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

2011

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

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation

KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.

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

515 WASHINGTON STREET

A Employer identification number

26-2691699

B Telephone number

(660) 646-4522

City or town, state, and ZIP code

CHILLICOTHE, MO 64601

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

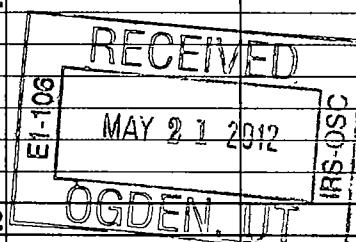
H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
(\$ 2,869,648.08) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,327,529.22		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4.60	4.60		STATEMENT 1
4 Dividends and interest from securities		60,254.00	60,254.00		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,100.32			
b Gross sales price for all assets on line 6a	927,736.90				
7 Capital gain net income (from Part IV, line 2)			1,100.32		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		1,388,888.14	61,358.92		
13 Compensation of officers, directors, trustees, etc		0.00	0.00		0.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	845.00	0.00		845.00
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	146.17	0.00		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	22,476.07	22,431.07		45.00
24 Total operating and administrative expenses. Add lines 13 through 23		23,467.24	22,431.07		890.00
25 Contributions, gifts, grants paid		72,000.00			72,000.00
26 Total expenses and disbursements. Add lines 24 and 25		95,467.24	22,431.07		72,890.00
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,293,420.90			
b Net investment income (if negative, enter -0-)			38,927.85		
c Adjusted net income (if negative, enter -0-)				N/A	

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

SCANNED JUN 06 2012

Revenue
Operating and Administrative Expenses

**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

Form 990-PF(2011)

26-2691699

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	Cash - non-interest-bearing	233,077.64	95.26	95.26	
	2	Savings and temporary cash investments	11,342.59	61,507.00	61,507.00	
	3	Accounts receivable ►				
		Less: allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ►				
		Less: allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 6	0.00	409,082.40	425,513.83
	b	Investments - corporate stock	STMT 7	635,008.00	1,170,008.18	1,510,700.65
	c	Investments - corporate bonds	STMT 8	0.00	519,293.70	507,941.70
	11	Investments - land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 9	329,380.07	342,242.66	363,889.64
	14	Land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	15	Other assets (describe ►)				
	16	Total assets (to be completed by all filers)		1,208,808.30	2,502,229.20	2,869,648.08
	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ►)				
	23	Total liabilities (add lines 17 through 22)		0.00	0.00	
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		1,208,808.30	2,502,229.20	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ► <input 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				
	30	Total net assets or fund balances		1,208,808.30	2,502,229.20	
	31	Total liabilities and net assets/fund balances		1,208,808.30	2,502,229.20	

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	1,208,808.30
2	Enter amount from Part I, line 27a	2	1,293,420.90
3	Other increases not included in line 2 (itemize) ►	3	0.00
4	Add lines 1, 2, and 3	4	2,502,229.20
5	Decreases not included in line 2 (itemize) ►	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,502,229.20

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Form 990-PF (2011)

**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

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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 CITIZENS BANK & TRUST		P	VARIOUS	VARIOUS
b CITIZENS BANK & TRUST		P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
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 276,752.93		308,945.35	-32,192.42	
b 649,300.63		617,691.23	31,609.40	
c 1,683.34			1,683.34	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			-32,192.42	
b			31,609.40	
c			1,683.34	
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,100.32
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	10,393.83	356,784.77	.029132
2009	6,019.00	226,984.00	.026517
2008	1,683.00	61,380.00	.027419
2007			
2006			

2 Total of line 1, column (d) 2 .083068

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 .027689

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 2,690,317.95

5 Multiply line 4 by line 3 5 74,492.21

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 389.28

7 Add lines 5 and 6 7 74,881.49

8 Enter qualifying distributions from Part XII, line 4 8 72,890.00

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

Refunded ►

1	778.56
2	0.00
3	778.56
4	0.00
5	778.56
7	0.00
8	3.54
9	782.10
10	
11	

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X
1b		X
1c		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0.00 (2) On foundation managers. ► \$ 0.00e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.00

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.*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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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*8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MOb 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*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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

STMT 10

10 X

Form 990-PF (2011)

**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

Form 990-PF (2011)

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14 The books are in care of ► JULIE BOTHWELL		Telephone no. ► (660) 755-4411
Located at ► 17121 LIV 403, MOORESVILLE, MO		ZIP+4 ► 64664
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		► 15 N/A
16 At any time during calendar year 2011, 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
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 2011?	► 1b	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" 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 instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	► 2b	
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 2011 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 2011)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	► 3b	
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 2011?	4a X	
	► 4b X	

Form 990-PF (2011)

**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.00	0.00	0.00

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

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

Total number of other employees paid over \$50,000

►

0

Form 990-PF (2011)

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12-02-11

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6 2011.03040 KENNETH F. CHURCHILL AND EU G6310_1

KENNETH F. CHURCHILL AND

Form 990-PF(2011) EUGENIA M. CHURCHILL FOUNDATION, INC.

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

0.00

2

3

4

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ►

0.00

Form 990-PF (2011)

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**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 2,618,781.96
b	Average of monthly cash balances	1b 112,505.30
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 2,731,287.26
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00
2	Acquisition indebtedness applicable to line 1 assets	2 0.00
3	Subtract line 2 from line 1d	3 2,731,287.26
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 40,969.31
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,690,317.95
6	Minimum investment return. Enter 5% of line 5	6 134,515.90

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

1	Minimum investment return from Part X, line 6	1 134,515.90
2a	Tax on investment income for 2011 from Part VI, line 5	2a 778.56
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 778.56
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 133,737.34
4	Recoveries of amounts treated as qualifying distributions	4 0.00
5	Add lines 3 and 4	5 133,737.34
6	Deduction from distributable amount (see instructions)	6 0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 133,737.34

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 72,890.00
b	Program-related investments - total from Part IX-B	1b 0.00
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 72,890.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 72,890.00

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.

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				133,737.34
2 Undistributed income, if any, as of the end of 2011			12,604.07	
a Enter amount for 2010 only				
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 72,890.00			12,604.07	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount				60,285.93
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:	0.00			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				73,451.41
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

Form 990-PF (2011)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling			
1 b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
2 b	85% of line 2a			
2 c	Qualifying distributions from Part XII, line 4 for each year listed			
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities			
2 e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon:			
a	'Assets' alternative test - enter:			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed			
c	'Support' alternative test - enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

APPLICATIONS ARE NOT CURRENTLY BEING ACCEPTED

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:

SCHOLARSHIPS ARE LIMITED TO GRADUATES OF LIVINGSTON COUNTY, MO AND LINN COUNTY, MO HIGH SCHOOLS.

KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.

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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				
PAM CONSTANT 2116 OAKLAWN DRIVE <u>CHILLICOTHE, MO 64601</u>	NONE	N/A	TEACHER AWARD	2,500.00
LAUREN UPTON 21469 LIV 435 <u>DAWN, MO 64638</u>	NONE	N/A	SCHOLARSHIP	3,000.00
MAGGIE ASSEL 22176 HWY F <u>DAWN, MO 64638</u>	NONE	N/A	SCHOLARSHIP	3,000.00
MEGAN VANDYKE 13697 BOOKER ROAD <u>LINNEUS, MO 64653</u>	NONE	N/A	SCHOLARSHIP	3,000.00
SHAWNETTE GREER 910 VINE STREET <u>CHILLICOTHE, MO 64601</u>	NONE	N/A	SCHOLARSHIP	3,000.00
Total	SEE CONTINUATION SHEET(S)			► 3a 72,000.00
b Approved for future payment				
NONE				
Total				► 3b 0.00

Form 990-PF (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income (e)
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	4.60	
4 Dividends and interest from securities			14	60,254.00	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,100.32	
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)		0.00		61,358.92	0.00
13 Total. Add line 12, columns (b), (d), and (e)			13		61,358.92
(See worksheet in line 13 instructions to verify calculations.)					

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

KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.

26-2691699

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
UNITED METHODIST CHURCH 1414 WALNUT STREET CHILlicothe, MO 64601	NONE	N/A	SCHOLARSHIPS	2,500.00
SOUTHWEST LIVINGSTON COUNTY R-I SCHOOL DISTRICT 4944 HIGHWAY DD LUDLOW, MO 64656	NONE	N/A	HIGH JUMP PIT	600.00
EMILY MORGAN 29480 AVA DRIVE WHEELING, MO 64688	NONE	N/A	SCHOLARSHIP	3,000.00
BAILEY KEITH 1712 BOYD STREET CHILlicothe, MO 64601	NONE	N/A	SCHOLARSHIP	3,000.00
ALEXANDRA BLACK 2638 LIV 418 LUDLOW, MO 64656	NONE	N/A	SCHOLARSHIP	3,000.00
MICHAEL BROOKMAN 120 LEAVELL CHULA, MO 64635	NONE	N/A	SCHOLARSHIP	1,000.00
TYLER WAGY 202 N BECK STREET BOSWORTH, MO 64623	NONE	N/A	SCHOLARSHIP	1,000.00
LUCAS WILLIAMS 31292 DD HWY BROWNING, MO 64630	NONE	N/A	SCHOLARSHIP	1,000.00
LINDA SINGLETON 22498 TOPEKA AVENUE TRIPLETT, MO 65286	NONE	N/A	TEACHER AWARD	2,500.00
KASEY YOUNG 12881 AMES RD MEADVILLE, MO 64659	NONE	N/A	TEACHER AWARD	2,500.00
Total from continuation sheets				57,500.00

**KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.**

26-2691699

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
APRIL SUDDITH 10592 CR 195 DAWN, MO 64638	NONE	N/A	TEACHER AWARD	2,500.00
VERN R. GLICK AMERICAN LEGION POST #25 P.O. BOX 781 CHILlicothe, MO 64601	NONE	N/A	AMERICAN LEGION BASEBALL, BOYS & GIRLS STATE	1,400.00
FFA ALUMNI ASSOCIATION 1200 FAIR STREET CHILlicothe, MO 64601	NONE	N/A	WASHRACK	6,000.00
BROCK LARSON 15251 LIV 407 MOORESVILLE, MO 64664	NONE	N/A	SCHOLARSHIP	3,000.00
ZACH DOUGLAS 309 SHERIDAN STREET WHEELING, MO 64688	NONE	N/A	SCHOLARSHIP	3,000.00
DILLIAN HOWE 25605 HWY EE MEADVILLE, MO 64659	NONE	N/A	SCHOLARSHIP	3,000.00
MEADVILLE R-IV SCHOOL DISTRICT 101 WEST CRANDALL STREET MEADVILLE, MO 64659	NONE	N/A	BLEACHERS	6,000.00
CHILlicothe EDUCATIONAL FOUNDATION P.O. BOX 620 CHILlicothe, MO 64601	NONE	N/A	ATHLETIC STADIUM	12,500.00
<hr/>				
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011**Name of the organization****KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.****Employer identification number****26-2691699****Organization type (check one)****Filers of:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use **exclusively** for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an **exclusively** religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.

Employer identification number

26-2691699

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KENNETH F. CHURCHILL AND EUGENIA M. CHURCHILL CHARITABLE REMAINDER TRUST 515 WASHINGTON STREET CHILLYCOTHE, MO 64601	\$ 0.74	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CHURCHILL EMPLOYEES PROFIT SHARING TRUST 515 WASHINGTON STREET CHILLYCOTHE, MO 64601	\$ 44,179.54	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	CHURCHILL EMPLOYEES PROFIT SHARING TRUST 515 WASHINGTON STREET CHILLYCOTHE, MO 64601	\$ 1,283,348.94	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.

Employer identification number

26-2691699

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	PUBLICLY TRADED CORPORATE STOCKS	\$ 1,283,348.94	01/07/11
		\$	
		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

KENNETH F. CHURCHILL AND
EUGENIA M. CHURCHILL FOUNDATION, INC.

Employer identification number

26-2691699

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITIZENS BANK & TRUST	4.60
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.60

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIZENS BANK & TRUST	61,937.34	1,683.34	60,254.00
TOTAL TO FM 990-PF, PART I, LN 4	61,937.34	1,683.34	60,254.00

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	845.00	0.00		845.00
TO FORM 990-PF, PG 1, LN 16B	845.00	0.00		845.00

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	146.17	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	146.17	0.00		0.00

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITIZENS BANK & TRUST FEES	22,431.07	22,431.07		0.00
MISSOURI ANNUAL REGISTRATION	45.00	0.00		45.00
TO FORM 990-PF, PG 1, LN 23	22,476.07	22,431.07		45.00

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BONDS & NOTES	X		230,855.81	247,490.44
U.S. GOVERNMENT AGENCIES	X		178,226.59	178,023.39
TOTAL U.S. GOVERNMENT OBLIGATIONS			409,082.40	425,513.83
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			409,082.40	425,513.83

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,170,008.18	1,510,700.65
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,170,008.18	1,510,700.65

KENNETH F. CHURCHILL AND EUGENIA M. CHUR

26-2691699

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & NOTES	519,293.70	507,941.70
TOTAL TO FORM 990-PF, PART II, LINE 10C	519,293.70	507,941.70

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME MUTUAL FUNDS	FMV	187,217.37	191,787.94
EQUITIES MUTUAL FUNDS	FMV	155,025.29	172,101.70
TOTAL TO FORM 990-PF, PART II, LINE 13		342,242.66	363,889.64

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR

ADDRESS

KENNETH F. CHURCHILL

1805 POLK STREET
CHILlicothe, MO 64601KENNETH F. CHURCHILL AND EUGENIA M. 515 WASHINGTON STREET
CHURCHILL CHARITABLE REMAINDER
TRUST

CHILlicothe, MO 64601

CHURCHILL EMPLOYEES PROFIT SHARING

515 WASHINGTON STREET

TRUST

CHILlicothe, MO 64601

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
KENNETH F. CHURCHILL, JR. 125 PEACEFUL MEADOW COURT LAKE SAINT LOUIS, MO 63367	PRESIDENT 0.50	0.00	0.00 0.00
PATRICIA F. CHURCHILL 606 CRABAPPLE LANE LIBERTY, MO 64068	VICE-PRESIDENT 0.50	0.00	0.00 0.00
JULIE BOTHWELL 17121 LIV 403 MOORESVILLE, MO 64664	SECRETARY/TREASURER 0.50	0.00	0.00 0.00
CONNIE RAE MOORE 27951 NORTH 103RD PLACE SCOTTSDALE, AZ 85262	DIRECTOR 0.50	0.00	0.00 0.00
DANA J. MACOUBRIE 2107 WOODCREST DRIVE CHILLYCOTHE, MO 64601	DIRECTOR 0.50	0.00	0.00 0.00
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.00	0.00 0.00