MENTORING PROGRAM IN INDIANA TO MATCH LABELED ADULTS WITH LEARNING DISABILITIES WITH LABELED ELEMENTARY SCHOOL STUDENTS TO ACT AS ROLE MODELS, TUTORS AND MENTORS AS A MEANS TO EMPOWER THEIR LEARNING AND GIVE THEM HOPE FOR THEIR FUTURE

NAME OF RECIPIENT - RILEY CHILDREN'S FOUNDATION

DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD CAPACITY, INCREASE EFFICIENCY AND ENHANCE PATIENT SATISFACTION

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SECOND PRESBYTERIAN CHURCH

GIFT FOR GENERAL OPERATING FUND OF THE CHURCH AND DONATION TO CELEBRATE THE 150TH ANNIVERSARY OF THE FOUNDING OF THE CHURCH AND GIVEN ITS MISSION OF CREATING A WELCOMING COMMUNITY OF FAITH TRANSFORMING LIVES THROUGH WORSHIP, LOVE OF SERVICE AND DISCIPLESHIP

NAME OF RECIPIENT - WHEELER MISSION MINISTRIES

TO PROVIDE CHRIST-CENTERED PROGRAMS AND SERVICES FOR THE HOMELESS AND THOSE IN NEED IN THE INDIANAPOLIS AREA

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH - 655 04H17 NON-DIV DISTRIBUTIONS	501.	0.	501.	501.	
MERRILL LYNCH - 655-04H17 DIVS	19,084.	792.	18,292.	18,292.	
STIFEL, NICOLAUS (0155) ACCRUED INT PAID ON PURCH	<2,940.>	0.	<2,940.>	<2,940.>	
STIFEL, NICOLAUS (0155) INT	73,412.	0.	73,412.	73,412.	
STIFEL, NICOLAUS (0378) DIVS	29,734.	317.	29,417.	29,417.	
TO PART I, LINE 4	119,791.	1,109.	118,682.	118,682.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT PROCEEDS	1,330.	1,330.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,330.	1,330.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HALL RENDER	9,439.	9,439.		0.
TO FM 990-PF, PG 1, LN 16A	9,439.	9,439.		0.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH MANAGEMENT FEES	4,584.	4,584.		0.
STIFEL ADVISORY FEES	1,508.	1,508.		0.
TO FORM 990-PF, PG 1, LN 16C	6,092.	6,092.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,629.	1,629.		0.
INDIANA WORKFORCE DEVELOPMENT	51.	26.		25.
FICA TAXES	2,604.	1,302.		1,302.
MEDICARE TAXES	609.	304.		305.
CURRENT YEAR FORM 990PF ESTIMATED TAXES	6,000.	6,000.		0.
TO FORM 990-PF, PG 1, LN 18	10,893.	9,261.		1,632.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUBSCRIPTIONS	374.	374.		0.
COMPUTER EXPENSES	2,814.	1,407.		1,407.
MEALS AND ENTERTAINMENT	35.	0.		35.
POSTAGE AND SHIPPING	34.	34.		0.
OFFICE SUPPLIES	1,164.	589.		590.
MEMBERSHIPS AND DUES	590.	90.		500.
ANNUAL ACCOUNT FEES	150.	150.		0.
SUPPORT OF CHARITY FUNDRAISERS	2,169.	0.		3,250.
INVESTMENT EXPENSE - SPDR	133.	133.		0.
INVESTMENT EXPENSE - ISHARES SILVER	97.	97.		0.

INVESTMENT EXPENSE - ADR FEE	11.	11.		0.
INVESTMENT EXPENSE - AMORTIZATION OF BOND PREMIUM FROM STIFEL 0155	31,964.	31,964.		0.
BANKING SERVICE FEES	24.	24.		0.
WORKERS COMPENSATION INSURANCE	341.	341.		0.
RECONCILE BASIS FROM 2012 TO 2013	3,641.	3,641.		0.
TO FORM 990-PF, PG 1, LN 23	43,541.	38,855.		5,782.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH - SECURITIES 04H17	662,891.	1,026,842.
STIFEL, NICOLAUS 0378 - SECURITIES	1,035,927.	1,341,676.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,698,818.	2,368,518.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL, NICOLAUS 0155 - BONDS	1,666,754.	1,686,672.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,666,754.	1,686,672.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LA-Z-BOY DESK	1,086.	1,086.	0.
NEC 15" MONITOR	1,050.	1,050.	0.
SOFTWARE	551.	551.	0.
MONITOR	1,358.	1,358.	0.
LAPTOP COMPUTER	4,500.	4,500.	0.
OFFICE FURNITURE	525.	525.	0.
CALCULATOR	99.	99.	0.
COMPUTER	1,833.	1,709.	124.
LA-Z-BOY FURNITURE	1,113.	1,029.	84.

SOFA (2001)	525.	525.	0.
3 BOOKCASES (2007)	270.	270.	0.
SMALL REFRIGERATOR (2007)	138.	138.	0.
HP PRINTER (2009)	162.	153.	9.
PALM ZIRE 32 (2009)	68.	65.	3.
TOTAL TO FM 990-PF, PART II, LN 14	13,278.	13,058.	220.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REIMBURSEMENT IN TRANSIT, DEPOSITED 2014	0.	763.	763.
TO FORM 990-PF, PART II, LINE 15	0.	763.	763.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INDIANA STATE AND COUNTY TAX WITHHELD (WH-1)	383.	192.
FORM 941 LIABILITY AT YEAR END	886.	948.
ESTIMATED 4TH QUARTER 990PF TAX	1,500.	1,500.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,769.	2,640.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

CHILDREN'S MUSEUM OF INDIANAPOLIS - POWER OF CHILDREN CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN, WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	70,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 13

ACTIVITY TWO

INDIANA HISTORICAL SOCIETY - SUPPORTING THE SOCIETY'S EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	52,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14

ACTIVITY THREE

SECOND PRESBYTERIAN CHURCH - DONATION IN CELEBRATION OF THE 150TH ANNIVERSARY OF THE FOUNDING OF THE CHURCH AND ITS MISSION OF CREATING A WELCOMING COMMUNITY OF FAITH TRANSFORMING LIVES THROUGH WORSHIP, LOVE OF SERVICE AND DISCIPLESHIP AND SUPPORT OF THE CHURCH'S GENERAL OPERATING FUND.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	58,000.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATHARINE KRUSE C/O MOTHERSHEAD FOUNDATION
7443 WASHINGTON BOULEVARD
INDIANAPOLIS, IN 46240

TELEPHONE NUMBER

(317) 257-8208

FORM AND CONTENT OF APPLICATIONS

LETTER ON BEHALF OF SUBMITTING ORGANIZATION; MUST BE A
501(C)(3)ORGANIZATION EXPRESSING THE NEED FOR THE FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LA-Z-BOY DESK	110100	200DB	5.00	16	1,086.			1,086.	1,086.		0.
3	NEC 15" MONITOR	103000	200DB	5.00	16	1,050.			1,050.	1,050.		0.
4	SOFTWARE	111400	200DB	5.00	16	551.			551.	551.		0.
7	MONITOR	111400	200DB	5.00	16	1,358.			1,358.	1,358.		0.
9	LAPTOP COMPUTER	040101	200DB	5.00	16	4,500.			4,500.	4,500.		0.
10	OFFICE FURNITURE	111801	200DB	5.00	16	525.			525.	525.		0.
11	CALCULATOR	091101	200DB	5.00	16	99.			99.	99.		0.
12	COMPUTER	090105	200DB	5.00	16	1,833.			1,833.	1,709.		0.
13	LA-Z-BOY FURNITURE	120406	200DB	5.00	16	1,113.			1,113.	1,029.		0.
14	SOFA (2001)	010108	SL	5.00	17	525.			525.	473.		52.
15	3 BOOKCASES (2007)	010108	SL	5.00	17	270.			270.	243.		27.
16	SMALL REFRIGERATOR (2007)	010108	SL	5.00	17	138.			138.	126.		12.
17	HP PRINTER (2009)	031609	SL	5.00	17	162.		81.	81.	56.		16.
18	PALM ZIRE 32 (2009)	042009	SL	5.00	17	68.		34.	34.	24.		7.
	* TOTAL 990-PF PG 1 DEPR					13,278.		115.	13,163.	12,829.	0.	114.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	FORM 990-PF PAGE 1	35-1844375

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	114.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	114.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No | 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

2013 CONSOLIDATED FORM 1099

REPRINT OF ORIGINAL AS OF 02/14/2014

STIFEL

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO:	43-0538770	
F.A.	**ACCOUNT**	**PAGE**
1A41	1959-0378	13 of 32
TAXPAYER ID:	35-1844375	

KATHERINE M KRUSE & RICHARD D
KRUSE TTEES MOTHERSHEAD
FOUNDATION TRUST DTD 12/30/91
SOLUTIONS KNALL/COHEN MGD ACCT

1099-DIV DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

FOREIGN TAX PAID

DESCRIPTION	CUSIP/ SEC NO	DATE	ACTIVITY	AMOUNT	IRS BOX	CNTRY
WSDMTR JPN HEDG EQ ETF	97717W851	06/28/13	Foreign Tax Paid	$5.35	6	
	97717W851	12/30/13	Foreign Tax Paid	$8.03	6	
			CUSIP TOTAL:	**$13.38**		
			TOTAL FOREIGN TAX PAID	**$1,113.59**		

****

1099-B DETAIL INFORMATION

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part I, with Box A checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
BARRICK GOLD CORP								
CUSIP/SEC NO 067901108	725.00	08/15/12	04/02/13	$20,373.22	$25,421.80		($5,048.58)	Sale
DEERE & COMPANY								
CUSIP/SEC NO: 244199105	200.00	11/21/13	12/09/13	$17,299.89	$16,791.98		$507.91	Sale
GOLDCORP INC NEW								
CUSIP/SEC NO: 380956409	1,300.00	12/12/12	04/02/13	$42,123.75	$50,595.91		($8,472.16)	Sale
JPMORGAN CHASE & COMPANY								
CUSIP/SEC NO: 46625H100	425.00	05/15/12	02/26/13	$19,732.56	$15,971.81		$3,760.75	Sale
LILLY ELI & COMPANY								
CUSIP/SEC NO: 532457108	975.00	12/18/12	11/07/13	$48,200.07	$48,677.91		($477.84)	Sale
MARATHON PETROLEUM CORP								
CUSIP/SEC NO. 56585A102	100.00	07/16/13	10/03/13	$6,401.72	$7,142 99		($741.27)	Sale

STIFEL
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501 NORTH BROADWAY
ST. LOUIS, MO 63102

2013 CONSOLIDATED FORM 1099
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KRUSE TTEES MOTHERSHEAD
FOUNDATION TRUST DTD 12/30/91
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PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part I, with Box A checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
MKT VECT GOLD MINERS ETF								
CUSIP/SEC NO: 57060U100	300.00	04/02/13	05/20/13	$8,087.03	$11,153.25		($3,066.22)	Sale
	800 00	04/02/13	11/14/13	$19,122.99	$29,741.98		($10,618.99)	Sale
CUSIP/SEC NO 57060U100 TOTAL:	**1,100.00**			**$27,210.02**	**$40,895.23**	**$0.00**	**($13,685.21)**	
MOLEX INC								
CUSIP/SEC NO. 608554101	1,200.00	04/12/13	12/09/13	$46,416.00	$35,582.04		$10,833.96	Merger
NEWMONT MNG CORP HLDG CO								
CUSIP/SEC NO. 651639106	700.00	04/02/13	05/20/13	$21,970.61	$28,849.57		($6,878 96)	Sale
SCHWAB CHARLES CORP NEW								
CUSIP/SEC NO· 808513105	3,700 00	06/05/12	02/27/13	$58,979 23	$45,482 10		$13,497.13	Sale
Total Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS	**10,425.00**			**$308,707.07**	**$315,411.34**	**$0.00**	**($6,704.27)**	

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
BRISTOL MYERS SQUIBB CO								
CUSIP/SEC NO· 110122108	1,500.00	Various	04/30/13	$59,193 07	$40,813.16		$18,379.91	Sale
CENTRAL FD CDA LTD CL A								
CUSIP/SEC NO· 153501101	1,300 00	06/05/12	11/14/13	$17,860.94	$26,447.07		($8,586 13)	Sale

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2013 CONSOLIDATED FORM 1099
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PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
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SOLUTIONS KNALL/COHEN MGD ACCT

1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
CENTURYLINK INC								
CUSIP/SEC NO 156700106	1,000 00	08/01/11	04/12/13	$36,405 45	$37,625.92		($1,220.47)	Sale
MARATHON PETROLEUM CORP								
CUSIP/SEC NO: 56585A102	100.00	12/07/11	10/02/13	$6,425.81	$3,469.79		$2,956.02	Sale
	900 00	12/07/11	10/03/13	$57,615.40	$31,228.05		$26,387.35	Sale
CUSIP/SEC NO 56585A102 TOTAL:	**1,000.00**			**$64,041.21**	**$34,697.84**	**$0.00**	**$29,343.37**	
MKT JR GOLD MNRS NEW ETF								
CUSIP/SEC NO: 57061R544		10/31/11	07/01/13	$9.40	$32.27		($22.87)	Cash In Lieu
	131.00	10/31/11	11/14/13	$4,639.32	$16,910.39		($12,271.07)	Sale
CUSIP/SEC NO 57061R544 TOTAL:	**131.00**			**$4,648.72**	**$16,942.66**	**$0.00**	**($12,293.94)**	
MICROSOFT CORP								
CUSIP/SEC NO: 594918104	250.00	06/27/11	08/20/13	$7,722.22	$6,444.06		$1,278.16	Sale
	525 00	06/27/11	10/08/13	$16,893.35	$13,532 51		$3,360.84	Sale
CUSIP/SEC NO 594918104 TOTAL:	**775.00**			**$24,615.57**	**$19,976.57**	**$0.00**	**$4,639.00**	
SILICONWARE PRECISION								
CUSIP/SEC NO· 827084864	9,200.00	Various	02/27/13	$46,867.91	$57,965.20		($11,097 29)	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS	**14,906.00**			**$253,632.87**	**$234,468.42**	**$0.00**	**$19,164.45**	

STIFEL
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2013 CONSOLIDATED FORM 1099
REPRINT OF ORIGINAL AS OF 02/14/2014

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 35-1844375

KATHERINE M KRUSE & RICHARD D
KRUSE TTEES MOTHERSHEAD
FOUNDATION TRUST DTD 12/30/91
SOLUTIONS KNALL/COHEN MGD ACCT

1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
ANHEUSER BUSCH INBEV								
CUSIP/SEC NO: 03524A108	125.00	01/12/10	11/11/13	$12,752.92	$6,459.06		$6,293.86	Sale
BARRICK GOLD CORP								
CUSIP/SEC NO· 067901108	525.00	07/13/10	01/18/13	$17,519.23	$23,618.72		($6,099.49)	Sale
	275.00	07/13/10	04/02/13	$7,727.76	$12,371.71		($4,643 95)	Sale
CUSIP/SEC NO 067901108 TOTAL:	**800.00**			**$25,246.99**	**$35,990.43**	**$0.00**	**($10,743.44)**	
CABLEVISION SYS NY GROUP								
CUSIP/SEC NO: 12686C109	1,200.00	03/15/10	06/18/13	$17,935.22	$21,142.16		($3,206 94)	Sale
COCA COLA COMPANY								
CUSIP/SEC NO: 191216100	100.00	11/18/10	06/17/13	$3,967.47	$3,238.18		$729.29	Sale
DIRECTV								
CUSIP/SEC NO: 25490A309	275 00	Various	07/16/13	$17,652.46	$9,966 81		$7,685.65	Sale
GENL CABLE CORP								
CUSIP/SEC NO: 369300108	250.00	10/26/09	06/19/13	$8,097.44	$8,755.62		($658.18)	Sale
	1,450.00	Various	10/18/13	$46,162.74	$47,774.78		($1,612.04)	Sale
CUSIP/SEC NO 369300108 TOTAL:	**1,700.00**			**$54,260.18**	**$56,530.40**	**$0.00**	**($2,270.22)**	
INTEL CORP								
CUSIP/SEC NO· 458140100	75.00	05/07/10	05/10/13	$1,757.86	$1,621.96		$135.90	Sale
	325.00	05/07/10	10/03/13	$7,138.38	$7,028.48		$109 90	Sale
CUSIP/SEC NO 458140100 TOTAL:	**400.00**			**$8,896.24**	**$8,650.44**	**$0.00**	**$245.80**	
KRAFT FOODS GRP INC								
CUSIP/SEC NO: 50076Q106	83.00	04/12/10	12/03/13	$4,414.69	$2,688.59		$1,726.10	Sale
NUCOR CORP								
CUSIP/SEC NO: 670346105	375.00	09/19/08	06/18/13	$16,505 13	$19,005.42		($2,500.29)	Sale

STIFEL
ONE FINANCIAL PLAZA
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KATHERINE M KRUSE & RICHARD D
KRUSE TTEES MOTHERSHEAD
FOUNDATION TRUST DTD 12/30/91
SOLUTIONS KNALL/COHEN MGD ACCT

1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
PHILIP MORRIS INTL INC								
CUSIP/SEC NO: 718172109	300.00	03/26/08	01/10/13	$25,643.63	$15,520.50		$10,123.13	Sale
TAIWAN SEMICON MFG CO								
CUSIP/SEC NO: 874039100	3,700.00	Various	02/27/13	$66,479.92	$39,580.52		$26,899.40	Sale
UNITEDHEALTH GROUP INC								
CUSIP/SEC NO: 91324P102	1,100.00	Various	10/21/13	$73,704.49	$41,098.00		$32,606 49	Sale
VIACOM INC CL B NEW								
CUSIP/SEC NO: 92553P201	100.00	04/15/10	12/03/13	$8,133.94	$3,656.57		$4,477.37	Sale
	250.00	04/15/10	12/26/13	$21,447.12	$9,141 40		$12,305 72	Sale
CUSIP/SEC NO 92553P201 TOTAL:	**350.00**			**$29,581.06**	**$12,797.97**	**$0.00**	**$16,783.09**	
VODAFONE GRP PLC NEW ADR								
CUSIP/SEC NO: 92857W209	300.00	05/21/10	12/26/13	$11,690.79	$5,809 45		$5,881.34	Sale
WOLVERINE WORLD WIDE INC								
CUSIP/SEC NO: 978097103	200.00	04/16/99	12/03/13	$6,496.42	$695.83		$5,800.59	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS	**11,008.00**			**$375,227.61**	**$279,173.76**	**$0.00**	**$96,053.85**	

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000450296	1,400.00	05/31/13	$13 66	Principal
ISHS SILVER TR ETF CUSIP/SEC NO. 46428Q109 CBAF: 0.000452339	1,400.00	06/30/13	$11.88	Principal
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000413909	1,400.00	07/31/13	$11.03	Principal
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000378884	1,400.00	08/31/13	$12.39	Principal
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000424703	1,400.00	09/30/13	$12.44	Principal
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000426938	1,400.00	10/31/13	$12 53	Principal
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000439255	1,400.00	11/30/13	$11.70	Principal

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1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
ISHS SILVER TR ETF CUSIP/SEC NO: 46428Q109 CBAF: 0.000425974	1,400.00	12/31/13	$11.45	Principal
CUSIP/SEC NO 46428Q109 TOTAL:			**$97.08**	
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO· 78463V107 CBAF: 0.000329643	225.00	01/07/13	$11.82	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000355489	225.00	02/21/13	$12.21	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO· 78463V107 CBAF 0 000341809	225 00	03/12/13	$11.86	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000353866	225.00	04/09/13	$12.15	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000403935	225.00	05/10/13	$12.54	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF. 0.000364055	225 00	06/17/13	$10.97	Principal

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000395335	225.00	07/10/13	$10.80	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000343817	225.00	08/15/13	$9.94	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000355207	225.00	09/19/13	$10.54	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000388300	225.00	10/14/13	$10.84	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF. 0.000351151	225.00	11/13/13	$9.70	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000348786	225.00	12/17/13	$9.33	Principal
CUSIP/SEC NO 78463V107 TOTAL:			**$132.70**	
Total Return of Capital or Principal Payments			**$229.78**	

CBAF: Cost Basis Allocation Factor

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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

TOTAL SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS $937,797.33

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1099-B DETAIL INFORMATION

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS -Report on Form 8949, Part I, with Box B checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
DOW CHEM 7.6 051514 CUSIP/SEC NO: 260543BW2	11,000.00	06/01/12	03/25/13	$11,861.86	11,000.00		$861.86	Redemption
Total Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS	**11,000.00**			**$11,861.86**	**11,000.00**	**$0.00**	**$861.86**	

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
AMERN EXPR 4.875 071513 CUSIP/SEC NO: 025816AQ2	20,000.00	09/30/09	07/15/13	$20,000.00	20,000.00		$0.00	Redemption
AMERN EXPR 7.3 082013 CUSIP/SEC NO. 0258M0CY3	20,000.00	04/15/11	08/20/13	$20,000.00	20,000.00		$0.00	Redemption
BAC NOTE 4.75 081513 CUSIP/SEC NO: 060505BD5	20,000.00	05/06/10	08/15/13	$20,000.00	20,000.00		$0.00	Redemption
BAC INTRNTS 5.0 081513 CUSIP/SEC NO. 06050XMJ9	15,000.00	04/16/10	08/15/13	$15,000.00	15,000 00		$0.00	Redemption
DUKE REALTY LP5.4 081514 CUSIP/SEC NO: 26441YAH0	5,000.00	10/04/11	12/27/13	$5,161.15	5,161.15		$0.00	Redemption
FORD MOTOR 7.0 100113 CUSIP/SEC NO: 345397TZ6	50,000 00	01/20/10	10/01/13	$50,000.00	50,000.00		$0.00	Redemption

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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
GECC INTRNTS 4.75 031517 CUSIP/SEC NO. 36966RNK8	5,000.00	10/04/11	09/10/13	$4,995.00	5,000.00		($5.00)	Sale
GS NOTE 5.25 101513 CUSIP/SEC NO: 38141GDQ4	20,000.00	04/15/11	10/15/13	$20,000.00	20,000.00		$0.00	Redemption
GS MTN STP 012925 CUSIP/SEC NO: 38143UGC9	20,000.00	01/25/10	01/29/13	$20,000.00	20,005.00		($5.00)	Redemption
GRANT WA 4.91 010114 CUSIP/SEC NO. 387892TF9	5,000.00	08/30/11	12/19/13	$4,995.00	5,005.71		($10 71)	Sale
HSBC BK USA STP 032415 CUSIP/SEC NO: 40431A3X8	10,000.00	08/30/11	03/25/13	$10,000.00	10,233.34		($233.34)	Redemption
HOME DEPOT 5.25 121613 CUSIP/SEC NO: 437076AR3	10,000 00	06/18/10	12/16/13	$10,000.00	10,000 00		$0.00	Redemption
TRANSOCEAN 5.25 031513 CUSIP/SEC NO: 893830AR0	6,000.00	05/21/10	03/15/13	$6,000.00	6,000.00		$0 00	Redemption
UNITEDHEALTH 4.75 021014 CUSIP/SEC NO. 91324PAH5	30,000.00	01/25/10	12/26/13	$30,073.00	30,057.91		$15.09	Sale
VERIZON NEW 4.75 100113 CUSIP/SEC NO: 92344RAB8	35,000.00	04/15/11	10/01/13	$35,000.00	35,000.00		$0.00	Redemption
WELLPOINT 6.0 021514 CUSIP/SEC NO: 94973VAQ0	20,000.00	04/15/11	09/05/13	$20,482.00	20,000.00		$482.00	Redemption
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS	**291,000.00**			**$291,706.15**	**291,463.11**	**$0.00**	**$243.04**	

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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

TOTAL SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS $303,568.01

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MOTHERSHEAD

2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012 Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

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1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
CBS CORP NEW	*CL B*	*CUSIP Number*	*124857202*					
700.0000	Sale	04/03/12	11/06/13	42,109.16	23,927.05	0.00	18,182.11	
300.0000	Sale	07/10/12	11/06/13	18,046.79	9,653.10	0 00	8,393.69	
	Security Subtotal			***60,155.95***	***33,580.15***	***0.00***	***26,575.80***	
ENCANA CORP		*CUSIP Number*	*292505104*					
500.0000	Sale	10/19/12	12/23/13	8,917.90	12,023 75	0 00	(3,105.85)	
RAYTHEON CO DELAWARE NEW		*CUSIP Number*	*755111507*					
400 0000	Sale	03/17/11	12/04/13	35,422.23	20,140.00	0.00	15,282 23	
Covered Long Term Capital Gains and Losses Subtotal				**104,496.08**	**65,743.90**	**0.00**	**38,752.18**	
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
CENTURYLINK INC SHS		*CUSIP Number*	*156700106*					
500 0000	Sale	05/12/10	12/23/13	15,471.23	17,129.05	0.00	(1,657.82)	

Merrill Lynch
Bank of America Corporation

Account No. 655-04H17 | Taxpayer No. 35-1844375

MOTHERSHEAD

2013 ANNUAL STATEMENT SUMMARY

1099-B — 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ENCANA CORP		*CUSIP Number*	*292505104*					
500.0000	Sale	12/15/09	12/23/13	8,917.89	15,337 55	0 00	(6,419 66)	
FREEPRT-MCMRAN CPR & GLD		*CUSIP Number*	*35671D857*					
200.0000	Sale	06/26/08	03/01/13	6,207 48	11,986.95	0.00	(5,779.47)	
200.0000	Sale	07/01/08	03/01/13	6,207 48	11,353 20	0 00	(5,145 72)	
200.0000	Sale	07/18/08	03/01/13	6,207 47	10,430.20	0.00	(4,222.73)	
400.0000	Sale	10/16/08	03/01/13	12,414.97	6,426 42	0.00	5,988.55	
	Security Subtotal			***31,037.40***	***40,196.77***	***0.00***	***(9,159.37)***	
MICROSOFT CORP		*CUSIP Number*	*594918104*					
440.0000	Sale	08/09/02	06/19/13	15,263 77	10,814.10	0.00	4,449 67	
470.0000	Sale	05/10/06	06/19/13	16,304.48	11,254 15	0.00	5,050.33	
90 0000	Sale	05/17/06	06/19/13	3,122.14	2,116.40	0.00	1,005.74	
	Security Subtotal			***34,690.39***	***24,184.65***	***0.00***	***10,505.74***	
NYSE EURONEXT		*CUSIP Number*	*629491101*					
1000.0000	Sale	05/05/09	01/10/13	32,128.05	23,108 54	0 00	9,019 51	
J M SMUCKER CO		*CUSIP Number*	*832696405*					
300.0000	Sale	05/12/10	01/10/13	26,707.80	17,565.78	0 00	9,142 02	
Noncovered Long Term Capital Gains and Losses Subtotal				**148,952.76**	**137,522.34**	**0.00**	**11,430.42**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**253,448.84**	**203,266.24**	**0.00**	**50,182.60**	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**253,448.84**				
TOTAL REPORTED SALES PROCEEDS				**253,448.84**				

2013 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
0.00	0.00	38,752.18	11,430.42

FILE

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	Employer identification number (EIN) or 35-1844375
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE AMERICAN SQUARE, NO. 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. INDIANAPOLIS, IN 46282	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JULIE BROOKS, BOOKKEEPER
7443 WASHINGTON BOULEVARD - INDIANAPOLIS, IN 46240
Telephone No. ▶ (317) 257-8208 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 4,896.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

15400509 765924 MOTHF60001 2013.03020 MOTHERSHEAD FOUNDATION C/O MOTHF601

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	Employer identification number (EIN) or 35-1844375
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE AMERICAN SQUARE, NO. 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. INDIANAPOLIS, IN 46282	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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Telephone No. ▶ (317) 257-8208 Fax No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED FOR OUTSIDE THIRD PARTIES TO GATHER AND PROVIDE NEEDED INFORMATION TO ASSURE A COMPLETE AND ACCURATE RETURN IS FILED.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,896.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ ATTORNEY/CPA Date ▶ 8/4/14

Form **8868** (Rev. 1-2014)

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