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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

2010Department 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 2010, 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

Name of foundation

STELLA LUPTON TRUST
BUSEY TRUST COMPANY, TRUSTEE

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

130 NORTH WATER STREET

City or town, state, and ZIP code

DECATUR

IL 62523

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

Fair market value of all assets at

J Accounting method

☒ Cash ☐ Accrual

end of year (from Part II, col (c),

☐ Other (specify)

line 16) \$ 3,588,956 (Part I, column (d) must be on cash basis)

A Employer identification number

37-6135114

B Telephone number (see page 10 of the instructions)

217-425-8285

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see 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 ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) 48,935

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 423,244

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

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

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 2

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (att sch) STMT 4

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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

Form 990-PF (2010)

DAA

B
NIE

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		18,292	37,809	37,809
	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 15 of the instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule) STMT 5		453,249	782,175	796,122
	b	Investments—corporate stock (attach schedule) SEE STMT 6		1,041,070	866,340	1,024,183
	c	Investments—corporate bonds (attach schedule) SEE STMT 7		181,431	180,699	186,940
	11	Investments—land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch.) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT 8		295,805	121,905	126,801
	14	Land, buildings, and equipment basis ▶	2			
		Less: accumulated depreciation (attach sch.) ▶ STMT 9		2	2	1,417,101
	15	Other assets (describe ▶))			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,989,849	1,988,930	3,588,956
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶))			
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	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		1,989,849	1,988,930	
	30	Total net assets or fund balances (see page 17 of the instructions)		1,989,849	1,988,930	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,989,849	1,988,930	

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	1,989,849
2	Enter amount from Part I, line 27a	2	-959
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	40
4	Add lines 1, 2, and 3	4	1,988,930
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	1,988,930

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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	7,640
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> 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 </div>	3	4,080

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	164,607	3,211,928	0.051249
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

2 Total of line 1, column (d)	2	0.205062
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	0.041012
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,464,252
5 Multiply line 4 by line 3	5	142,076
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,114
7 Add lines 5 and 6	7	143,190
8 Enter qualifying distributions from Part XII, line 4	8	119,753

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	2,228
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	2,228
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	2,228
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,400
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	1,400
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	828
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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 2010 or the taxable year beginning in 2010 (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 ZIP+4 ► 62523	Telephone no. ► 217-425-8285		
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	8,033	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 09 , 20 , 20 , 20	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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 22 of the instructions)		2b X
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 2010 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 2010)	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 2010?		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)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A		
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? If "Yes" to 6b, file Form 8870.			6b
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	19,547	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see 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.

99,456

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	1,958,052
b	Average of monthly cash balances	1b	141,854
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,417,101
d	Total (add lines 1a, b, and c)	1d	3,517,007
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	3,517,007
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	52,755
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,464,252
6	Minimum investment return. Enter 5% of line 5	6	173,213

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	173,213
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,228
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,228
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	170,985
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	170,985
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	170,985

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	119,753
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	119,753
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	119,753

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				170,985
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			142,195	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 119,753				
a Applied to 2009, but not more than line 2a			119,753	
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 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			22,442	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				170,985
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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

Part XV Supplementary Information (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year DECATUR MEMORIAL HOSPITAL 2300 NORTH EDWARD DECATUR IL 62526		N/A	N/A	OPERATIONS	49,728
ST. MARY'S HOSPITAL 1800 E. LAKE SHORE DR. DECATUR IL 62521		N/A	N/A	OPERATIONS	49,728
Total					99,456
b Approved for future payment N/A					
Total					

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	56	
4	Dividends and interest from securities			14	62,742	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	48,935	
6	Net rental income or (loss) from personal property					
7	Other investment income			14	63	
8	Gain or (loss) from sales of assets other than inventory			18	7,640	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		0		119,436	0
13	Total. Add line 12, columns (b), (d), and (e)				13	119,436

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

SR. VP TRUST OFFICER
Title

Title

Paid

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

Preparer DAVID W. WHITE, C.P.A.

David W. White

05/13/11

Use Only

Firm's name ► HILL & WHITE L.L.C.

PTIN P00189126

Firm's address ▶ 132 S. WATER ST., SUITE 500
DECATUR, IL 62523

Firm's EIN ▶ 37-1405174

Phone no 217-425-48

Form **990-PF** (2010)Form **990-PF** (2010)

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2010**

For calendar year 2010, 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) 723+ UTS FNMA PASS THRU 4.5%	P	09/03/09	01/25/10
(2) 1764+ UTS JP MORGAN US REAL ESTATE	P	09/18/09	02/12/10
(3) 803+ UTS FNMA PASS THRU 4.5%	P	09/03/09	02/25/10
(4) 1006+ UTS FNMA PASS THRU 4.5%	P	09/03/09	03/25/10
(5) 28 SHS GOLDMAN SACHS	P	09/16/09	04/19/10
(6) 1078+ UTS FNMA PASS THRU 4.5%	P	09/03/09	04/26/10
(7) 967+ UTS FNMA PASS THRU 4.5%	P	09/03/09	05/25/10
(8) 15643+ SHS GOLDMAN SACHS HIGH YIELD	P	09/18/09	05/25/10
(9) 2270+ SHS GOLDMAN SACHS HIGH YIELD	P	09/22/09	05/25/10
(10) 2401+ SHS GOLDMAN SACHS HIGH YIELD	P	09/18/09	05/25/10
(11) 755+ UTS FNMA PASS THRU 4.5%	P	09/03/09	06/25/10
(12) 996+ UTS FNMA PASS THRU 4.5%	P	09/03/09	07/26/10
(13) 1022+ UTS FNMA PASS THRU 4.5%	P	09/03/09	08/25/10
(14) 2502+ SHS GOLDMAN SACHS HIGH YIELD	P	09/22/09	09/21/10
(15) 489+ SHS GOLDMAN SACHS HIGH YIELD	P	11/13/09	09/21/10

(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) 724		751	-27
(2) 20,204		20,662	-458
(3) 803		833	-30
(4) 1,006		1,044	-38
(5) 4,442		5,021	-579
(6) 1,078		1,119	-41
(7) 968		1,004	-36
(8) 133,755		130,000	3,755
(9) 19,416		19,030	386
(10) 27,734		27,782	-48
(11) 755		784	-29
(12) 996		1,033	-37
(13) 1,023		1,061	-38
(14) 21,971		20,970	1,001
(15) 4,299		4,000	299

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)			-27
(2)			-458
(3)			-30
(4)			-38
(5)			-579
(6)			-41
(7)			-36
(8)			3,755
(9)			386
(10)			-48
(11)			-29
(12)			-37
(13)			-38
(14)			1,001
(15)			299

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2010**

For calendar year 2010, 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) 1354+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	01/25/10
(2) 401 UTS FEDERAL NATL MORT ASSN II	P	07/19/04	01/25/10
(3) 68 SHS ISHARES - UTILITIES	P	01/08/08	02/18/10
(4) 1372+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	02/25/10
(5) 306+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	02/25/10
(6) 94 SHS STATE STREET	P	01/21/09	03/10/10
(7) 1332+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	03/25/10
(8) 427+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	03/25/10
(9) 1533+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	04/26/10
(10) 468+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	04/26/10
(11) 50 SHS ISHARES - MATERIALS	P	10/03/08	05/19/10
(12) 68 SHS ISHARES - MATERIALS	P	01/21/09	05/19/10
(13) \$50000 ADVANTA BK CORP DRAPER UT	P	10/07/08	05/24/10
(14) 1287+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	05/25/10
(15) 291+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	05/25/10

(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) 1,354		1,350	4
(2) 401		412	-11
(3) 4,846		7,091	-2,245
(4) 1,372		1,368	4
(5) 306		314	-8
(6) 4,274		1,630	2,644
(7) 1,332		1,329	3
(8) 427		439	-12
(9) 1,534		1,530	4
(10) 468		481	-13
(11) 2,862		2,527	335
(12) 3,892		2,383	1,509
(13) 50,000		50,000	
(14) 1,287		1,284	3
(15) 291		299	-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)			4
(2)			-11
(3)			-2,245
(4)			4
(5)			-8
(6)			2,644
(7)			3
(8)			-12
(9)			4
(10)			-13
(11)			335
(12)			1,509
(13)			
(14)			3
(15)			-8

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2010**

For calendar year 2010, 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) 1296+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	06/25/10
(2) 288+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	06/25/10
(3) 1696+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	07/26/10
(4) 356+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	07/26/10
(5) 1443+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	08/25/10
(6) 294+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	08/25/10
(7) 66 SHS COVANCE	P	01/21/09	09/01/10
(8) 39 SHS COVANCE	P	02/02/09	09/01/10
(9) 1547+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	09/27/10
(10) 1114+ UTS FNMA PASS THRU 4.5%	P	09/03/09	09/27/10
(11) 281+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	09/27/10
(12) \$75000 FHLB CONS BD 5.125%	P	02/14/08	09/29/10
(13) 1530+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	10/25/10
(14) 1143+ UTS FNMA PASS THRU 4.5%	P	09/03/09	10/25/10
(15) 306+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	10/25/10

(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) 1,296		1,293	3
(2) 288		296	-8
(3) 1,696		1,691	5
(4) 356		366	-10
(5) 1,444		1,440	4
(6) 295		303	-8
(7) 2,527		2,493	34
(8) 1,493		1,561	-68
(9) 1,547		1,543	4
(10) 1,115		1,157	-42
(11) 282		289	-7
(12) 75,000		75,000	
(13) 1,531		1,527	4
(14) 1,144		1,186	-42
(15) 306		315	-9

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)			3
(2)			-8
(3)			5
(4)			-10
(5)			4
(6)			-8
(7)			34
(8)			-68
(9)			4
(10)			-42
(11)			-7
(12)			
(13)			4
(14)			-42
(15)			-9

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2010**

For calendar year 2010, 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) 25 SHS DENTSPLY	P	01/23/08	10/28/10
(2) 86 SHS DENTSPLY	P	01/21/09	10/28/10
(3) 56 SHS DENTSPLY	P	02/02/09	10/28/10
(4) 1617+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	11/26/10
(5) 1101+ UTS FNMA PASS THRU 4.5%	P	09/03/09	11/26/10
(6) 281+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	11/26/10
(7) 48 SHS ISHARES - UTILITIES	P	01/08/08	12/07/10
(8) 13 SHS ISHARES - UTILITIES	P	01/23/08	12/07/10
(9) 6 SHS ISHARES - UTILITIES	P	01/21/09	12/07/10
(10) 1584+ UTS FEDERAL NATL MORT ASSN II	P	02/14/08	12/27/10
(11) 1125+ UTS FNMA PASS THRU 4.5%	P	09/03/09	12/27/10
(12) 315+ UTS FEDERAL NATL MORT ASSN II	P	07/19/04	12/27/10
(13) COOP STOCK REDEEMED	P	01/01/09	07/15/10
(14) LT CAP GAIN DISTRIBUTIONS			
(15)			

(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) 790		1,046	-256
(2) 2,718		2,267	451
(3) 1,770		1,535	235
(4) 1,618		1,613	5
(5) 1,102		1,143	-41
(6) 281		289	-8
(7) 3,687		5,005	-1,318
(8) 999		1,199	-200
(9) 461		406	55
(10) 1,584		1,579	5
(11) 1,125		1,167	-42
(12) 315		324	-9
(13) 40		40	
(14) 2,614			2,614
(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)			-256
(2)			451
(3)			235
(4)			5
(5)			-41
(6)			-8
(7)			-1,318
(8)			-200
(9)			55
(10)			5
(11)			-42
(12)			-9
(13)			
(14)			2,614
(15)			

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	\$ 63	\$ 63	\$
TOTAL	\$ 63	\$ 63	\$ 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	\$ 642	\$	\$	\$
TOTAL	\$ 642	\$ 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	\$ 12,955	\$ 12,955	\$	\$
EXPENSES LICENSES & FEES	15			15
TOTAL	\$ 12,970	\$ 12,955	\$ 0	\$ 15

Federal Statements**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	\$ 338,115	\$ 385,482	COST	\$ 404,278
STATE OBLIGATIONS	115,134	396,693	COST	391,844
TOTAL	<u>\$ 453,249</u>	<u>\$ 782,175</u>		<u>\$ 796,122</u>

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	\$ 1,041,070	\$ 866,340	COST	\$ 1,024,183
TOTAL	<u>\$ 1,041,070</u>	<u>\$ 866,340</u>		<u>\$ 1,024,183</u>

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	\$ 181,431	\$ 180,699	COST	\$ 186,940
TOTAL	<u>\$ 181,431</u>	<u>\$ 180,699</u>		<u>\$ 186,940</u>

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	\$ 295,805	\$ 121,905	COST	\$ 126,801
TOTAL	<u>\$ 295,805</u>	<u>\$ 121,905</u>		<u>\$ 126,801</u>

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**

Description	Amount
REDEMPTION OF COOP STOCK	\$ 40
TOTAL	\$ 40

STELLA LUPTON TRUST
2010 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	385,482	404,278
STATE OBLIGATIONS	<u>396,693</u>	<u>391,844</u>
	<u>782,175</u>	<u>796,122</u>
DETAIL FOR LINE 10b		
INVESTMENTS IN CORPORATE STOCK:		
ABBOTT LABS	6,359	5,462
ADOBE SYS INC	7,936	7,356
ACADIAN EMERGING MKT	94,471	118,238
AFLAC INC	5,147	5,530
AMERICAN EXPRESS	2,837	6,095
AMGEN INC	5,122	5,655
AUTO DATA PROCESSING	7,864	9,626
BECKTON DICKINSON & CO	5,577	6,170
BEMENT GRAIN CO.	1	215
BHP BILLITON	6,412	8,642
BLACKROCK COM	3,406	5,527
CATERPILLAR INC	7,018	8,898
CHEVRON CORP	7,244	8,578
CISCO SYS INC	8,293	7,971
COLGATE PALMOLIVE CO	6,751	7,635
CONOCO PHILLIPS	9,918	9,194
DANAHER CORP	5,069	6,509
DIAGEO PLC	6,147	8,622
DISNEY WALT CO	5,084	6,939
DREYFUS INVT FDS	10,426	17,918
EMC CORP	5,152	5,336
EXPEDITORS	3,806	7,153
EXXON MOBIL CORP	7,567	7,020
FIDELITY SMALL CAP	15,455	17,337
FIDELITY DIVERSIFIED INTL	62,602	66,554
FARM GR CHESTNUT	2	2
FARM GR DALTON CITY	1	1,381
FARM COOP DALTON 3RD	1	1
FLUOR CORP	4,955	7,024
GENERAL ELECTRIC	9,315	6,511
GOLDMAN SACHS TR EM MKT DEBT	38,661	40,704
INTL BUSINESS MACHINES	9,593	13,355
ISHARES - TELECOM	13,698	11,965
ISHARES MSCI EAFE INDEX	62,669	64,566
ISHARES S&P MIDCAP 400 INDEX	41,631	53,507

STELLA LUPTON TRUST
2010 990-PF
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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 RUSSELL 2000 INDEX	16,002	18,934
ITT	4,162	4,742
JOHNSON & JOHNSON	8,026	8,164
LILLY ELI & CO	7,288	5,641
MCDONALDS CORP	7,312	9,902
MEDTRONIC CORP	5,621	5,267
MICROSOFT CORP	7,206	8,457
NATIONAL-OILWELL INC	4,812	13,114
NIKE INC	5,267	7,859
NORTHERN TRUST	5,839	5,430
ORACLE CORP	7,483	11,863
PEPSICO INC	7,647	9,016
PIMCO COMMODITY FUND REAL RETURN	38,524	45,764
PIMCO FUNDS PAC INVT MGMT SER	26,419	26,468
PROCTOR AND GAMBLE CO	8,501	8,620
ROWE T PRICE MID-CAP	40,080	53,110
SCHLUMBERGER LTD	5,362	11,690
SEI INVESTMENTS	4,209	7,185
STAPLES INC	5,469	5,601
SYSCO CORP	7,031	8,320
TEMPLETON TIFI FOREIGN EQ	55,284	62,953
TEVA PHARMACEUTICAL	5,007	5,891
THIRD AVENUE GLBL REIT	45,212	51,771
US BANCORP	4,128	5,151
UNITED TECHNOLOGIES CORP	4,753	5,432
VANGUARD TOTAL BOND MKT INDEX	14,648	17,631
WAL-MART STORES INC	7,126	7,928
WASTE MANAGEMENT	3,404	5,346
WELLS FARGO & CO NEW	5,494	6,167
ACCENTURE LTD BERMUDA	7,919	10,619
TRANSOCEAN INC	4,915	6,951
TOTAL INVESTMENTS - CORPORATE STOCK	<u>866,340</u>	<u>1,024,183</u>

STELLA LUPTON TRUST
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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 10c INVESTMENT IN CORPORATE BONDS:		
BANK ONE CORP 5.9% 11/15/2011	40,348	41,713
GENERAL ELEC CAP CORP 4.2% 2/15/14	75,000	77,491
GOLDMAN SACHS 4.75% 7/15/13	40,168	42,611
SNTNDR 6.375% 02/15/11	25,183	25,125
TOTAL INVESTMENTS - CORPORATE BONDS	<u>180,699</u>	<u>186,940</u>
DETAIL FOR LINE 13 INVESTMENT IN OTHER INVESTMENTS:		
BMW BK NORTH AMER UTAH CD 3.05% 5/29/12	30,000	30,890
FEDERAL NAT'L MORTG ASSN FNMA 4.5%	48,855	51,902
FNMA PASS-THRU INT 4.5%	35,684	36,393
FEDERAL NAT'L MORTG ASSN 5%	<u>7,366</u>	<u>7,616</u>
LONG TERM FIXED INCOME SECURITIES	<u>121,905</u>	<u>126,801</u>

Stella Lupton Trust
EIN # 37-6135114
2010 990-PF

Farm Income:

Cash rent	58,650	
Dwelling rents	1,800	
Right of way payments	<u>1,440</u>	
Total income		61,890

Farm Expenses:

Insurance	666	
Real estate taxes	6,536	
Management fees	4,322	
Supplies	<u>1,431</u>	
Total expenses		<u>12,955</u>
Net income		<u><u>48,935</u></u>