

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all bold items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document)		<b>2</b> c/o Name (if applicable)	
Mutual of Omaha Foundation		Christine D. Johnson	
<b>3</b> Mailing address (Number and street) (see instructions)		<b>Room/Suite</b>	<b>4</b> Employer Identification Number (EIN)
Mutual of Omaha Plaza			20-2176636
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01-12)	
Omaha, Nebraska 68175		12	
<b>6</b> Primary contact (officer, director, trustee, or authorized representative)		<b>b</b> Phone: 402-492-9200	
a Name:		<b>c</b> Fax: (optional) 402-492-9222	
R. Thomas Workman			
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
		See attached statement	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>9 a</b> Organization's website: None			
<b>b</b> Organization's email: (optional) MutualofOmaha.Foundation@MutualofOmaha.com			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		12 / 29 / 04	
<b>12</b> Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  Yes  No Copies attached \_\_\_\_\_
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  Yes  No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  Yes  No
- 4 a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  Yes  No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  Yes  No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  Yes  No Copies attached \_\_\_\_\_

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph):   
Article III
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Article IV (c)
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See attached statement.			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None. Not applicable.			

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None. Not applicable.			

The following "Yes" or "No" questions relate to past, present, or planned relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2 a** Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No *See attached statement.*
- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No
- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

- 3 a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. *See attached statement.*
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No *See attached statement.*

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No
- b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c. **See attached statement for 4 a-f.**

- 5a Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. **See attached statement.**  Yes  No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No
- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at **arm's length**.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. See statement.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. See statement.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in political campaigns in any way? If "Yes," explain.  Yes  No
- 2a Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

4a Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  Yes  No

- mail solicitations
- email solicitations
- personal solicitations
- vehicle, boat, plane, or similar donations
- foundation grant solicitations

- phone solicitations
- accept donations on your website
- receive donations from another organization's website
- government grant solicitations
- Other

Attach a description of each fundraising program. See attached statement.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  Yes  No

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  Yes  No

d List all states and local jurisdictions for which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. See attached statement.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes," if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  Yes  No

5 Are you affiliated with a governmental unit? If "Yes," explain.  Yes  No

6a Do you or will you engage in economic development? If "Yes," describe your program.  Yes  No  
b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  Yes  No

b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  Yes  No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  Yes  No

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  Yes  No

b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  Yes  No

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  Yes  No

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  Yes  No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  Yes  No  
See attached statement.

**Part VIII Your Specific Activities (Continued)**

**11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; work of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No  
 See attached statement.

**12a** Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No  
 See attached statement.  
**b** Name the foreign countries and regions within the countries in which you operate.  
**c** Describe your operations in each country and region in which you operate.  
**d** Describe how your operations in each country and region further your exempt purposes.

**13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No  
**b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.  
**c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No  
**d** Identify each recipient organization and any relationship between you and the recipient organization.  
**e** Describe the records you keep with respect to the grants, loans, or other distributions you make.  
**f** Describe your selection process, including whether you do any of the following:  
 (i) Do you require an application form? If "Yes," attach a copy of the form.  Yes  No  
 (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No  
**g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources. See attached statements.

**14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No  
**b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.  
**c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Not applicable.**  Yes  No  
**d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No  
**e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No  
**f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No  
 See attached statements.

**Part VIII Your Specific Activities (Continued)**

- 15 Do you have a close connection with any organizations? If "Yes," explain. See attached statement.  Yes  No
- 16 Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain  Yes  No
- 17 Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain.  Yes  No
- 18 Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain.  Yes  No
- 19 Do you or will you operate a school? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide hospital or medical care? If "Yes," complete Schedule C.  Yes  No
- 21 Do you or will you provide low-income housing or housing for the elderly or handicapped? If "Yes," complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, education loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H  Yes  No

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.



**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		Current tax year	(a) From 10105 To 123105	(b) From 10106 To 123106	(c) From 10107 To 123107	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)					
	2 Membership fees received					
	3 Gross investment income			150,000	150,000	300,000
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services of facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	8 Total of lines 1 through 7			150,000	150,000	300,000
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	10 Total of lines 8 and 9			150,000	150,000	300,000
Expenses	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12 Unusual grants	4,250,000	1,500,000	2,000,000		7,750,000
	13 Total Revenue Add lines 10 through 12	4,250,000	1,650,000	2,150,000		8,050,000
	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	1,323,000	1,500,000	1,795,000		
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages					
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees	5,000				
	23 Any expense not otherwise classified, such as program services (attach itemized list)					
	24 Total Expenses Add lines 14 through 23	1,328,000	1,500,000	1,795,000		

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: 2005 (Est)

(Whole dollars)

3,042,000

Table with columns for line numbers (1-18), descriptions of assets and liabilities, and dollar amounts. Total Assets and Fund Balances or Net Assets are both 3,042,000.

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain: [ ] Yes [x] No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. (See instructions.)

1 a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. [x] Yes [ ] No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Statement attached. Go to line 2.

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. [ ] Yes [x] No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. [ ] Yes [x] No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? [ ] Yes [x] No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

- a 509(a)(1) and 170(b)(1)(A)(i) - a church or a convention or association of churches. Complete and attach Schedule A.
b 509(a)(1) and 170(b)(1)(A)(ii) - a school. Complete and attach Schedule B.
c 509(a)(1) and 170(b)(1)(A)(iii) - a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
d 509(a)(3) - an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status (Continued)**

- e 509(a)(4) - an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv) - an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi) - an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2) - an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

- 6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization:

\_\_\_\_\_  
(Signature of Officer, Director, Trustee, or other authorized official)

\_\_\_\_\_  
(Type or print name of signer)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Type or print title or authority of signer)

For Director, Exempt Organizations

By \_\_\_\_\_ Date \_\_\_\_\_

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6(b)(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A, Statement of Revenues and Expenses. \_\_\_\_\_
  - (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
  - (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box.
  - (b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A, Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

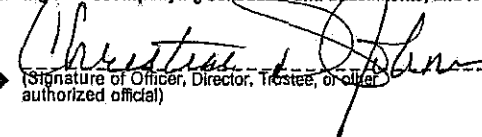
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$500. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$150. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change - see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change - see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$500 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

  
(Signature of Officer, Director, Trustee, or other authorized official)

Christine D. Johnson  
(Type or print name of signer)

5/9/05  
(Date)

President  
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application. Form 1023 (Rev. 10-2004)

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*Statement for Part I, Question 7 :*

Authorized Representative: R. Thomas Workman  
McGill, Gotsdiner, Workman & Lepp, P.C., L.L.O.  
First National Plaza, Suite 500  
11404 West Dodge Road  
Omaha, Nebraska 68154-2584  
402-492-9200 (phone)  
402-492-9222 (fax)

Form 2848 authorizing R. Thomas Workman is attached.

*Statement for Part IV :*

Mutual of Omaha Foundation (sometimes referred to herein as the "Foundation") was formed on December 29, 2004. At the present time, the Foundation has not yet commenced its operational activities other than to complete its corporate formation, including the appointment of its directors and officers, approving organizational documents and opening of a bank account. It is contemplated that the Foundation will receive initial funding in 2005. Although the Foundation expects to start receiving requests for grants immediately, it does not intend to make any grants until sometime around July, 2005.

The Foundation currently intends that its sole activity will be to make grants to other organizations which are exempt from taxation under Section 501 (c) (3) in order to carry out the philanthropic objectives of Mutual of Omaha Insurance Company. Although there are no current plans to do so, the Foundation may also use its funds to engage directly in other 501 (c)(3) exempt activities. The Foundation intends to focus its philanthropy in four main areas:

- Supporting education through contributions to accredited secondary schools, colleges and universities.
- Bettering local communities by making contributions to organizations that seek to improve and revitalize the community and promote the well-being of its citizens.

Priority will be given to grants that address the challenges facing children, families, minority groups and the disadvantaged, as well as conservation and environmental issues.

- Supporting health and wellness by contributing to organizations and programs that enhance the quality of life through wellness, prevention and health education activities, as well as by expanding access to quality health care.
- Supporting the arts and culture through contributions to established organizations that broaden the cultural experience of the community through their displays, performances, exhibits and youth education programs.

Making grants to other Section 501 (c) (3) organizations for the purposes described above directly furthers the exempt purposes of Mutual of Omaha Foundation. Article III of the Articles of Incorporation of Mutual of Omaha Foundation states in part that its purposes include the distribution of funds "for religious, charitable, scientific, literary or educational purposes, [including] the making of distributions to organizations that qualify as exempt organizations under section 501 (c) of the Internal Revenue Code of 1986, or the corresponding sections of any future federal tax code". By making distributions to other Section 501 (c) organizations, Mutual of Omaha Foundation will be carrying out its exempt purposes, including the providing of relief to the poor and underprivileged, lessening the burdens of government, promoting the social welfare and assisting in the support of education. Mutual of Omaha Foundation is of the opinion that by utilizing and supporting other existing 501 (c) organizations, it can maximize the beneficial effects of its philanthropic efforts by avoiding duplication of efforts and thereby minimizing its expenses.

The activities of the Foundation will be conducted by its officers and board of directors and possibly other volunteers. The Foundation's activities will be conducted primarily from its principal office which is located in Omaha, Nebraska. It is currently intended that the majority of the projects to be supported or undertaken by the Foundation will be in the general vicinity of eastern Nebraska and western Iowa, although some projects may be supported or undertaken in other locations in the United States where Mutual of Omaha Insurance Company has major business locations.

100% of the Foundation's time will be devoted to carrying out its exempt purposes.

All of the Foundation's activities will be funded from the assets which are contributed to it. It is currently intended that all of the Foundation's funds will be contributed to it by Mutual of Omaha Insurance Company and that the Foundation will not undertake fundraising from any other sources.

The Foundation does not operate under any other names, and the Foundation does not intend to operate under any other names in the future.

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Statement for Part V, Question 1a :

Name	Title	Mailing Address	Compensation Amount
Christine D. Johnson	President, Director	Mutual of Omaha Plaza Omaha, Nebraska 68175	None
Richard A. Witt	Vice-President, Director	Mutual of Omaha Plaza Omaha, Nebraska 68175	None
Susan S. Lebens	Secretary, Director	Mutual of Omaha Plaza Omaha, Nebraska 68175	None
Michael J. Jareske	Treasurer, Director	Mutual of Omaha Plaza Omaha, Nebraska 68175	None
Michael C. Weekly	Director	Mutual of Omaha Plaza Omaha, Nebraska 68175	None
Daniel P. Martin	Director	Mutual of Omaha Plaza Omaha, Nebraska 68175	None

Statement for Part V, Question 2a :

Each of the directors and officers of the Foundation is related through a business relationship only in the sense that each of them is an employee of Mutual of Omaha Insurance Company.

*Statement for Part V, Question 3a :*

Name	Qualifications	Average Hours Worked	Duties
Christine D. Johnson	Is First Vice President for Community Affairs for Mutual of Omaha Insurance Company and has worked for Mutual of Omaha Insurance Company for 4 years	120 hours per month	As President, responsible for the general supervision and control of the day to day business and affairs of the Foundation ; as a Director, responsible for the overall policies and management of the Foundation.
Richard A. Witt	Is Executive Vice-President/Chief Investment Officer for Mutual of Omaha Insurance Company and has worked for Mutual of Omaha Insurance Company for 30 years	2 hours per month	As Vice-President, shall perform the duties of the President in the absence of the President; as a Director, responsible for the overall policies and management of the Foundation.
Susan S. Lebens	Is Senior Vice-President / Associate General Counsel for Mutual of Omaha Insurance Company and has worked for Mutual of Omaha Insurance Company for 27 years	2 hours per month	All duties incident to the office of the Secretary, including the keeping of the minutes of the proceedings of the Board of Directors and the officers; as a Director, responsible for the overall policies and management of the Foundation.
Michael J. Jareske	Is Senior Vice-President / Individual Finance for Mutual of Omaha Insurance Company and has worked for Mutual of Omaha Insurance Company for 23 years	2 hours per month	All duties incident to the office of the Treasurer, including the keeping of the financial books and records of the Foundation; as a Director, responsible for the overall policies and management of the Foundation.



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Name	Qualifications	Average Hours Worked	Duties
Michael C. Weekly	Is Executive Vice-President / Individual Financial Services for Mutual of Omaha Insurance Company and has worked for Mutual of Omaha Insurance Company for 7 years	2 hours per month	As a Director, responsible for the overall policies and management of the Foundation.
Daniel P. Martin	Is Executive Vice-President / Group Benefit Services for Mutual of Omaha Insurance Company and has worked for Mutual of Omaha Insurance Company for 6 years	2 hours per month	As a Director, responsible for the overall policies and management of the Foundation.

**Statement for Part V, Question 3b :**

Mutual of Omaha Insurance Company controls the Foundation by virtue of the fact that the Chief Executive Officer ("CEO") of Mutual of Omaha Insurance Company appoints all of the directors of the Foundation (see Article III, Section 3 of the Bylaws of the Foundation). All of the directors and officers of the Foundation identified above in the **Statement for Part V, Question 1a** are full-time employees of Mutual of Omaha Insurance Company. Each of those directors and officers receive compensation from Mutual of Omaha Insurance Company in their capacities as employees of Mutual of Omaha Insurance Company. The directors and officers of the Foundation receive no compensation whatsoever from the Foundation or from any other person or entity for serving as officers or directors of the Foundation. The Foundation has no employees or independent contractors.

**Statement for Part V, Question 4 :**

This question is currently not applicable for the reason that the officers and directors of the Foundation will receive no compensation from the Foundation. Furthermore, the Foundation has no employees or independent contractors. However, in the event that the officers, directors, employees or independent contractors of the Foundation are to receive any compensation in the future, the Foundation will follow the practices specified in this Question 4.

**Statement for Part V, Question 5 :**

The Foundation has adopted a Code of Conduct which contains a conflict of interest policy. A copy of the Foundation's conflict of interest policy is attached hereto as Exhibit A. The Foundation's conflict of interest policy was adopted by resolution of its board of directors.

**Statement for Part VI, Question 1a :**

Please refer to the Statement for Part IV above which indicates that the Foundation's current intention is that its sole activity will be to make grants to other organizations which are exempt from taxation under Section 501 (c) (3) in order to carry out its philanthropic objectives. At the present time, the Foundation does not intend to provide goods, services or funds directly to individuals and therefore it does not have such a program. However, it is possible that in the future goods, services or funds may be provided directly to needy individuals, as this would be allowed by the Foundation's corporate purposes. If a determination is made in the future to provide goods, services or funds directly to individuals, a program to accomplish such objectives would be created at that time.

**Statement for Part VI, Question 1b :**

Again, please refer to the Statement for Part IV above which indicates that the Foundation's sole activity will be to make grants to other organizations which are exempt from taxation under Section 501 (c) (3) in order to carry out its philanthropic objectives. In general, an organization seeking a grant from the Foundation will be required to submit a typewritten application to the Foundation, which application may include the following information:

- Name, address, phone number and contact person of the organization.
- Brief history of the organization.
- Description of the organization's program activities and goals.
- Names of the organization's board of directors.
- A copy of the IRS determination letter certifying the organization's tax-exempt status.
- A copy of the organization's most recent independent audit.
- A current financial statement.
- Cost of the proposed project and the amount being sought from the Foundation.
- The budget for the proposed project.
- The desired timing of the donation from the Foundation.
- A list of other sources of support and the amounts and types of their donations.
- An explanation of whether this is an ongoing activity or a one-time project.

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- The inclusion of any other groups with which the project is being coordinated.
- The measurement method by which the success or failure of the project will be gauged.

All requests will be considered, and a determination made, by the board of directors or a committee of the board of directors of the Foundation. All requests must be received by the Foundation in advance of the periodic meetings of the board of directors or the applicable committee of the board of directors.

*Statement for Part VIII, Question 4a :*

The Foundation currently does not plan to undertake any fundraising. It is currently contemplated that all of the Foundation's funds will be provided by, and solely at the discretion of, Mutual of Omaha Insurance Company.

*Statement for Part VIII, Question 4d :*

This question is not applicable for the reason that the Foundation currently does not plan to undertake any fundraising. It is currently contemplated that all of the Foundation's funds will be provided by Mutual of Omaha Insurance Company. The principal office of Mutual of Omaha Insurance Company is located in Omaha, Nebraska.

*Statement for Part VIII, Question 10 :*

The Foundation has the right to use the Service Mark owned by Mutual of Omaha Insurance Company and registered with the U.S. Patent and Trademark Office as Reg. No. 1,288,197. A copy of the Service Mark is attached hereto as Exhibit B. The Foundation has the right to use the Service Mark without charge. The Foundation intends to use the Service Mark on its stationery and other promotional materials. The Foundation does not intend to commercially exploit the Service Mark. At the present time, the Foundation has not yet used the Service Mark.

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**Statement for Part VIII, Question 11 :**

The Foundation expects to receive only cash or cash equivalent assets as contributions. However, the Foundation would consider accepting other types of assets if there were no conditions imposed upon such contribution which would be inconsistent with or not in furtherance of the Foundation's organizational documents.

**Statement for Part VIII, Questions 12 a -d :**

The Foundation has no current operations in a foreign country, and it does not intend to operate in a foreign country in the future.

**Statement for Part VIII, Question 13a :**

Please refer to the **Statement for Part IV** above which indicates that the Foundation intends to carry out its exempt purposes mainly by making contributions to other organizations which are exempt from taxation under Section 501 (c) (3).

**Statement for Part VIII, Question 13b:**

Making grants, loans or other distributions to other Section 501 (c) (3) organizations directly furthers the exempt purposes of the Foundation. Article III of the Articles of Incorporation of the Foundation states in part that its purposes include the distribution of funds "for religious, charitable, scientific, literary or educational purposes, [including] the making of distributions to organizations that qualify as exempt organizations under section 501 (c) of the Internal Revenue Code of 1986, or the corresponding sections of any future federal tax code". By making distributions to other Section 501 (c) organizations, the Foundation will be carrying out its exempt purposes, including the providing of relief to the poor and underprivileged, lessening the burdens of government, promoting the social welfare and assisting in the support of education. The Foundation is of the opinion that by utilizing and supporting other existing 501 (c) organizations, it can maximize the beneficial effects of its philanthropic efforts by avoiding duplication of efforts and thereby minimizing its expenses.

**Statement for Part VIII, Question 13c:**

The Foundation currently has no assets, and consequently it has not yet made any grants, loans or other distributions. Accordingly, the Foundation has no contracts with any organization. The

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Foundation does not intend to have a formal contract with the organizations to whom it may make a grant, loan or other distribution. However, the Foundation will require all recipient organizations to submit detailed information which is described in the Statement for Part VI, Question 1b, above.

**Statement for Part VIII, Question 13d:**

The Foundation currently has no assets, and consequently it has not yet made any grants, loans or other distributions. Accordingly, there are no recipient organizations at the present time.

**Statement for Part VIII, Question 13e:**

The Foundation will require all recipient organizations to submit detailed information which is described in the Statement for Part VI, Question 1b, above. The Foundation will retain this information for whatever period of time is required by law from time to time.

**Statement for Part VIII, Question 13f:**

The Foundation's selection process is described above in the Statement for Part VI, Question 1b.

Although the Foundation does require a written application, the Foundation does not have a required form for the application. As indicated above in the Statement for Part VI, Question 1b, the Foundation does specify what information the application should contain.

The Foundation does require a grant proposal which specifies the respective responsibilities of the Foundation and the recipient; obligates the recipient to use the grant funds only for the purposes for which the grant was made; provides for periodic written reports concerning the use of the grant funds; requires a final written report and an accounting of how grant funds were used; and acknowledges the authority of Mutual of Omaha Foundation to withhold and/or recover grant funds in case such funds are, or appear to be, misused.

**Statement for Part VIII, Question 13g:**

The Foundation assures that its resources will be used for its exempt purposes by requiring the recipients of its grants, loans and other distributions to provide the Foundation with periodic and final reports on the use of the funds provided.

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**Statement for Part VIII, Question 14a :**

The Foundation's general policy is that it will not support programs or organizations outside of the United States and its territories. However, an exception may be made to provide funds to programs or organizations in foreign locations where Mutual of Omaha Insurance Company may have significant business locations. At the present time, Mutual of Omaha Insurance Company does not have any foreign business locations. At no time to the present has the Foundation provided funds to any foreign program or organization.

**Statement for Part VIII, Question 14 b :**

The Foundation currently has no assets, and consequently it has not yet made any grants, loans or other distributions. Accordingly, there are no recipient organizations, domestic or foreign, at the present time. Furthermore, the Foundation has no relationship with any foreign organization at the present time.

**Statement for Part VIII, Question 14 c :**

This question is not applicable for the reason that there are no organizations listed in the answer to Part VIII, Question 14 b.

**Statement for Part VIII, Question 14 d :**

As indicated above in the Statement for Part V, Question 3b, Mutual of Omaha Insurance Company controls the Foundation by virtue of the fact that the CEO of Mutual of Omaha Insurance Company appoints all of the directors of the Foundation. Furthermore, all of the directors and officers of the Foundation are and will be full-time employees of Mutual of Omaha Insurance Company. As mentioned in the Statement for Part VIII, Question 4a, the Foundation currently does not plan to undertake any fundraising, and it is contemplated that Mutual of Omaha Insurance Company will be the sole contributor to the Foundation. By virtue of these relationships, Mutual of Omaha Insurance Company will have thorough knowledge of the operations of the Foundation and close and on-going contact and communication with the Foundation's officers and directors. Through these contacts and communications between the contributor and the Foundation's officers and directors, the contributor will be advised that the Foundation has ultimate authority to use contributions made to it at its discretion, consistent with its exempt purposes.

**Statement for Part VIII, Question 14 e:**

Yes. Please refer to the Statement for Part VI, Question 1b which describes the detailed information which an applicant seeking a grant must submit to the Foundation.

**Statement for Part VIII, Question 15:**

The Foundation has a close connection with Mutual of Omaha Insurance Company. Please refer to the Statement for Part V, Question 3b, which mentions that (i) Mutual of Omaha Insurance Company controls the Foundation by virtue of the fact that the CEO of Mutual of Omaha Insurance Company appoints all of the directors of the Foundation; and (ii) all of the directors and officers of the Foundation are and will be full-time employees of Mutual of Omaha Insurance Company. Furthermore, as mentioned in the Statement for Part VIII, Question 4a, the Foundation currently does not plan to undertake any fundraising, and it is contemplated that Mutual of Omaha Insurance Company will be the sole contributor to the Foundation.

**Part IX, Line 15:**

Estimate of projected grants by type:

Type	2005	2006	2007
United Way	\$ 288,000	\$ 288,000	\$ 288,000
Matching Gifts	\$ 40,000	\$ 45,000	\$ 45,000
Education Grants	\$ 250,000	\$ 292,000	\$ 366,000
Health & Wellness	\$ 200,000	\$ 234,000	\$ 293,000
Community Betterment	\$ 425,000	\$ 497,000	\$ 623,000
Arts & Culture	\$ 120,000	\$ 144,000	\$ 180,000
TOTAL	\$ 1,323,000	\$ 1,500,000	\$ 1,795,000

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*Statement for Part X, Question 1 b :*

The Foundation is a Nebraska nonprofit corporation formed under the provisions of the Nebraska Nonprofit Corporation Act. The Foundation's organizing documents meet the requirements of Section 508 (e) of the Internal Revenue Code of 1986 by operation of state law, specifically Section 21-1916 of the Nebraska Nonprofit Corporation Act, a copy of which is attached hereto as Exhibit C. Nebraska is listed in Revenue Ruling 75-38, 1975-1, C.B. 161 and in Appendix B to the Instructions for Form 1023 (Rev. October 2004) as a state which has enacted statutory provisions that satisfy the requirements of Section 508 (e).

#260200.2



## CONFLICTS OF INTEREST

Every Employee is asked to avoid any activity which could be perceived as or develop into a conflict of interest. All decisions made by Employees in carrying out their duties should be made objectively, considering the Companies' best interests and must be free from any competing personal interests.

This is especially true in all situations involving personnel decisions relating to Employees. Employees should avoid situations in which they supervise, report to, or have authority over another Employee with whom they have a close personal relationship of any kind. These situations may have the ability to affect the morale of the business unit, disrupt or create a non-productive work environment, or create the appearance of favoritism.

Since many Employees are health care professionals, Employees may have other professional relationships with health care facilities and networks and medical professionals. Situations may arise where Employees, outside of their work for the Companies, are involved with the care of an insured of the Companies, work for a competitor of the Companies or are involved in the review of the health care or medical claims of family, friends or co-workers. Employees should be sensitive to situations in which these relationships may be considered conflicts of interest.

There may also be times when Employees may be invited to speak at vendor-sponsored seminars or other seminars, professional or other educational or community group meetings because of the Employee's position with the Companies. These seminars or meetings may involve the sponsor's payment of an Employee's expenses to attend the seminar or meeting as well as some type of honorarium. Employees should not speak at nor receive monetary payments or any other benefit of value for speaking at vendor-sponsored seminars or meetings without prior specific approval from the Director of Code of Conduct Compliance. Further, any time Employees are asked to speak at a seminar or professional or other educational or community group meeting because of the Employee's position with the Companies, prior approval should be obtained from the Employee's manager or supervisor.

Employees should notify the Director of Code of Conduct Compliance immediately of any situation in which they may have a direct or indirect conflict of interest. Not every situation or relationship will necessarily be improper, and disclosure aids the Companies in preventing problems before they arise.

It is not practical to list all activities or situations that might constitute a conflict of interest, but a conflict of interest may arise when an Employee (or member of an Employee's immediate family):

- Is employed by (including serving on a board of directors), provides services to, or has a significant financial interest in a competing business of the Companies or a supplier to the Companies.
- Misuses the Employee's position in the Companies or knowledge of the Companies' affairs for personal gain, or to aid a close friend or relative.
- Uses the Companies' materials or equipment improperly for personal purposes or engages in personal business during work hours.
- Serves in a governmental capacity which may affect the Companies in any way.
- Uses the Companies' names as an endorsement or in a manner that could conflict with the Companies' interests.
- Has supervisory or other authority relating to assignments, appraisals, compensation or promotions over another with whom the Employee has a close personal relationship.
- Reviews or directs the medical care of family or friends.

With the exception of those approved members of the Companies' sales force, Employees should not receive commissions on policies sold by the Companies, without specific authorization from the Director of Code of Conduct Compliance.

### **Gifts**

To assure decisions are made without consideration of competing interests and to avoid the appearance of impropriety, only nominal gifts may be given or received if reasonable and consistent with customary business practices. Permissible gifts include entertainment, meals and advertising novelty such as calendars, pens and coffee mugs. The giving or receiving of gifts may have ethical or criminal implications if interpreted as a bribe, kickback or other remuneration offered for the purpose of obtaining favorable business or personal treatment.

Further, there are special rules governing what Employees may receive from vendors and suppliers who furnish goods or services to the Companies for use on federal programs, and from providers under the Medicare program. Employees who work on or have responsibility for federal programs must be sensitive to situations where accepting gratuities, such as meals or tickets to sporting events, could be considered a reward or an inducement for special treatment or could create the appearance of favoritism. These actions could be construed as a "kickback", and there are federal anti-kickback laws that impose severe criminal, civil, and monetary penalties not only on individuals who offer the kickback, but also on the person and the company who solicit or accept such items.

Accordingly, Employees cannot solicit or receive anything of value – other than gifts of nominal value or bona fide working meals of reasonable value – from a vendor, supplier, or provider, under a federal program. Other gifts or entertainment may be accepted only if they are infrequent, reasonable, and approved in advance by the Director of Code of Conduct Compliance. Employees are encouraged to discuss the giving and receipt of gifts with their managers and supervisors.

Gifts which may be proper in the private sector may be improper when offered to a government official or employee. Gifts to government officials or employees are proper only in narrowly defined instances. Therefore, under no circumstances should any gifts be offered to government employees without prior specific approval from the Director of Code of Conduct Compliance.

### **Former Government Officials and Employees**

Federal and state laws may impose restrictions upon certain communications with or appearances before various governmental entities by former elected officials or government employees on behalf of their current employer. Employees who are former elected representatives or government employees should refrain from such communications or appearances on behalf of the Companies or soliciting communications or appearances by a former elected representative or government employee, unless prior specific approval is obtained from the Director of Code of Conduct Compliance.

In addition, there are very strict and complex rules that govern recruiting and hiring federal agency personnel. Employees should seek guidance from the Law Operation prior to holding employment discussions with any federal employee.

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,288,197

Registered Jul. 31, 1984

**SERVICE MARK**

Principal Register



Mutual of Omaha Insurance Company (Nebraska  
corporation)  
Mutual of Omaha Plz.  
Omaha, Nebr. 68175

For: UNDERWRITING INSURANCE  
SERVICES, in CLASS 36 (U.S. Cl. 102).

First use Feb. 1969; in commerce Feb. 1969.

Owner of U.S. Reg. Nos. 543,163, 1,182,413 and  
others.

Ser. No. 436,094, filed Jul. 25, 1983.

MARY I. SPARROW, Examining Attorney

(g) Written notice is correctly addressed to a domestic or foreign corporation (authorized to transact business in this state), other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office shown in its most recent biennial report or, in the case of a foreign corporation that has not yet delivered a biennial report, in its application for a certificate of authority.

(h) If any other provision of the Nebraska Nonprofit Corporation Act prescribes notice requirements for particular circumstances, such as subsection (b) of section 21-1955, those requirements govern. If articles or bylaws prescribe notice requirements not inconsistent with this section or other provisions of the Nebraska Nonprofit Corporation Act, those requirements govern.

Source: Laws 1996, LB 681, § 15.

**21-1916. Private foundations; requirements.** Except when otherwise determined by a court of competent jurisdiction, a corporation that is a private foundation as defined in section 509(a) of the Internal Revenue Code:

(a) Shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code;

(b) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code;

(c) Shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code;

(d) Shall not make any investments subjecting it to taxation under section 4944 of the Internal Revenue Code; and

(e) Shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

All references in this section to sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of subsequent internal revenue laws of the United States.

Source: Laws 1996, LB 681, § 16.

**21-1917. Meetings and votes; court order.** (a) If for any reason it is impractical or impossible for any corporation to call or conduct a meeting of its members, delegates, or directors, or otherwise obtain their consent, in the manner prescribed by its articles, bylaws, or the Nebraska Nonprofit Corporation Act, then upon petition of a director, officer, delegate, member, or the Attorney General, the district court may order that such a meeting be called or that a written ballot or other form of obtaining the vote of members, delegates, or directors be authorized in such a manner it finds fair and equitable under the circumstances.

(b) The district court shall, in an order issued pursuant to this section, provide for a method of notice reasonably designed to give actual notice to all persons who would be entitled to notice of a meeting held pursuant to the