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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

A Employer identification number
47-6025723

Number and street (or P O box number if mail is not delivered to street address)
209 SOUTH 19TH STREET NO 151

Room/suite

B Telephone number (see instructions)
(402) 345-0043

City or town, state or province, country, and ZIP or foreign postal code
OMAHA, NE 68102

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 16,738,735

J Accounting method ☑ 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) (see instructions))*

			(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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	197,419	179,459		
	4	Dividends and interest from securities	192,323	192,323		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	549,924			
	b	Gross sales price for all assets on line 6a 4,639,515				
	7	Capital gain net income (from Part IV, line 2)		549,924		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	939,666	921,706		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,485	2,485		0
	c	Other professional fees (attach schedule)	60,773	60,773		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,042	10,042		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	15,894	15,894		0
	21	Travel, conferences, and meetings	50	50		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,340	7,340		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	96,584	96,584		0
	25	Contributions, gifts, grants paid	822,100			822,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	918,684	96,584		822,100
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	20,982			
	b	**Net investment income** (if negative, enter -0-)		825,122		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1		Cash—non-interest-bearing			
	2		Savings and temporary cash investments	742,019	702,751	702,751
	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 (attach schedule) (see instructions)			
	7		Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)	3,344,014	3,173,663	3,120,623
	b		Investments—corporate stock (attach schedule)	6,332,453	6,556,591	10,345,855
	c		Investments—corporate bonds (attach schedule)	2,507,133	2,563,354	2,569,506
	11		Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12		Investments—mortgage loans			
	13		Investments—other (attach schedule)	49,758		
	14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15		Other assets (describe ▶)			
	16		**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,975,377	12,996,359	16,738,735
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 (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		**Total liabilities** (add lines 17 through 22)	0	0	
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 ▶ ☑ **and complete lines 27 through 31.**			
	27		Capital stock, trust principal, or current funds	8,302,655	8,302,655	
	28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29		Retained earnings, accumulated income, endowment, or other funds	4,672,722	4,693,704	
	30		**Total net assets or fund balances** (see page 17 of the instructions)	12,975,377	12,996,359	
	31		**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,975,377	12,996,359	

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	12,975,377
2	Enter amount from Part I, line 27a	2	20,982
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	12,996,359
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	12,996,359

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
b				
c				
d				
e				

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	549,924
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	787,395	14,710,305	0 053527
2011	775,150	14,773,777	0 052468
2010	668,800	14,412,005	0 046406
2009	638,004	13,270,128	0 048078
2008	862,949	15,351,100	0 056214

2	**Total** of line 1, column (d).	2	0 256693
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	0 051339
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	15,553,879
5	Multiply line 4 by line 3.	5	798,521
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,251
7	Add lines 5 and 6.	7	806,772
8	Enter qualifying distributions from Part XII, line 4.	8	822,100

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 page 18 of the 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 ▶ ☑ and enter 1% of Part I, line 27b		1	8,251
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	8,251
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	8,251
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 22,987		
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	22,987
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ 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	14,736
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 14,736 **Refunded** ▶		11	0

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NE			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶NEELY KOUNTZE Telephone no ▶(402) 345-0043

Located at ▶209 SOUTH 19TH STREET SUITE 151 OMAHA NE ZIP+4 ▶68102

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 |

		Line	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		No
	See 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.	Line	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 page 20 of the instructions)?	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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)	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 ▶ 20____ , 20____ , 20____ , 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions) ☐ 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)?	**5b**		No
	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? ☐ 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**		No
	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?	**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 (see instructions).

(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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	15,107,185
b	Average of monthly cash balances	1b	683,555
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,790,740
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	15,790,740
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	236,861
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,553,879
6	**Minimum investment return.** Enter 5% of line 5	6	777,694

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	777,694
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 8,251		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	8,251
3	Distributable amount before adjustments Subtract line 2c from line 1	3	769,443
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	769,443
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	769,443

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	822,100
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	822,100
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 (see instructions)	5	8,251
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	813,849

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				769,443
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			245,874	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 822,100				
a Applied to 2012, but not more than line 2a			245,874	
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.				576,226
e Remaining amount distributed out of corpus	0			
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	0			
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				193,217
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a 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 organization 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))

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

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

NEELY KOUNTZE
209 SOUTH 19TH STREET SUITE 151
OMAHA, NE 68102
(402) 345-0043

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

GRANT REQUESTS AND SCHOLARSHIP AWARDS PROCEDURES HAVE BEEN ESTABLISHED BY THE FOUNDATION THE GRANT REQUESTS ARE OPEN TO 501(C)(3) ORGANIZATIONS THE GRANT REQUESTS ARE TO INCLUDE THE BASICS OF THE REQUEST IN ADDITION TO A LETTER CONTAINING THE ESSENTIAL INFORMATION SUCH AS THE PROJECT CONTEMPLATED, SOURCE OF FUNDS, TIMELINE OF IMPLEMENTATION, ETC THE ORIGINAL GRANT REQUEST AND EIGHT COPIES ARE TO BE SENT TO THE FOUNDATION FOR THE BOARD OF TRUSTEES' REVIEW GRANTEES ARE NOTIFIED IN WRITING OF THE FOUNDATION'S DECISIONS

c Any submission deadlines

NOVEMBER 30 OF EACH YEAR

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

PRIMARILY NEBRASKA AND WESTERN IOWA PRIVATE EDUCATIONAL INSTITUTIONS, RELIGIOUS ORGANIZATIONS, HEALTH ORGANIZATIONS, ARTS AND RELATED ORGANIZATIONS

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* See Additional Data Table				
Total . . . . ▶ **3a**				822,100
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	197,419	
4 Dividends and interest from securities. . . .			14	192,323	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	549,924	
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		939,666	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 939,666

(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) (See instructions)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-13 | ******

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
ROBERT H BERGER				P00340049
Firm's name ▶ BERGER AND O'TOOLE CPAS LLC			Firm's EIN ▶ 91-1829375	
Firm's address ▶ 1301 S 75TH STREET SUITE 200 OMAHA, NE 68124			Phone no (402) 551-1919	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
	P		
35,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/16	P	1995-10-14	1928-07-04
32,037 772 US TREASURY BOND 2 125% DTD 02/15/2010 DUE 02/15/2040	P	2011-01-07	2013-01-17
5,328 228 US TREASURY BOND 2 125% DTD 02/15/2010 DUE 02/15/2041	P	2012-01-27	2013-01-17
65,000 GENERAL ELEC CAP CORP MTN SR NT 4 375% DTD 09/16/2010 DUE 09/16/2020	P	2011-11-10	2013-01-28
15,000 COLUMBUS OHIO GO BDS 2010 C TAXABLE 4 11% DTD 08/12/2010 DUE 06/01/20	P	2010-07-30	2013-02-04
20,000 US TREASURY NOTE 3 375% DTD 11/15/2009 DUE 11/15/2019	P	2012-11-01	2013-02-07
10,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/16	P	2011-07-15	2013-02-08
1,068 848 SH HEINZ (HJ) CO COM	P	2004-12-21	2013-02-15
606 152 SH HEINZ (HJ) CO COM	P	2009-07-01	2013-02-15
150,000 FNMA 4 75% DTD 02/18/2003 DUE 02/21/2013	P	2006-08-10	2013-02-21
1,044 SH HEINZ (HJ) CO COM	P	2009-07-01	2013-02-22
1,406 SH POTASH CORP	P	2012-02-24	2013-02-22
25,000 US TREASURY NOTE 0 25% DTD 09/30/12 DUE 09/30/14	P	2013-02-21	2013-02-28
1,400 27 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012 DUE 05/29/2024	P	2012-06-12	2013-03-01
160 SH BLACKROCK INC COM	P	2010-10-07	2013-03-18
60,000 JP MORGAN CHASE & CO SUB NT 6 125% DTD 06/27/2007 DUE 06/27/2017	P	2009-10-16	2013-04-02
1,200 SH MICROSOFT CORP	P	2005-03-04	2013-04-10
245,000 US TREASURY NOTE 2 625% DTD 12/31/2009 DUE 12/31/2014	P	2010-01-06	2013-04-26
50,000 AMER HONDA FIN CORP MTN BE144A FR 1 50% DUE 09/11/2012 DUE 09/11/2017	P	2013-01-04	2013-05-02
60,000 CROWN CASTLE TOWERS LLC SRSEC CL C144A 4 174% DTD 08/16/2010	P	2011-08-09	2013-05-03
30,000 US TREASURY NOTE 1 625% DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2013-05-07
185,000 US TREASURY NOTE 0 25% DTD 09/30/2012 DUE 09/30/2014	P	2012-10-23	2013-05-21
190,000 US TREASURY NOTE 0 25% DTD 09/30/2012 DUE 09/30/2014	P	2012-10-31	2013-05-21
40,000 US TREASURY NOTE 0 25% DTD 09/30/2012 DUE 09/30/2014	P	2012-12-20	2013-05-21
75,000 US TREASURY NOTE 0 25% DTD 09/30/2012 DUE 09/30/2014	P	2012-12-28	2013-05-21
125,000 US TREASURY NOTE 0 25% DTD 09/30/2012 DUE 09/30/2014	P	2013-02-21	2013-05-21
20,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2036	P	2012-10-19	2013-05-23
10,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2036	P	2012-12-20	2013-05-23
5,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2036	P	2012-09-19	2013-05-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5,000 US TREASURY NOTE 3 255 DTD 06/30/2009 DUE 06/30/2016	P	2011-05-27	2013-05-23
75,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2011-07-13	2013-05-23
25,000 US TREASURY NOTE 3 375% DTD 11/15/2009 DUE 11/15/2019	P	2012-10-19	2013-05-23
25,000 US TREASURY NOTE 3 375% DTD 11/15/2009 DUE 11/15/2019	P	2012-11-01	2013-05-23
90,000 US TREASURY NOTE 1 625% DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2013-05-23
25,000 US TREASURY NOTE 0 25% DTD 12/15/2012 DUE 12/15/2015	P	2013-04-26	2013-05-23
150,000 US TREASURY NOTE 025% DTD 12/15/2012 DUE 12/15/2015	P	2013-04-26	2013-05-23
1,407 2800 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012 DUE 05/29/2024	P	2012-06-12	2013-05-29
5,062 SH AES CORP	P	2011-03-17	2013-05-31
8 667 SH BLACKROCK INC COM	P	2010-10-07	2013-05-31
61 3330 SH BLACKROCK INC COM	P	2010-11-03	2013-05-31
1,135 SH COMCAST CORP CL A	P	2010-11-29	2013-06-04
355 SH MOHAWK INDS INC COM	P	2009-07-01	2013-06-04
75,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2010-12-09	2013-06-07
45,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2011-01-07	2013-06-07
10,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2011-05-06	2013-06-07
70,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2011-05-27	2013-06-07
115,000 FHLB CONS BDS 3 875% DTD 05/15/2003 DUE 06/14/2013	P	2007-09-19	2013-06-14
50,000 FHLB CONS BDS 3 875% DTD 05/15/2003 DUE 06/14/2013	P	2010-12-10	2013-06-14
45,000 COLUMBUS OHIO GO BDS 2010 C TAXABLE 4 11% DTD 08/12/2010 DUE 06/01/20	P	2010-07-30	2013-06-17
20,000 US TREASURY NOTE 1 625% DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2013-06-24
25,000 US TREASURY NOTE 3 375% DTD 11/15/2009 DUE 11/15/2019	P	2012-10-19	2013-07-02
111 25 SH FLOWSERVE CORP COM	P	2010-11-29	2013-07-09
618 75 SH FLOWSERVE CORP COM	P	2011-07-22	2013-07-09
1,675 SH GENERAL ELEC CO COM	P	1971-04-29	2013-07-09
460 SH JACOBS ENGR GROUP INC COM	P	2009-07-01	2013-07-09
500 SH NOVARTIS AG SPONSORED ADR	P	2010-04-15	2013-07-09
400 SH TOWERS WATSON & CO CL A	P	2012-06-22	2013-07-09
65,000 MORGAN STANLEY SR NT 3 805 DTD 04/29/2011 DUE 04/29/2016	P	2012-03-05	2013-07-18
70,000 ELECTRONIC DATA SYS NEW CR SENS 6 00% DTD 06/30/2003 DUE 08/01/2013	P	2009-05-13	2013-08-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,400 SH GENERAL ELEC CO COM	P	1971-04-29	2013-08-15
459 983 SH TEXAS INSTRS INC	P	2009-07-01	2013-08-15
225 017 SH TEXAS INSTRS INC	P	2012-05-11	2013-08-15
1,413 31 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/16/2012 DYE 05/29/2024	P	2012-06-12	2013-08-29
1,875 SH TEVA PHARMACEUTICAL INDS LTD ADR	P	2011-09-29	2013-08-29
288 SH TEVA PHARMACEUTICAL INDS LTD ARD	P	2012-06-27	2013-08-29
20,000 TOSCO CORP NT 8 125% DTD 02/15/2000 DUE 02/15/2030	P	2006-04-04	2013-09-05
25,000 US TREASURY NOTE 1 6255 DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2013-09-11
5,000 US TREASURY NOTE 1 625% DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2013-09-27
70,000 DAYTON PWR & LT CO 1ST MTG BD 5 1255 DTD 04/01/2005 DUE 10/01/2013	P	2008-05-07	2013-10-01
1,170 SH BB & T CORP	P	2010-10-26	2013-10-04
1,070 SH J P MORGAN CHASE & CO	P	2008-01-11	2013-10-04
335 SH TOWERS WATSON & CO CL A	P	2012-06-22	2013-10-04
232 SH MCKESSON HBOC INC COM	P	2012-06-06	2013-10-22
828 SH FLOWSERVE CORP COM	P	2010-11-29	2013-10-24
1,316 25 SH METLIFE INC COM	P	2012-08-27	2013-11-01
122 75 SH METLIFE INC COM	P	2009-04-17	2013-11-01
23 941 SH AON PLC SHS CL A	P	2012-06-26	2013-11-01
465 059 SH AON PLC SHS CL A	P	2012-09-17	2013-11-01
1,421 39 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012 DUE 05/29/2024	P	2012-06-12	2013-11-29
5,000 MONTANA ST BRD HSG SINGLE FAMILY PROJ BDS A AMT 2 65% DTD 05/30/2013	P	2013-05-01	2013-12-01
5,000 MONTANA ST BRD HSG SINGLE FAMILY PROJ BDS A AMT 2 65% DTD 05/30/2013	P	2013-05-01	2013-12-01
562 SH BB & T CORP	P	2010-10-26	2013-12-06
167 SH INTERCONTINENTALEXCHANGE GROUP COM	P	2012-05-11	2013-12-06
717 SH MCKESSON HBOC INC COM	P	2012-06-06	2013-12-06
304 SH TOWERS WATSON & CO CL A	P	2012-06-22	2013-12-06
120,000 US TREASURY BOND 4 3755 DTD 11/15/2009 DUE 11/15/2039	P	2010-01-06	2013-12-20
15,000 US TREASURY BOND 4 3755 DTD 11/15/2009 DUE 11/15/2039	P	2012-01-24	2013-12-20
5,000 US TREASURY BOND 4 3755 DTD 11/15/2009 DUE 11/15/2039	P	2012-04-02	2013-12-20
15,000 US TREASURY BOND 4 3755 DTD 11/15/2009 DUE 11/15/2039	P	2012-09-14	2013-12-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
40,000 US TREASURY BOND 4 3755 DTD 11/15/2009 DUE 11/15/2039	P	2012-09-19	2013-12-20
700 SH MERCK & CO INC NEW COM	P	2012-10-31	2013-01-15
200 SH MERCK & CO INC NEW COM	P	2012-11-05	2013-01-15
100 SH MERCK & CO INC NEW COM	P	2012-11-09	2013-01-15
50 SH AFLAC INC COM	P	2007-09-26	2013-05-13
200 SH AT&T INC COM	P	2012-10-31	2013-05-13
50 SH ABBOTT LABS COM	P	2013-01-23	2013-05-13
50 SH APACHE CORP	P	2013-01-23	2013-05-13
20 SH APPLE COMPUTER INCORPORATED	P	2012-03-27	2013-05-13
25 SH CHEVRONTEXACO CORP	P	2012-12-12	2013-05-13
50 SH DANAHER CORP	P	2013-01-11	2013-05-13
100 SH DANAHER CORP	P	2012-12-12	2013-05-13
150 SH DANAHER CORP	P	2012-11-07	2013-05-13
25 SH ECOLAB INC	P	2012-11-05	2013-05-13
50 SH EXPRESS SCRIPTS HLDG CO COM	P	2012-11-05	2013-05-13
50 SH EXXON MOBIL CORP COM	P	2012-12-12	2013-05-13
200 SH FISERV INC	P	2012-11-05	2013-05-13
21 SH INTL BUSINESS MACHS CORP COM	P	2012-11-05	2013-05-13
29 SH INTL BUSINESS MACHS CORP COM	P	2012-12-12	2013-05-13
50 SH INTERNATIONAL PAPER COMPANY	P	2013-01-11	2013-05-13
50 SH KINDER MORGAN ENERGY PARTNERS LP	P	2013-01-23	2013-05-13
20 SH MASTERCARD INC CL A	P	2012-11-02	2013-05-13
100 SH MONDELEZ INTL INC CL A	P	2012-10-31	2013-05-13
156 456 SH ORACLE CORPORATION COM	P	2012-01-12	2013-05-13
243 544 SH ORACLE CORPORATION COM	P	2010-05-20	2013-05-13
50 SH PEPSICO INC COM	P	2012-11-07	2013-05-13
50 SH PEPSICO INC COM	P	2012-10-31	2013-05-13
75 SH PFIZER INC	P	2012-10-31	2013-05-13
100 SH PHILIP MORRIS INTL INC COM	P	2013-02-21	2013-05-13
24 855 SH PROCTER & GAMBLE CO COM	P	2007-07-06	2013-05-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
75 145 SH PROCTER & GAMBLE CO COM	P	2009-07-01	2013-05-13
004 SH QUALCOMM INC COM	P	2011-08-22	2013-05-13
62 SH QUALCOMM INC COM	P	2012-01-12	2013-05-13
4 996 SH QUALCOMM INC COM	P	2012-07-20	2013-05-13
33 SH QUALCOMM INC COM	P	2012-10-31	2013-05-13
100 SH QUALCOMM INC COM	P	2012-11-05	2013-05-13
50 SH SCHLUMBERGER LTD COM	P	2012-11-07	2013-05-13
100 SH STERICYCLE INC COM	P	2013-01-23	2013-05-13
100 SH STERICYCLE INC COM	P	2012-11-05	2013-05-13
100 SH WAL MART STORES INC	P	2012-10-31	2013-05-13
400 SH PHILIP MORRIS INTL INC COM	P	2010-06-24	2013-08-16
300 SH KINDER MORGAN ENERGY PARTNERS LP	P	2012-10-31	2013-10-11
150 SH KINDER MORGAN ENERGY PARTNERS LP	P	2012-11-05	2013-10-11
150 SH KINDER MORGAN ENERGY PARTNERS LP	P	2012-11-09	2013-10-11
650 SH ABBOTT LABS COM	P	2013-01-23	2013-10-16
350 SH ABBOTT LABS COM	P	2012-10-31	2013-10-16
150 SH ABBOTT LABS COM	P	2012-11-05	2013-10-16
100 SH ABBOTT LABS COM	P	2012-11-09	2013-10-16
100 SH ABBOTT LABS COM	P	2012-11-07	2013-10-16
500 SH ANADARKO PETE CORP COM	P	2013-10-11	2013-12-20
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			0
38,302		38,027	275
46,584		33,617	12,967
7,747		7,214	533
71,885		65,995	5,890
15,770		15,000	770
22,783		23,010	-227
10,931		10,865	66
77,313		40,987	36,326
43,845		22,389	21,456
145,687		145,687	0
75,566		38,562	37,004
54,812		65,593	-10,781
25,015		25,009	6
1,400		1,400	0
40,772		27,441	13,331
70,549		64,088	6,461
36,174		30,312	5,862
254,896		245,364	9,532
50,748		50,126	622
66,433		62,630	3,803
29,682		29,742	-60
185,181		184,827	354
190,186		189,844	342
40,039		39,997	42
75,073		75,012	61
125,122		125,044	78
24,800		25,947	-1,147
12,400		12,930	-530
6,200		6,449	-249

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,431		5,373	58
81,472		81,428	44
28,361		28,701	-340
28,361		28,763	-402
87,543		89,227	-1,684
24,945		24,973	-28
149,678		149,836	-158
1,407		1,407	0
62,498		64,103	-1,605
2,461		1,486	975
17,412		10,198	7,214
46,266		22,938	23,328
38,155		12,682	25,473
81,170		79,359	1,811
48,702		47,526	1,176
10,823		10,638	185
75,759		75,217	542
111,752		110,339	1,413
48,588		53,634	-5,046
45,000		45,000	0
18,529		19,828	-1,299
27,510		28,701	-1,191
6,203		3,916	2,287
34,501		22,982	11,519
39,738		1,640	38,098
25,873		19,307	6,566
35,612		26,929	8,683
33,391		23,587	9,804
67,800		63,425	4,375
70,000		76,491	-6,491

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33,529		1,371	32,158
17,761		9,995	7,766
8,689		6,942	1,747
1,414		1,414	0
72,066		69,295	2,771
11,069		11,307	-238
27,391		25,292	2,099
22,472		24,785	-2,313
4,628		4,957	-329
70,000		71,351	-1,351
39,072		26,290	12,782
55,898		44,833	11,065
38,171		19,754	18,417
32,904		20,480	12,424
52,892		29,143	23,749
62,477		45,461	17,016
5,826		3,415	2,411
1,886		1,093	793
36,644		24,727	11,917
1,421		1,421	0
5,000		5,000	0
5,000		5,000	0
19,631		12,628	7,003
36,397		20,817	15,580
116,614		63,294	53,320
36,913		17,926	18,987
132,394		114,488	17,906
16,549		18,655	-2,106
5,516		6,012	-496
16,549		19,020	-2,471

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
44,131		51,594	-7,463
30,346		31,959	-1,613
8,670		9,109	-439
4,335		4,403	-68
2,683		2,855	-172
7,422		6,913	509
1,821		1,643	178
4,146		4,117	29
9,108		12,280	-3,172
3,055		2,717	338
3,083		2,990	93
6,166		5,518	648
9,249		7,814	1,435
2,184		1,760	424
3,093		3,128	-35
4,494		4,496	-2
17,930		14,971	2,959
4,266		4,072	194
5,892		5,616	276
2,357		1,999	358
4,406		4,436	-30
11,153		9,470	1,683
3,079		2,652	427
5,299		4,224	1,075
8,249		5,557	2,692
4,160		3,462	698
4,160		3,460	700
2,177		1,876	301
9,439		9,340	99
1,959		1,528	431

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,923		3,921	2,002
			0
4,026		3,471	555
324		289	35
2,143		1,931	212
6,493		6,012	481
3,859		3,506	353
10,988		9,534	1,454
10,988		9,480	1,508
7,826		7,463	363
34,495		18,506	15,989
23,790		25,069	-1,279
11,895		12,471	-576
11,895		12,217	-322
23,045		21,357	1,688
12,409		10,982	1,427
5,318		4,683	635
3,545		3,110	435
3,545		3,103	442
39,489		47,619	-8,130
1,398			1,398

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			0
			275
			12,967
			533
			5,890
			770
			-227
			66
			36,326
			21,456
			0
			37,004
			-10,781
			6
			0
			13,331
			6,461
			5,862
			9,532
			622
			3,803
			-60
			354
			342
			42
			61
			78
			-1,147
			-530
			-249

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			58
			44
			-340
			-402
			-1,684
			-28
			-158
			0
			-1,605
			975
			7,214
			23,328
			25,473
			1,811
			1,176
			185
			542
			1,413
			-5,046
			0
			-1,299
			-1,191
			2,287
			11,519
			38,098
			6,566
			8,683
			9,804
			4,375
			-6,491

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			32,158
			7,766
			1,747
			0
			2,771
			-238
			2,099
			-2,313
			-329
			-1,351
			12,782
			11,065
			18,417
			12,424
			23,749
			17,016
			2,411
			793
			11,917
			0
			0
			0
			7,003
			15,580
			53,320
			18,987
			17,906
			-2,106
			-496
			-2,471

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-7,463
			-1,613
			-439
			-68
			-172
			509
			178
			29
			-3,172
			338
			93
			648
			1,435
			424
			-35
			-2
			2,959
			194
			276
			358
			-30
			1,683
			427
			1,075
			2,692
			698
			700
			301
			99
			431

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			2,002
			0
			555
			35
			212
			481
			353
			1,454
			1,508
			363
			15,989
			-1,279
			-576
			-322
			1,688
			1,427
			635
			435
			442
			-8,130
			1,398

Form 990PF Part VIII Line 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
NEELY KOUNTZE 209 SOUTH 19TH STREET SUITE 151 OMAHA, NE 68102	PRESIDENT/TRUSTEE 0 00	0	0	0
MARY L KOUNTZE PO BOX 513 BOCA GRANDE, FL 33921	VICE PRESIDENT/TRUSTEE 0 00	0	0	0
JOHN Q BACHMAN 10250 REGENCY CIRCLE SUITE 300 OMAHA, NE 68114	SECRETARY/TRUSTEE 0 00	0	0	0
JOHN W WEBSTER 8805 INDIAN HILLS DRIVE SUITE 375 OMAHA, NE 68114	TREASURER/TRUSTEE 0 00	0	0	0
JAMES E LANDEN 1120 SOUTH 101 STREET OMAHA, NE 68124	TRUSTEE 0 00	0	0	0
TOWER KOUNTZE 12262 CONWAY ROAD ST LOUIS, MO 63141	TRUSTEE 0 00	0	0	0
W RUSSELL BOWIE III 4174 CHICAGO STREET OMAHA, NE 68131	TRUSTEE 0 00	0	0	0
ELIZABETH MALLORY KOUNTZE 1492 JACKSON STREET SAN FRANCISCO, CA 94109	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 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*				
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE, NE 68005	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
BIG BROTHERSBIG SISTERS OF THE MIDLANDS 10831 OLD MILL ROAD SUITE 400 OMAHA, NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
BOY SCOUTS OF AMERICA 12401 WEST MAPLE ROAD OMAHA, NE 68164	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
BROWNELL-TALBOT SCHOOL 400 N HAPPY HOLLOW BLVD N OMAHA, NE 68132	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	85,100
CHILDREN'S RESPITE CARE CENTER 13336 INDUSTRIAL ROAD 101 OMAHA, NE 68137	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
COMPLETELY KIDS 2566 ST MARYS AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
DOUGLAS COUNTY HISTORICAL SOCIETY 5730 N 30TH STREET 11B OMAHA, NE 68111	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	15,000
DOUGLAS COUNTY SEPARATE JUVENILE COURT 1445 K STREET LINCOLN, NE 685098910	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	7,000
DURHAM MUSEUM 801 S 10TH STREET OMAHA, NE 68108	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
FOOD BANK FOR THE HEARTLAND 10525 J STREET OMAHA, NE 68127	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
GALLERY 1510 1510 LEAVENWORTH STREET OMAHA, NE 681023113	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
HABITAT FOR HUMANITY OF OMAHA INC 2204 AMES AVENUE OMAHA, NE 68110	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	15,000
HATTIE B MUNROE HOME 4420 DEWEY AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
HEARTLAND HOPE MISSION 5210 S 21ST STREET OMAHA, NE 681072728	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
Total . . . . ▶ **3a**				822,100

Form 990PF Part XV Line 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*				
HELP ADULT SERVICES 1941 S 42ND STREET SUITE 200 OMAHA,NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
JENNIE EDMUNDSON MEMORIAL HOSPITAL 933 EAST PIERCE STREET COUNCIL BLUFFS,IA 51503	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	6,500
JOSLYN ART MUSEUM 2200 DODGE STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
KEEP COUNCIL BLUFFS BEAUTIFUL 209 PEARL STREET COUNCIL BLUFFS,IA 51503	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,500
KEVIN O'CONNOR SCHOLARSHIP FUND INC C/O GREAT WESTERN BANK 9290 WEST DODGE ROAD OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
KIDS CAN COMMUNITY CENTER 4860 Q STREET OMAHA,NE 681172121	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	7,500
LAURITZEN GARDENS 100 BANCROFT STREET OMAHA,NE 68108	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	30,000
METHODIST HOSPITAL FOUNDATION 8401 WEST DODGE ROAD SUITE 225 OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
MID-AMERICA ARTS ALLIANCE 2679 FARNAM STREET SUITE 204 OMAHA,NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA,NE 68134	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	40,000
NEBRASKA KIDNEY FOUNDATION 11725 ARBOR STREET SUITE 230 OMAHA,NE 68144	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
NEBRASKA SHAKESPEARE FESTIVAL 2500 CALIFORNIA PLZ OMAHA,NE 681780133	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENTTO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	6,000
NOTRE DAME SISTERS 3501 STATE STREET OMAHA,NE 68112	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA CHILDREN'S MUSEUM 500 S 20TH STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA COMMUNITY PLAYHOUSE 6915 CASS STREET OMAHA,NE 681322696	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
Total . . . . ▶ 3a				822,100

Form 990PF Part XV Line 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*				
OMAHA PUBLIC LIBRARY FOUNDATION 215 SOUTH 15TH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA STREET SCHOOL 3223 N 45TH STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA SYMPHONY 1605 HOWARD STREET OMAHA, NE 681022797	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
ONEWORLD COMMUNITY HEALTH SERVICES 4920 SOUTH 30TH STREET 1ST FLOOR OMAHA, NE 68107	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	16,000
PRAIRIE LOFT PO BOX 1731 HASTINGS, NE 68902	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
RADIO TALKING BOOK SERVICES 7101 NEWPORT AVENUE 205 OMAHA, NE 68152	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	15,000
RESCUE MISSION DBA OPEN DOOR MISSION 2828 N 23RD STREET EAST OMAHA, NE 68110	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
SALVATION ARMY 3612 CUMING STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
SIENAFRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68101	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
THE NATURE CONSERVANCY 1025 LEAVENWORTH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
TRINITY CATHEDRAL 109 N 18TH STREET OMAHA, NE 68101	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
UNITED WAY OF THE MIDLANDS 1805 HARNEY STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	15,000
UNIVERSITY OF NEBRASKA FOUNDATION 2285 SOUTH 67TH STREET OMAHA, NE 68106	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	60,000
UNIVERSITY OF NEBRASKA LINCOLN 1400 R STREET LINCOLN, NE 68588	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
UNO SCHOLARSHIP - PLANETARIUM 6001 DODGE STREET OMAHA, NE 68182	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,500
Total . . . . ▶ **3a**				822,100

Form 990PF Part XV Line 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*				
UNO SCHOLARSHIP - SCIENCE 6001 DODGE STREET OMAHA,NE 68182	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
VISITING NURSES ASSOCIATION 1941 S 42ND STREET SUITE 200 OMAHA,NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,000
WEST CENTRAL COMMUNITY ACTION 1408A HWY 44 HARLAN,IA 51537	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
WHY ARTS INC 1030 S 111TH PLAZA OMAHA,NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
WILLA CATHER PIONEER MEMORIAL 413 NORTH WEBSTER RED CLOUD,NE 68970	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
WOMEN'S CENTER FOR ADVANCEMENT 222 S 29TH STREET OMAHA,NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
YOUTH EMERGENCY SERVICES INC 2679 FARNAM STREET SUITE 205 OMAHA,NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
Total . . . . ▶ **3a**				822,100

TY 2013 Accounting Fees Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,485	2,485		0

TY 2013 General Explanation Attachment

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Identifier	Return Reference	Explanation
	FORM 990-PF, PAGE 10, PART XV, LINE 2B	GRANT REQUEST PROCEDURES THE FOUNDATION ASKS EACH REQUESTING ORGANIZATION TO PRESENT ITS GRANT REQUEST IN THE FOLLOWING MANNER 1) A LETTER SUMMARY, ONE PAGE IN LENGTH ONLY, TO ACQUAINT TRUSTEES WITH BASICS OF THE REQUEST INCLUDING THE SPECIFIC AMOUNT REQUESTED REQUESTS GENERALLY SHOULD BE PAYOUT IN ONE YEAR 2) A LETTER, NO MORE THAN 5 PAGES IN LENGTH, CONTAINING THE ESSENTIAL INFORMATION, I E PROJECT CONTEMPLATED, COST, SOURCE OF FUNDS, TIMELINE FOR IMPLEMENTATION, SPECIFIC AMOUNT OF THE GRANT REQUEST, HOW PROJECT WOULD BE CONTINUED AFTER GRANT PAYOUT, 3) CURRENT ANNUAL OPERATING BUDGET, LATEST AUDITED FINANCIAL STATEMENTS, INCLUDING MANAGEMENT LETTER FROM AUDITOR, IF ANY4) IRS RULING LETTER UNDER 501(C)(3) OR 509(A) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED THIS LETTER MUST INDICATE (AND THE ORGANIZATION MUST BE WILLING TO SIGN A GRANT AGREEMENT DECLARING) THAT THE REQUESTING ORGANIZATION IS A) EXEMPT FROM FEDERAL INCOME TAXATION UNDER 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED AND B) NOT A PRIVATE FOUNDATION, AS DEFINED IN SECTION 509 OF SAID CODE 5) A STATEMENT OF THE THREE TOP MEASURABLE RESULTS YOU EXPECT TO ACCOMPLISH IF THIS GRANT IS APPROVED AND YOUR PROJECT GOES FORWARD AN ORIGINAL AND EIGHT (8) COPIES OF YOUR GRANT REQUEST PLEASE INCLUDE ONLY ONE COPY OF ITEMS (2)-(5) PACKAGE SHOULD BE ADDRESSED TO MR NEELY KOUNTZE, PRESIDENT AT THE ADDRESS BELOW WE DO NOT ACCEPT FAX REQUESTS WE DO REQUIRE THAT YOU PROVIDE A CONTACT NAME WITH AN E-MAIL ADDRESS YOU WILL RECEIVE ACKNOWLEDGEMENT OF YOUR REQUEST REQUESTS FOR GRANTS ARE CONSIDERED BY THE FULL BOARD OF TRUSTEES AT THEIR ANNUAL MEETING GRANTS AWARD MEETING HELD BY LATE MAY OF EACH YEAR ORGANIZATIONS ARE NOTIFIED IN WRITING OF THE BOARD'S DECISION REGARDING THEIR REQUEST, BY EARLY JUNE FOLLOWING THE MAY MEETING GRANTS APPROVED MAY BE PAID IN ONE PAYMENT OR IN PAYMENTS OVER SEVERAL YEARS AS CASH BECOMES AVAILABLE ACCEPTED GRANT AGREEMENTS INCLUDE THE OBLIGATION OF FUTURE REPORTING ON THE USE OF THE FUNDS GRANTED AND THE GRANT AGREEMENT IS EXPECTED TO BE EXECUTED AND RETURNED TIMELY TO THE HITCHCOCK FOUNDATION PREFERENCE FOR CERTAIN PROGRAMS IS NOT A JUDGEMENT ON THE MERITS OF THOSE THAT ARE NOT SUPPORTED RATHER, IT IS A REFLECTION OF THE FOUNDATION'S BELIEF THAT ADHERENCE TO ITS PROGRAMS, WHICH ARE CAREFULLY STRUCTURED AND REGULARLY REVIEWED, LEADS TO EFFECTIVE USE OF ITS RESOURCES ALL GRANT REQUESTS MUST BE RECEIVED BY THE FOUNDATION BY NOVEMBER 30 GILBERT M AND MARTHA H HITCHCOCK FOUNDATION P O BOX 31219OMAHA, NE 68131-0219402-345-0043

TY 2013 Investments Corporate Bonds Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION
EIN: 47-6025723

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHUBB CORP 6.800% 11/15/31	64,106	72,698
TOSCO CORP 8.125% 02/15/30	56,907	62,690
AMERICAN EXPRESS CO 6.800% 09/01/66	69,064	69,258
CATERPILLAR INC 7.900% 12/15/18	55,901	68,933
KIMBERLY CLARK CORP 6.125% 08/01/17	58,554	69,208
ACE INA HOLDINGS 5.900% 6/15/19	49,494	58,372
BANK NEW YORK 4.950% 3/15/15	37,432	36,755
PNC FUNDING CORP .06875% 1/31/14	77,695	85,010
STATE STR BK & TR .082938% 12/08/15	77,137	84,829
MEDTRONIC INC 3.000% 3/15/15	59,995	61,907
UBS PFD FDG TR V 6.243% 5/29/49	46,707	47,981
US BANCORP 7.189% PFD	87,299	65,448
CA INC SR NT 5.625% DTD 11/18/04 DUE 12/01/14	50,105	47,072
DOW CHEM CO NT 4.25% DUE 11/15/20	53,385	58,583
OCCIDENTAL PETE CORP SR NT 1.75% DUE 02/15/17	64,446	65,224
PACIFICORP 6.25% DUE 10/15/37	61,149	65,575
UNION PAC CORP NT 5.70% DUE 08/15/18	57,988	57,556
UNITED TECHNOLOGIES CORP NT 6.125% DUE 07/15/38	67,246	65,574
WAL MART STORES INC NT 5.625% DUE 04/15/41	67,961	62,451
WHIRLPOOL CORP MEDIUM TERM NTS 4.85% DUE 06/15/21	45,050	47,277
BB&T CORPORATION 2.15% DUE 03/22/2017	61,783	60,663
BANK AMER FDG CORP 5.65% DUE 05/01/2018	64,354	68,296
CITGROUP INC NT 4.45% DUE 01/10/2017	72,664	75,866
DIRECTV HLDGS LLC SR NT 3.80% DUE 03/15/2022	56,067	52,835
GOLDMAN SACHS CAP I GTD 6.345% DUE 02/15/2034	62,649	60,540
HARTFORD FINL SVCS GROUP SR NT 4.00% DUE 10/15/2017	50,518	53,181
HELIOS LEASING I LLC SECD NT 2.018% DUE 05/29/2024	66,577	64,585
INTEL CORP SR NT 2.70% DUE 12/15/2022	54,765	50,700
INTERNATIONAL BUSINESS MACHINES SR NT 5.60% DUE 11/30/2039	67,125	55,934
METROPOLITAN LIFE 1.70% 6/29/2015	60,147	60,902
MOTOROLA SOLUTIONS SR NT 3.75% DUE 05/15/2022	51,343	48,405
PEPSICO INC SR NT 4.875% DUE 11/01/2040	66,399	54,997
PFIZER INC SR NT 6.20% DYE 03/15/2019	31,580	29,636
PRICOA GLBL FDG I VAR RATE DUE 06/24/2016	63,852	64,386
WELLS FARGO & CO PFD FLTG RATE DUE 02/28/2049	57,875	55,750
AMER HONDA FIN CORP MTN 1.60% DTD 02/19/2013	60,777	59,087
AMERICAN TOWER TR I SECD 3.07% DTD 03/15/2013	61,574	56,133
CARGILL INC SR NT 3.25% DTD 11/08/2011	31,334	29,174
GENERAL ELEC CAP CORP MEDIUM TERM NTS DTD 11/15/2007	68,819	70,525
GENWORTH FIN INC SR NT 7.625% DTD 03/25/2011	48,200	47,600
JP MORGAN CHASE BANK NA SUB NT 6.00% DTD 09/24/2007	59,043	57,206
MORGAN STANLEY SR NT F 4.75% DTD 03/22/2012	59,257	60,023
MOSAIC CO NEW SR NT 3.75% DTD 10/24/2011	54,112	53,839
VERIZON COMMUNICATIONS INC NT 5.15% DTD 09/18/2013	24,919	26,842

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TY 2013 Investments Corporate Stock Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO - 1,725 SH	6,299	241,931
CHEVRON CORP - 2,025 SH	101,913	252,943
COCA-COLA CO - 6,150 SH	4,076	254,057
EXXON MOBIL CORP - 2,813 SH	29,668	284,676
GENERAL ELECTRIC CO - 3,672 SH	3,595	102,926
INTERNATIONAL BUSINESS MACHINES CORP - 536 SH	1,665	100,538
BB&T CORP - 2,075 SH	57,030	77,439
AIR PRODUCTS & CHEMICALS INC - 1,104 SH	66,707	123,405
JP MORGAN CHASE & CO - 2,737 SH	103,317	160,060
MEDTRONIC INC - 3,938 SH	144,687	226,002
MICROSOFT CORP - 3,242 SH	81,893	121,283
CISCO SYSTEMS INC - 5,381 SH	107,335	120,696
SOUTHERN CO - 2,173 SH	72,457	89,332
TEXAS INSTRUMENTS INC - 2,709 SH	58,862	118,952
AFLAC INC - 2,117 SHARES	120,133	141,416
COMCAST CORP CL A - 2,953 SHARES	59,680	153,453
PROCTER & GAMBLE CO - 2,456 SHARES	137,737	199,943
AVNET INC - 2,678 SHARES	63,757	118,127
JACOBS ENGINEERING GROUP INC - 2,509 SHARES	107,038	158,042
METLIFE INC - 1,996 SHARES	55,529	107,624
MOHAWK INDUSTRIES INC - 620 SHARES	22,148	92,318
ALLEGHENY TECHNOLOGIES INC - 3,056 SHARES	130,478	108,885
BLACKROCK INC - 276 SHARES	45,893	87,346
FLOWSERVE CORP - 1,592 SHARES	56,033	125,497
ORACLE CORP - 5,269 SHARES	124,134	201,592
PHILIP MORRIS INTERNATIONAL - 1,425 SHARES	65,929	124,160
NOVARTIS AG ADR - 2,631 SHARES	133,132	211,480
SCHLUMBERGER LTD - 1,497 SHARES	97,399	134,895
CITIGROUP INC COM - 2,381 SHARES	82,922	124,074
E M C CORP MASS COM - 6,026 SHARES	131,296	151,554

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEL CORP COM - 4,560 SHARES	100,361	118,355
KOHLS CORP COM - 1,894 SHARES	102,278	107,485
LEAR CORP COM NEW - 2,081 SHARES	99,966	168,499
NIKE INC CL B - 2,130 SHARES	89,318	167,503
QUALCOMM INC COM - 2,003 SHARES	98,959	148,723
TRAVELERS COS INC COM - 1,185 SHARES	61,203	107,290
US BANCORP DEL COM NEW - 3,199 SHARES	65,666	129,240
AON PLC SHS CL A - 1,495 SHARES	68,259	125,416
ENSCO PLC SHS CLASS A - 2,494 SHARES	122,533	142,607
APPLE INC - 432 SHARES	236,418	242,361
DENTSPLY INTL INC NEW - 3,951 SHARES	156,489	191,544
GENERAL MILLS INC - 2,970 SHARES	114,600	148,233
INTERCONTINENTALEXCHANGE INC - 335 SHARES	41,758	75,348
OMNICOM GROUP INC - 2,505 SHARES	124,818	186,297
TOWERS WATSON & CO CL A - 776 SHARES	43,846	99,025
VARIAN MED SYS INC - 2,147 SHARES	128,433	166,800
AFLAC INC - 750 SHARES	41,963	50,100
AT&T INC - 800 SHARES	27,476	28,128
AMERICAN EXPRESS - 800 SHARES	44,840	72,584
APPLE INC - 80 SHARES	46,767	44,882
AUTOMATIC DATA PROCESSING INC - 900 SHARES	51,815	72,719
BERKSHIRE HATHAWAY INC DEL - 500 SHARES	43,011	59,280
BLACKROCK INC - 225 SHARES	39,763	71,206
BOEING CO - 600 SHARES	43,655	81,894
CHEVRON CORP - 475 SHARES	16,924	59,332
COMCAST CORP - 1,500 SHARES	53,097	77,948
DANAHER CORP - 450 SHARES	23,377	34,740
DISNEY WALT CO - 1,000 SHARES	51,220	76,400
ECOLAB INC - 475 SHARES	32,980	49,528
EXPRESS SCRIPTS HLDG CO - 750 SHARES	46,134	52,680

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP - 550 SHARES	2,065	55,660
FISERV INC - 1,000 SHARES	37,385	59,050
GOOGLE INC CL A - 100 SHARES	68,204	112,071
HOME DEPOT INC - 900 SHARES	57,252	74,106
HONEYWELL INTERNATIONAL INC - 675 SHARES	42,202	61,675
INTERNATIONAL BUSINESS MACHINES CORP - 250 SHARES	14,156	46,893
INTERNATIONAL PAPER CO - 1,050 SHARES	37,465	51,482
JP MORGAN CHASE & CO - 1,000 SHARES	40,226	58,480
JOHNSON & JOHNSON - 600 SHARES	42,435	54,954
KIMBERLY CLARK CORP - 500 SHARES	41,874	52,230
MASTERCARD INC CL A - 80 SHARES	37,710	66,837
MCDONALDS CORP - 700 SHARES	63,336	67,921
MICROSOFT CORP - 1,700 SHARES	42,942	63,597
MONDELEZ INTL INC CL A - 1,300 SHARES	34,303	45,890
ORACLE CORP - 1,200 SHARES	27,379	45,912
PEPSICO INC - 400 SHARES	27,653	33,176
PFIZER INC - 1,625 SHARES	40,465	49,774
PROCTER & GAMBLE CO - 400 SHARES	20,872	32,564
QUALCOMM INC COM - 600 SHARES	29,193	44,550
SCHLUMBERGER LTD - 650 SHARES	41,801	58,572
STERICYCLE INC - 300 SHARES	28,290	34,851
STRYKER CORP - 800 SHARES	41,989	60,112
UNION PAC CORP - 350 SHARES	43,567	58,800
UNITED TECHNOLOGIES CORP - 525 SHARES	41,585	59,745
VERIZON COMMUNICATIONS INC - 800 SHARES	35,444	39,312
WAL MART STORES INC - 400 SHARES	29,502	31,476
WALGREEN CO - 1,150 SHARES	40,300	66,056
WELLS FARGO & CO NEW - 1,300 SHARES	43,484	59,020
AGILENT TECHNOLOGIES INC COM - 1,710 SHARES	88,168	97,795
CAREFUSION CORP COM - 2,719 SHARES	108,044	108,271

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIRECTV COM - 1,910 SHARES	116,791	131,905
M & T BK CORP COM - 785 SHARES	87,976	91,390
MARKEL CORP COM - 203 SHARES	108,092	117,811
UNITED TECHNOLOGIES CORP - 1,195 SHARES	117,636	135,991
ABBVIE INC COM	44,364	63,372
APACHE CORP - 650 SHARES	52,716	55,861
GILEAD SCIENCES INC COM - 700 SHARES	45,218	52,570
GOLDMAN SACHS GROUP INC - 400 SHARES	48,555	70,904
NIKE INC CL B - 1,000 SHARES	65,171	78,640
XCEL ENERGY INC COM - 4,502 SHARES	130,112	125,786

TY 2013 Investments Government Obligations Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

US Government Securities - End of Year Book Value:	2,518,503
US Government Securities - End of Year Fair Market Value:	2,457,982
State & Local Government Securities - End of Year Book Value:	655,160
State & Local Government Securities - End of Year Fair Market Value:	662,641

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TY 2013 Other Expenses Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSE	4,516	4,516		0
POSTAGE	500	500		0
MEMBERSHIPS	725	725		0
INSURANCE	1,599	1,599		0

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TY 2013 Other Professional Fees Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK AND MANAGEMENT FEES	60,773	60,773		0

TY 2013 Taxes Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,042	3,042		0
FEDERAL INCOME TAXES	7,000	7,000		0