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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation STELLA LUPTON TRUST'		A Employer identification number 37-6135114
	BUSEY TRUST COMPANY, TRUSTEE		B Telephone number (see page 10 of the instructions) 217-425-8285
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	C If exemption application is pending, check here <input type="checkbox"/>
	130 NORTH WATER STREET		D 1. Foreign organizations, check here <input type="checkbox"/>
	City or town, state, and ZIP code DECATUR IL 62523		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,475,056		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	137	137		
4 Dividends and interest from securities	62,698	58,185		
5a Gross rents	61,342	61,342		
b Net rental income or (loss) 50,421				
6a Net gain or (loss) from sale of assets not on line 10	15,047			
b Gross sales price for all assets on line 6a 802,812				
7 Capital gain net income (from Part IV, line 2)		15,047		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	372	372		
12 Total. Add lines 1 through 11	139,596	135,083	0	
13 Compensation of officers, directors, trustees, etc.	16,409			16,409
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	735			735
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	1,724			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) STMT 4	10,936	10,921		15
24 Total operating and administrative expenses. Add lines 13 through 23	29,804	10,921		17,159
25 Contributions, gifts, grants paid	148,690			148,690
26 Total expenses and disbursements. Add lines 24 and 25	178,494	10,921	0	165,849
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-38,898			
b Net investment income (if negative, enter -0-)		124,162		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Form 990-PF (2009) **STELLA LUPTON TRUST**

37-6135114

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	102,018	18,292	18,292
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (att. 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) STMT 5	697,316	453,249	462,727
	b	Investments—corporate stock (attach schedule) SEE STMT 6	857,278	1,041,070	1,085,256
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	332,033	181,431	185,514
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 8	40,000	295,805	306,166
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶ STMT 9	2	2	1,417,101
Liabilities	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,028,647	1,989,849	3,475,056
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,028,647	1,989,849	
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	2,028,647	1,989,849	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,028,647	1,989,849	

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	2,028,647
2	Enter amount from Part I, line 27a	2	-38,898
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	100
4	Add lines 1, 2, and 3	4	1,989,849
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,989,849

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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 WORKSHEET				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	15,047
<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	31,167
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8				

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.

(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))
2008	158,608	3,345,348	0.047412
2007	134,852	3,257,034	0.041403
2006	98,770	3,165,184	0.031205
2005	103,119	3,051,453	0.033793
2004	127,700	2,921,385	0.043712
2 Total of line 1, column (d)			2 0.197525
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 0.039505
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,211,928
5 Multiply line 4 by line 3			5 126,887
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,242
7 Add lines 5 and 6			7 128,129
8 Enter qualifying distributions from Part XII, line 4			8 165,849

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 on page 18.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,242
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,242
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,242
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,000
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	2,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	758
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 758 Refunded	11	

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?		X
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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) IL		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BUSEY TRUST COMPANY 130 NORTH WATER STREET Located at ► DECATUR, IL	Telephone no ► 217-425-8285 ZIP+4 ► 62523		
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 4,513		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?	N/A	1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)?		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
BUSEY BANK 130 NORTH WATER STREET DECATUR IL 62523	TRUSTEE 7 00	16,409	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

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 page 23 of the 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

**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 TO CONTRIBUTE TO HOSPITALS.	148,690
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	

Total. Add lines 1 through 3



Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,765,117
b	Average of monthly cash balances	1b	78,623
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,417,101
d	Total (add lines 1a, b, and c)	1d	3,260,841
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	3,260,841
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	48,913
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,211,928
6	Minimum investment return. Enter 5% of line 5	6	160,596

Part XI Distributable Amount (see page 25 of the 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	160,596
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,242
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,242
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	159,354
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	159,354
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	159,354

Part XII Qualifying Distributions (see page 25 of the 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	165,849
b	Program-related investments—total from Part IX-B	1b	
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	165,849
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 page 26 of the instructions)	5	1,242
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	164,607

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				159,354
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			148,690	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 165,849				
a Applied to 2008, but not more than line 2a			148,690	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				17,159
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				142,195
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling

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

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 foundation had \$5,000 or more in assets at any time during the year—see page 28 of the 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))
N/A

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
N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
N/A

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

c Any submission deadlines
N/A

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

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 312+ SHS FIDELITY SMALL CAP	P	01/23/08	01/21/09
(2) \$1314 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	01/26/09
(3) 61 SHS ISHARES RUSSELL 2000 FUND	P	01/23/08	01/21/09
(4) 37 SHS ISHARES S & P 400	P	01/23/08	01/21/09
(5) 44 SHS DANAHER	P	01/23/08	01/21/09
(6) 1 SHS GENZYME CORP COM	P	01/23/08	01/21/09
(7) 61 SHS TEVA PHARMA	P	01/23/08	01/21/09
(8) 34 SHS STAPLES	P	01/23/08	01/21/09
(9) 57 SHS UNITED TECHNOLOGIES	P	01/23/08	01/21/09
(10) 43 SHS CHEVRON	P	10/03/08	01/21/09
(11) 64 SHS ORACLE	P	01/23/08	01/21/09
(12) 63 SHS MCDONALDS	P	01/23/08	01/21/09
(13) 2366 SHS FINANCIAL SELECT SECTOR SPD	P	12/17/08	01/21/09
(14) 45 SHS ABBOTT LABS	P	01/23/08	01/21/09
(15) 7 SHS ADOBE	P	01/23/08	01/21/09

(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)
(1) 5,405		7,331	-1,926
(2) 1,315		1,311	4
(3) 2,735		4,034	-1,299
(4) 1,846		2,732	-886
(5) 2,276		3,232	-956
(6) 70		75	-5
(7) 2,616		2,703	-87
(8) 552		756	-204
(9) 2,792		3,926	-1,134
(10) 3,012		3,423	-411
(11) 1,073		1,264	-191
(12) 3,667		3,239	428
(13) 21,128		30,805	-9,677
(14) 2,344		2,510	-166
(15) 144		232	-88

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-1,926
(2)			4
(3)			-1,299
(4)			-886
(5)			-956
(6)			-5
(7)			-87
(8)			-204
(9)			-1,134
(10)			-411
(11)			-191
(12)			428
(13)			-9,677
(14)			-166
(15)			-88

Capital Gains and Losses for Tax on Investment Income

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For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 30 SHS EXXON MOBIL	P	01/23/08	01/21/09
(2) 25 SHS IBM	P	01/23/08	01/21/09
(3) 673 SHS ROBERT HALF INTL INC	P	01/23/08	01/21/09
(4) 8 SHS WALT DISNEY	P	01/23/08	01/21/09
(5) 16 SHS NIKE INC	P	01/23/08	01/21/09
(6) 1674 SHS BANK OF AMERICA CORP COM	P	01/21/09	01/22/09
(7) 544+ SHS DREYFUS SMALL CAP VALUE	P	10/03/08	09/17/09
(8) 311+ SHS DREYFUS SMALL CAP VALUE	P	01/21/09	09/17/09
(9) 402 SHS AMERICAN EXPRESS	P	01/21/09	09/16/09
(10) 31 SHS CHEVRON	P	10/03/08	09/16/09
(11) 102 SHS EXPEDITORS	P	01/21/09	09/16/09
(12) 92 SHS ITT	P	01/21/09	09/16/09
(13) 27 SHS ISHARES MATERIALS	P	10/03/08	09/16/09
(14) 19 SHS NATIONAL OILWELL	P	10/30/08	09/16/09
(15) 576 SHS STARBUCKS	P	01/21/09	09/16/09

(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)
(1) 2,345		2,365	-20
(2) 2,266		2,491	-225
(3) 11,899		14,986	-3,087
(4) 168		220	-52
(5) 722		916	-194
(6) 9,647		11,048	-1,401
(7) 10,327		10,000	327
(8) 5,899		4,171	1,728
(9) 14,315		6,657	7,658
(10) 2,246		2,468	-222
(11) 3,749		2,963	786
(12) 4,698		4,208	490
(13) 1,546		1,364	182
(14) 841		570	271
(15) 11,399		5,126	6,273

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-20
(2)			-225
(3)			-3,087
(4)			-52
(5)			-194
(6)			-1,401
(7)			327
(8)			1,728
(9)			7,658
(10)			-222
(11)			786
(12)			490
(13)			182
(14)			271
(15)			6,273

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 97 SHS WASTE MANAGEMENT	P	03/05/09	09/16/09
(2) 52 SHS ZIONS BANCORP	P	11/18/08	09/16/09
(3) 460 SHS ZIONS BANCORP	P	01/21/09	09/16/09
(4) 52 SHS TRANSOCEAN	P	01/21/09	09/16/09
(5) 6 SHS SCHLUMBERGER	P	01/21/09	09/16/09
(6) 58 SHS BLACKROCK COM	P	01/21/09	09/16/09
(7) 139 SHS COVANCE	P	01/21/09	09/16/09
(8) 89 SHS DIAGEO PLC	P	02/02/09	09/16/09
(9) 408 SHS SEI INVESTMENTS	P	01/21/09	09/16/09
(10) 479 SHS STATE STREET	P	01/21/09	09/16/09
(11) 70 SHS SYSCO CORP	P	10/30/08	09/16/09
(12) \$1127 FNMA PASS THRU INT 4.5%	P	09/03/09	10/26/09
(13) \$849 FNMA PASS THRU INT 4.5%	P	09/03/09	11/25/09
(14) 22+ SHS DREYFUS SMALL CAP VALUE	P	01/21/09	12/23/09
(15) 22+ SHS JP MORGAN US REAL ESTATE FD	P	09/18/09	12/23/09

(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)
(1) 2,922		2,277	645
(2) 996		1,540	-544
(3) 8,811		6,859	1,952
(4) 4,445		2,556	1,889
(5) 374		230	144
(6) 11,954		6,033	5,921
(7) 8,118		5,251	2,867
(8) 5,653		4,716	937
(9) 7,727		5,212	2,515
(10) 26,121		8,306	17,815
(11) 1,800		1,765	35
(12) 1,128		1,170	-42
(13) 850		882	-32
(14) 449		307	142
(15) 279		264	15

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			645
(2)			-544
(3)			1,952
(4)			1,889
(5)			144
(6)			5,921
(7)			2,867
(8)			937
(9)			2,515
(10)			17,815
(11)			35
(12)			-42
(13)			-32
(14)			142
(15)			15

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 291+ SHS PIMCO COMMODITY FD REAL RET	P	09/18/09	12/23/09
(2) \$827 FNMA PASS THRU INT 4.5%	P	09/03/09	12/28/09
(3) 20 SHS AMERICAN EXPRESS	P	01/21/09	12/22/09
(4) 7 SHS BHP BILLITON	P	09/16/09	12/22/09
(5) 7 SHS DIAGEO PLC	P	02/02/09	12/22/09
(6) 15 SHS JOHNSON & JOHNSON	P	09/16/09	12/22/09
(7) 11 SHS WASTE MANAGEMENT	P	03/05/09	12/22/09
(8) \$396 FEDERAL NAT'L MORTGAGE ASSN 5%	P	07/19/04	01/26/09
(9) 40 SHS AMGEN INC	P	07/09/07	01/21/09
(10) 131 SHS ADP	P	02/21/03	01/21/09
(11) 29 SHS ACCENTURE LTD BERMUDA CL A	P	08/01/07	01/21/09
(12) 105 SHS ACCENTURE LTD BERMUDA CL A	P	08/08/07	01/21/09
(13) 54 SHS CONOCO PHILLIPS	P	12/18/06	01/21/09
(14) 10 SHS WALMART	P	06/27/07	01/21/09
(15) 219 SHS WELLS FARGO & CO	P	05/03/02	01/21/09

(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)
(1) 2,444		2,223	221
(2) 828		859	-31
(3) 825		331	494
(4) 513		483	30
(5) 479		371	108
(6) 967		903	64
(7) 364		258	106
(8) 397		407	-10
(9) 2,192		2,189	3
(10) 4,854		4,030	824
(11) 944		1,221	-277
(12) 3,418		4,419	-1,001
(13) 2,599		3,967	-1,368
(14) 488		483	5
(15) 3,465		5,605	-2,140

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			221
(2)			-31
(3)			494
(4)			30
(5)			108
(6)			64
(7)			106
(8)			-10
(9)			3
(10)			824
(11)			-277
(12)			-1,001
(13)			-1,368
(14)			5
(15)			-2,140

Capital Gains and Losses for Tax on Investment Income

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, and ending

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BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 75 SHS GENERAL DYNAMICS CORP COM	P	02/21/03	01/21/09
(2) \$15000 FEDERAL NAT'L MORTGAGE ASSN	P	06/13/03	02/02/09
(3) \$1416 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	02/25/09
(4) \$421 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	02/25/09
(5) 155 SHS GENERAL DYNAMICS CORP COM	P	02/21/03	03/05/09
(6) \$1669 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	03/25/09
(7) \$416 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	03/25/09
(8) \$1899 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	04/27/09
(9) \$432 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	04/27/09
(10) \$65000 FEDERAL HOME LN MTG CORP	P	10/27/06	05/05/09
(11) \$30000 FEDERAL HOME LOAN BANK FHLB	P	06/04/04	05/15/09
(12) \$1856 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	05/26/09
(13) \$399 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	05/26/09
(14) \$457 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	06/25/09
(15) \$2054 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	06/25/09

(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)
(1) 4,006		2,583	1,423
(2) 15,000		15,000	
(3) 1,416		1,412	4
(4) 422		433	-11
(5) 5,775		5,339	436
(6) 1,670		1,665	5
(7) 416		427	-11
(8) 1,899		1,894	5
(9) 432		444	-12
(10) 65,000		61,497	3,503
(11) 30,000		30,000	
(12) 1,856		1,851	5
(13) 400		410	-10
(14) 458		470	-12
(15) 2,055		2,049	6

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			1,423
(2)			
(3)			4
(4)			-11
(5)			436
(6)			5
(7)			-11
(8)			5
(9)			-12
(10)			3,503
(11)			
(12)			5
(13)			-10
(14)			-12
(15)			6

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37-6135114

(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) \$1853 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	07/27/09
(2) \$429 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	07/21/09
(3) \$25000 INTERNAT'L LEASE FIN CORP	P	10/26/06	08/15/09
(4) \$1631 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	08/25/09
(5) \$391 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	08/25/09
(6) \$50000 FED FARM CREDIT BANK FFCB	P	04/15/03	09/17/09
(7) 623+ SHS FIDELITY SMALL CAP	P	01/23/08	09/17/09
(8) 132+ SHS T ROWE MID CAP GROWTH	P	01/23/08	09/17/09
(9) 1740+ SHS VANGUARD TOTAL BOND MKT ID	P	07/09/07	09/17/09
(10) 196 SHS ADOBE	P	01/23/08	09/16/09
(11) 47 SHS ADP	P	02/21/03	09/16/09
(12) 264 SHS MICROSOFT	P	05/03/02	09/16/09
(13) 317 SHS ORACLE	P	01/23/08	09/16/09
(14) 34 SHS ACCENTURE	P	08/08/07	09/16/09
(15) 25 SHS ACCENTURE	P	08/31/07	09/16/09

(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)
(1) 1,853		1,848	5
(2) 429		441	-12
(3) 25,000		25,000	
(4) 1,631		1,626	5
(5) 392		402	-10
(6) 50,789		49,688	1,101
(7) 13,745		14,656	-911
(8) 6,058		6,774	-716
(9) 18,096		17,000	1,096
(10) 6,529		6,508	21
(11) 1,847		1,446	401
(12) 6,655		6,658	-3
(13) 6,983		6,259	724
(14) 1,236		1,431	-195
(15) 909		1,023	-114

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			5
(2)			-12
(3)			
(4)			5
(5)			-10
(6)			1,101
(7)			-911
(8)			-716
(9)			1,096
(10)			21
(11)			401
(12)			-3
(13)			724
(14)			-195
(15)			-114

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, and ending

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37-6135114

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(1) 16 SHS ACCENTURE	P	09/04/07	09/16/09
(2) 17 SHS ACCENTURE	P	09/18/07	09/16/09
(3) 14 SHS ABBOTT LABS	P	01/23/08	09/16/09
(4) 37 SHS AMGEN INC	P	07/09/07	09/16/09
(5) 33 SHS COLGATE PALMOLIVE	P	01/23/08	09/16/09
(6) 42 SHS CONOCO PHILLIPS	P	12/18/06	09/16/09
(7) 46 SHS WALT DISNEY	P	01/23/08	09/16/09
(8) 72 SHS EXXON MOBIL	P	01/23/08	09/16/09
(9) 271 SHS GENERAL ELECTRIC	P	01/23/01	09/16/09
(10) 57 SHS IBM	P	01/23/08	09/16/09
(11) 36 SHS ISHARES UTILITIES	P	01/08/08	09/16/09
(12) 13 SHS ISHARES UTILITIES	P	01/08/08	09/16/09
(13) 238 SHS ISHARES TELECOM	P	01/08/08	09/16/09
(14) 65 SHS ISHARES TELECOM	P	01/08/08	09/16/09
(15) 298 SHS ISHARES MATERIALS	P	01/23/08	09/16/09

(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)
(1) 582		660	-78
(2) 618		646	-28
(3) 653		781	-128
(4) 2,205		2,025	180
(5) 2,489		2,435	54
(6) 1,964		3,086	-1,122
(7) 1,306		1,264	42
(8) 5,063		5,675	-612
(9) 4,580		10,067	-5,487
(10) 6,938		5,680	1,258
(11) 2,608		3,767	-1,159
(12) 942		1,356	-414
(13) 4,474		6,768	-2,294
(14) 1,222		1,830	-608
(15) 17,063		18,911	-1,848

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-78
(2)			-28
(3)			-128
(4)			180
(5)			54
(6)			-1,122
(7)			42
(8)			-612
(9)			-5,487
(10)			1,258
(11)			-1,159
(12)			-414
(13)			-2,294
(14)			-608
(15)			-1,848

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 41 SHS LILLY ELI	P	01/23/08	09/16/09
(2) 110 SHS MEDTRONIC	P	01/23/08	09/16/09
(3) 263 SHS NATIONAL OILWELL	P	01/23/08	09/16/09
(4) 9 SHS NIKE INC	P	01/23/08	09/16/09
(5) 91 SHS PEPSICO INC	P	01/23/08	09/16/09
(6) 3 SHS PROCTER AND GAMBLE	P	01/23/08	09/16/09
(7) 49 SHS TEVA PHARMA	P	01/23/08	09/16/09
(8) 15 SHS WALMART	P	06/27/07	09/16/09
(9) 424 SHS WELLS FARGO & CO	P	05/03/02	09/16/09
(10) 124 SHS TRANSOCEAN	P	05/03/02	09/16/09
(11) 108 SHS CATERPILLAR	P	06/12/08	09/16/09
(12) 374 SHS CISCO	P	01/23/08	09/16/09
(13) 201 SHS SCHLUMBERGER	P	01/23/08	09/16/09
(14) 88 SHS DANAHER	P	01/23/08	09/16/09
(15) 150 SHS DENTSPLY	P	01/23/08	09/16/09

(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)
(1) 1,345		2,086	-741
(2) 4,161		5,064	-903
(3) 11,640		14,347	-2,707
(4) 515		515	
(5) 5,299		6,227	-928
(6) 166		194	-28
(7) 2,515		2,171	344
(8) 750		724	26
(9) 12,380		10,851	1,529
(10) 10,600		4,113	6,487
(11) 5,674		8,737	-3,063
(12) 8,725		8,415	310
(13) 12,532		14,854	-2,322
(14) 6,010		6,464	-454
(15) 5,205		6,278	-1,073

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-741
(2)			-903
(3)			-2,707
(4)			
(5)			-928
(6)			-28
(7)			344
(8)			26
(9)			1,529
(10)			6,487
(11)			-3,063
(12)			310
(13)			-2,322
(14)			-454
(15)			-1,073

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 56 SHS STAPLES	P	01/23/08	09/16/09
(2) 88 SHS UNITED TECHNOLOGIES	P	01/23/08	09/16/09
(3) 120 SHS GENZYME CORP COM	P	01/23/08	09/16/09
(4) 75 SHS ISHARES S & P 400	P	01/23/08	09/16/09
(5) 263 SHS ISHARES RUSSELL 2000 FUND	P	01/23/08	09/16/09
(6) \$1594 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	09/25/09
(7) \$564 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	09/25/09
(8) \$30000 FEDERAL HOME LOAN BANK	P	04/20/04	10/01/09
(9) \$1361 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	10/26/09
(10) \$566 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	10/26/09
(11) \$50000 FEDERAL HOME LOAN BANK FHLB	P	09/12/03	11/13/09
(12) \$1440 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	11/25/09
(13) \$354 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	11/25/09
(14) 117+ SHS ACADIAN EMERGING MARKET CIR	P	01/23/08	12/23/09
(15) 18+ SHS FIDELITY SMALL CAP	P	01/23/08	12/23/09

(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)
(1) 1,282		1,245	37
(2) 5,445		6,061	-616
(3) 6,708		8,998	-2,290
(4) 5,291		5,537	-246
(5) 16,216		17,390	-1,174
(6) 1,594		1,590	4
(7) 564		579	-15
(8) 32,419		30,883	1,536
(9) 1,361		1,357	4
(10) 567		582	-15
(11) 50,000		50,000	
(12) 1,440		1,436	4
(13) 354		363	-9
(14) 1,922		3,138	-1,216
(15) 418		426	-8

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			37
(2)			-616
(3)			-2,290
(4)			-246
(5)			-1,174
(6)			4
(7)			-15
(8)			1,536
(9)			4
(10)			-15
(11)			
(12)			4
(13)			-9
(14)			-1,216
(15)			-8

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 24+ SHS T ROWE MID CAP GROWTH	P	01/23/08	12/23/09
(2) \$1471 FEDERAL NAT'L MORTGAGE ASSN	P	02/14/08	12/28/09
(3) \$317 FEDERAL NAT'L MORTGAGE ASSN	P	07/19/04	12/28/09
(4) 28 SHS ABBOTT LABS	P	01/23/08	12/22/09
(5) 5 SHS ADOBE	P	01/23/08	12/22/09
(6) 17 SHS ADP	P	02/21/03	12/22/09
(7) 9 SHS CATERPILLAR	P	06/12/08	12/22/09
(8) 8 SHS COLGATE PALMOLIVE	P	01/23/08	12/22/09
(9) 10 SHS CONOCO PHILLIPS	P	12/18/06	12/22/09
(10) 17 SHS DENTSPLY	P	01/23/08	12/22/09
(11) 22 SHS WALT DISNEY	P	01/23/08	12/22/09
(12) 6 SHS ISHARES UTILITIES	P	01/08/08	12/22/09
(13) 24 SHS ISHARES TELECOM	P	01/08/08	12/22/09
(14) 61 SHS ISHARES MATERIALS	P	10/03/08	12/22/09
(15) 33 SHS LILLY ELI	P	01/23/08	12/22/09

(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)
(1) 1,156		1,232	-76
(2) 1,471		1,467	4
(3) 318		326	-8
(4) 1,515		1,562	-47
(5) 186		166	20
(6) 728		523	205
(7) 520		728	-208
(8) 664		590	74
(9) 506		735	-229
(10) 597		711	-114
(11) 712		605	107
(12) 456		626	-170
(13) 486		676	-190
(14) 3,628		3,082	546
(15) 1,188		1,679	-491

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-76
(2)			4
(3)			-8
(4)			-47
(5)			20
(6)			205
(7)			-208
(8)			74
(9)			-229
(10)			-114
(11)			107
(12)			-170
(13)			-190
(14)			546
(15)			-491

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Employer Identification Number

37-6135114

(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) 11 SHS MCDONALDS	P	01/23/08	12/22/09
(2) 16 SHS MEDTRONIC	P	01/23/08	12/22/09
(3) 56 SHS MICROSOFT	P	05/03/02	12/22/09
(4) 15 SHS NIKE INC	P	01/23/08	12/22/09
(5) 20 SHS ORACLE	P	01/23/08	12/22/09
(6) 12 SHS PROCTER AND GAMBLE	P	01/23/08	12/22/09
(7) 10 SHS STAPLES	P	01/23/08	12/22/09
(8) 16 SHS SYSCO CORP	P	10/30/08	12/22/09
(9) 19 SHS TEVA PHARMA	P	01/23/08	12/22/09
(10) 7 SHS UNITED TECHNOLOGIES	P	01/23/08	12/22/09
(11) 7 SHS WALMART	P	06/27/07	12/22/09
(12) 24 SHS ACCENTURE	P	09/18/07	12/22/09
(13) 13 SHS ISHARES S & P 400	P	01/23/08	12/22/09
(14) COOP STOCK REDEEMED	P	VARIOUS	VARIOUS
(15) LT CAP GAIN DISTRIBUTIONS			

(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)
(1) 692		566	126
(2) 697		737	-40
(3) 1,723		1,412	311
(4) 978		859	119
(5) 487		395	92
(6) 734		775	-41
(7) 249		222	27
(8) 452		404	48
(9) 1,059		842	217
(10) 485		482	3
(11) 374		338	36
(12) 978		912	66
(13) 949		960	-11
(14) 100		100	
(15) 516			516

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			126
(2)			-40
(3)			311
(4)			119
(5)			92
(6)			-41
(7)			27
(8)			48
(9)			217
(10)			3
(11)			36
(12)			66
(13)			-11
(14)			
(15)			516

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	\$ 372	\$ 372	\$
TOTAL	\$ 372	\$ 372	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 735	\$	\$	\$ 735
TOTAL	\$ 735	\$ 0	\$ 0	\$ 735

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ESTIMATES	\$ 1,724	\$	\$	\$
TOTAL	\$ 1,724	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STELLA LUPTON TRUST FARM EXPENSES SEE ATTACHMENT	\$ 10,921	\$ 10,921	\$	\$
EXPENSES LICENSES & FEES	15			15
TOTAL	\$ 10,936	\$ 10,921	\$ 0	\$ 15

Federal Statements

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVT OBLIGATIONS	\$ 672,669	\$ 338,115	MARKET	\$ 346,793
STATE OBLIGATIONS	24,647	115,134	MARKET	115,934
TOTAL	\$ 697,316	\$ 453,249		\$ 462,727

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	\$ 857,278	\$ 1,041,070	MARKET	\$ 1,085,256
TOTAL	\$ 857,278	\$ 1,041,070		\$ 1,085,256

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 332,033	\$ 181,431	MARKET	\$ 185,514
TOTAL	\$ 332,033	\$ 181,431		\$ 185,514

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LT FIXED INCOME SECURITIES	\$ 40,000	\$ 295,805	MARKET	\$ 306,166
TOTAL	\$ 40,000	\$ 295,805		\$ 306,166

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND	\$ 2	\$ 2	\$	\$ 1,417,101
TOTAL	\$ 2	\$ 2	\$ 0	\$ 1,417,101

Federal Statements**Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
REDEMPTION OF COOP STOCK	\$ <u>100</u>
TOTAL	\$ <u><u>100</u></u>

Stella Lupton Trust
EIN # 37-6135114
2009 990-PF

Farm Income:

Cash rent	57,950	
Dwelling rents	1,950	
Right of way payments	1,440	
Cooperative dividends	<u>2</u>	
Total income		61,342

Farm Expenses:

Insurance	666	
Real estate taxes	5,937	
Management fees	4,288	
Miscellaneous expense	<u>30</u>	
Total expenses		<u>10,921</u>
Net income		<u><u>50,421</u></u>

STELLA LUPTON TRUST

2009 990-PF

FEIN 37-6135114

ATTACHMENT FOR PART II, LINES 10a, 10b, 10c and 13

	<u>COLUMN (b)</u> <u>BOOK VALUE</u>	<u>COLUMN (c)</u> <u>FAIR MARKET VALUE</u>
DETAIL FOR LINE 10a		
INVESTMENTS IN U.S. AND STATE GOVERNMENT OBLIGATIONS:		
U.S. OBLIGATIONS	338,115	346,793
STATE OBLIGATIONS	<u>115,134</u>	<u>115,934</u>
	<u><u>453,249</u></u>	<u><u>462,727</u></u>
DETAIL FOR LINE 10b		
INVESTMENTS IN CORPORATE STOCK:		
ABBOTT LABS	6,359	6,155
ADOBE SYS INC	7,936	8,790
ACADIAN EMERGING MKT	94,179	97,283
AMERICAN EXPRESS	2,070	5,065
AMGEN INC	5,122	5,827
AUTO DATA PROCESSING	7,864	8,907
BEMENT GRAIN CO.	1	1
BHP BILLITON	6,412	7,122
BLACKROCK COM	2,600	5,805
CATERPILLAR INC	7,018	5,414
CHEVRON CORP	7,244	7,237
CISCO-SYS-INC	8,293	9,432
COLGATE PALMOLIVE CO	6,751	7,804
CONOCO PHILLIPS	9,918	6,894
COVANCE	4,054	5,730
DANAHER CORP	5,069	5,189
DENTSPLY INTL INC	4,848	5,873
DIAGEO PLC	6,147	8,052
DISNEY WALT CO	5,084	5,966
DREYFUS INVT FDS	10,426	15,070
EXPEDITORS	3,806	4,555
EXXON MOBIL CORP	7,567	6,546
FIDELITY SMALL CAP	15,455	15,120
FIDELITY DIVERSIFIED INTL	62,602	61,808
FARM GR CHESTNUT	2	2
FARM GR DALTON CITY	1	1
FARM COOP DALTON 3RD ROCK	1	1
GENERAL ELECTRIC	9,315	5,386
GOLDMAN SACHS	5,021	4,728
GOLDMAN SACHS HIGH YIELD	174,776	171,435
GOLDMAN SACHS TR EM MKT DEBT	67,235	65,823
INTL BUSINESS MACHINES	7,274	9,556
ISHARES TR MSCI EAFE IDX	62,669	61,306
ISHARES TR S&P MIDCAP	41,631	42,722
ISHARES TR RUSSELL 2000	16,002	15,110
ISHARES TR DJ US UTILS	13,701	10,097

STELLA LUPTON TRUST
2009 990-PF
FEIN 37-6135114

ATTACHMENT FOR PART II, LINES 10a, 10b, 10c and 13

	<u>COLUMN (b)</u> <u>BOOK VALUE</u>	<u>COLUMN (c)</u> <u>FAIR MARKET VALUE</u>
DETAIL FOR LINE 10b		
INVESTMENTS IN CORPORATE STOCK (CONTINUED):		
ISHARES TR DJ US BAS MATL	4,909	7,069
ITT	4,162	4,526
JOHNSON & JOHNSON	5,779	6,183
JP MORGAN US REAL ESTATE FUND	20,662	21,509
LILLY ELI & CO	7,288	5,749
MCDONALDS CORP	5,022	5,994
MEDTRONIC CORP	5,621	6,245
MICROSOFT CORP	7,206	9,235
NATIONAL-OILWELL INC	4,812	8,598
NIKE INC	5,267	6,078
ISHARES TR DJ US TELECOMM	13,698	10,250
NORTHERN TRUST	5,091	4,454
ORACLE CORP	7,483	9,297
PEPSICO INC	7,647	8,390
PIMCO COMMODITY FUND REAL RETURN	37,537	40,788
PROCTOR AND GAMBLE CO	8,501	8,124
ROWE T PRICE MID-CAP	40,080	43,092
SCHLUMBERGER LTD	5,362	9,113
SEI INVESTMENTS	3,449	4,730
STAPLES INC	5,469	6,049
STATE STREET	1,630	4,093
SYSCO CORP	7,031	7,907
TEMPLETON TIFI FOREIGN EQ	55,284	60,598
TEVA PHARMACEUTICAL	5,007	6,348
THIRD AVENUE GLBL REIT	25,111	24,784
UNITED TECHNOLOGIES CORP	4,753	4,789
VANGUARD TOTAL BOND MKT INDEX	14,648	14,574
WAL-MART STORES INC	7,126	7,857
WASTE MANAGEMENT	3,404	4,902
WELLS FARGO & CO NEW	4,744	4,750
ACCENTURE LTD BERMUDA	7,919	9,089
TRANSOCEAN INC	4,915	8,280
TOTAL INVESTMENTS - CORPORATE STOCK	<u>1,041,070</u>	<u>1,085,256</u>

STELLA LUPTON TRUST
2009 990-PF
FEIN 37-6135114

ATTACHMENT FOR PART II, LINES 10a, 10b, 10c and 13

DETAIL FOR LINE 10c

INVESTMENT IN CORPORATE BONDS:

BANK ONE CORP 5.9% 11/15/2011	40,679	42,692
GENERAL ELEC CAP CORP 4.2% 2/15/14	75,000	74,912
GOLDMAN SACHS 4.75% 7/15/13	40,220	41,850
SNTNDR 6.375% 02/15/11	25,532	26,060
TOTAL INVESTMENTS - CORPORATE BONDS	181,431	185,514

DETAIL FOR LINE 13

INVESTMENT IN OTHER INVESTMENTS:

ADVANTA BANK CORP CD 4.45% 10/17/2011	50,000	52,171
BMW BK NORTH AMER UTAH CD 3.05% 5/29/12	30,000	30,448
STERLING SAVINGS BK CD 4.2% 10/15/11	40,000	40,983
FEDERAL HOME LOANS BANK CONS BD 4.875%	49,946	53,453
FEDERAL NAT'L MORTG ASSN FNMA 4.5%	66,401	69,405
FNMA PASS-THRU INT 4.5%	47,967	48,074
FEDERAL NAT'L MORTG ASSN 5%	11,491	11,632
LONG TERM FIXED INCOME SECURITIES	295,805	306,166