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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2011Department 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 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation CLINE-LOFFTUS FOUNDATION		A Employer identification number 37-1216128
Number and street (or P O box number if mail is not delivered to street address) 57 S E. PUBLIC SQUARE	Room/suite	B Telephone number (see instructions) 309-734-3193
City or town, state, and ZIP code MONMOUTH, IL 61462		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2397838	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8461	8461	8461	
	4 Dividends and interest from securities	15788	15788	15788	
	5a Gross rents	58650	58650	58650	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(9449)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		(9449)		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7	7	7	
	12 Total. Add lines 1 through 11	73457	73457	82906	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	13500	6750	0	
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	834	417	0	
	b Accounting fees (attach schedule)	6250	0	0	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11172	10195	0	
	19 Depreciation (attach schedule) and depletion	65	65	0	
	20 Occupancy	595	595	0	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15885	14020	0	
	24 Total operating and administrative expenses. Add lines 13 through 23	48301	32042	0	
	25 Contributions, gifts, grants paid	125000			
	26 Total expenses and disbursements. Add lines 24 and 25	173301	32042	0	
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(99844)			
	b Net investment income (if negative, enter -0-)		41415		
	c Adjusted net income (if negative, enter -0-)			82906	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	100160	73835	73835		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges	8313	7899	7899		
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	507228	486014	406558		
	c Investments—corporate bonds (attach schedule)	168092	117629	124040		
	11 Investments—land, buildings, and equipment: basis ▶ 523928					
Less: accumulated depreciation (attach schedule) ▶ 10639	513354	513289	1785000			
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)	757	506	506			
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	1297904	1199172	2397838			
Liabilities	17 Accounts payable and accrued expenses	17351	18463			
	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)	17351	18463			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31. <input type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	10000	10000			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds	1270553	1170709			
	30 Total net assets or fund balances (see instructions)	1280553	1180709			
31 Total liabilities and net assets/fund balances (see instructions)	1297904	1199172				

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	1270553
2 Enter amount from Part I, line 27a	2	(99844)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1170709
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	1170709

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	SHORT TERM - SCHEDULES ATTACHED			
b	LONG TERM - SCHEDULES ATTACHED			
c	MUTUAL FUND CAPITAL GAINS			
d	FRACTIONAL SHARES			
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			(4488)	
b			(5095)	
c			118	
d			16	
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			(4488)	
b			(5095)	
c			118	
d			16	
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	(9449)	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	124443	2315275	.053749
2009	110000	2076650	.052970
2008	100000	2093888	.047758
2007	120000	2358788	.050874
2006	120000	2318720	.051752
2	Total of line 1, column (d)	2	.257103
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	.0514206
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2346882
5	Multiply line 4 by line 3	5	120678
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	414
7	Add lines 5 and 6	7	121092
8	Enter qualifying distributions from Part XII, line 4 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.	8	125000

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		414
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		
3	Add lines 1 and 2	3		414
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		414
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		7245
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		7245
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		6831
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 6831 Refunded	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			N/A
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)?		✓
	<i>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.</i>		
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. \$ (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? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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? <i>If "No," attach explanation</i>	8b	✓
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)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ N/A				
14	The books are in care of ▶ JANE HARTLEY PRATT	Telephone no. ▶	309-734-3193	
	Located at ▶ 57 S.E. PUBLIC SQUARE, MONMOUTH, IL	ZIP+4 ▶	61462	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ N/A			✓

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)?	1b	✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM R. PILLMAN 6024 N WEDGEWOOD LANE, PEORIA, IL	PRESIDENT 6 HR	4500	0	0
JANE H PRATT 415 N 9TH STREET, MONMOUTH, IL	SECRETARY 5 HR	4500	0	0
DOROTHY RICKETTS 202 N. G STREET, MONMOUTH, IL	TREASURER 5 HR	4500	0	0

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

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

Total number of other employees paid over \$50,000 ☒ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	591135
b	Average of monthly cash balances	1b	86998
c	Fair market value of all other assets (see instructions)	1c	1704488
d	Total (add lines 1a, b, and c)	1d	2382621
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2382621
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	35739
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2346882
6	Minimum investment return. Enter 5% of line 5	6	117344

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	117344
2a	Tax on investment income for 2011 from Part VI, line 5	2a	414
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	414
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	116930
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	116930
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	116930

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	125000
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	125000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	414
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	124586

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				116930
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			58546	
b Total for prior years' 20____, 20____, 20____		0		
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			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ _____				
a Applied to 2010, but not more than line 2a			58546	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				66454
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				50476
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
82906	70842	75052	69699	298499
70470	60216	63794	59244	253724
125000	125000	110000	100000	460000
0	0	0	0	0
125000	125000	110000	100000	460000
1199172	1297904	1382116	1580279	5459471
1199172	1297904	1382116	1580279	5459471
78222	77168	69215	69789	294394
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
73457	86964	(40705)	1371	121087

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test—enter.

(1) Value of all assets **1199172**

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) **1199172**

b "Endowment" alternative test—enter ²/₃ of minimum investment return shown in Part X, line 6 for each year listed **78222**

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) **0**

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) **0**

(3) Largest amount of support from an exempt organization **0**

(4) Gross investment income **73457**

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).)

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 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:

JANE HARTLEY PRATT, 57 S.E. PUBLIC SQUARE, MONMOUTH, IL 61462

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED				125000
Total			3a	125000
b <i>Approved for future payment</i> NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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?	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	<input checked="" type="checkbox"/>
(2) Other assets	1a(2)	<input checked="" type="checkbox"/>
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	<input checked="" type="checkbox"/>
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	<input checked="" type="checkbox"/>
(3) Rental of facilities, equipment, or other assets	1b(3)	<input checked="" type="checkbox"/>
(4) Reimbursement arrangements	1b(4)	<input checked="" type="checkbox"/>
(5) Loans or loan guarantees	1b(5)	<input checked="" type="checkbox"/>
(6) Performance of services or membership or fundraising solicitations	1b(6)	<input checked="" type="checkbox"/>
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	<input checked="" type="checkbox"/>
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.		

[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

**Sign
Here**

William Ray Palmer
Signature of officer or trustee

53412
Date

► President
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
WILLIAM R. PILLMAN

Preparer's signature

William Perry Pelham CPA 5-31-12

Date

Check ☒ if self-employed

PTIN	
------	--

P00758693

Firm's name ► **WILLIAM R. PILLMAN, C.P.A.**

Firm's address ► 1921 W. ALTORFER DRIVE, PEORIA, IL 61615

Firm's EIN ▶ 37-1312111

Phone no	309-713-2812
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Depreciation and Amortization (Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2011
Attachment
Sequence No **179**

Name(s) shown on return
CLINE-LOFTUS FOUNDATION

Business or activity to which this form relates
FARMING

Identifying number
37-1216128

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	65
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	65
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No				24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No				
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) .							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 .							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 .							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles) .												
31 Total commuting miles driven during the year .												
32 Total other personal (noncommuting) miles driven .												
33 Total miles driven during the year. Add lines 30 through 32 .												
34 Was the vehicle available for personal use during off-duty hours? .	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person? .												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? .		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners .		
39 Do you treat all use of vehicles by employees as personal use? .		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? .		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.) .		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions):					
43 Amortization of costs that began before your 2011 tax year .					43
44 Total. Add amounts in column (f). See the instructions for where to report .					44

MORGAN STANLEY SMITH BARNEY ACCT 592-01002-10
2011 SHORT TERM TRADES

Page 1 of 1

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 592-02183-19
2011 SHORT TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS	PRICE	BASIS	PRICE	BASIS	
CONMED CV SR SUB NOTES BOOK	04/08/10	01/24/11	1,990.00	1,970.00	1,990.00	1,970.00	20.00	20.00	
TEVA PHARMACEUTICAL INDS LTD ADR	02/04/11	02/04/11	0.32	0.32	0.32	0.32	0.00	0.00	
TEVA PHARMACEUTICAL INDS LTD ADR	08/11/10	02/04/11	1,081.15	1,137.23	1,081.15	1,137.23	(56.08)	(56.08)	
TEVA PHARMACEUTICAL INDS LTD ADR	08/16/10	02/04/11	1,081.15	1,142.15	1,081.15	1,142.15	(61.00)	(61.00)	
FORD MOTOR COMPANY	08/11/10	02/10/11	3,817.10	3,016.71	3,817.10	3,016.71	800.39	800.39	
TEVA PHARMACEUTICAL INDS LTD ADR	02/04/11	02/18/11	466.66	486.58	466.66	486.58	(19.92)	(19.92)	
FISHER SCIENTIFIC INTL CONV	08/11/10	04/14/11	2,764.17	2,387.96	2,764.17	2,387.96	376.21	376.21	
CEPHALON INC CONV	08/11/10	05/02/11	3,692.51	3,205.56	3,692.51	3,205.56	486.95	486.95	
EMC CORP GLOBAL	10/13/10	05/23/11	1,742.73	1,396.88	1,742.73	1,396.88	345.85	345.85	
AMR CORP CONV	09/23/10	07/22/11	902.12	976.36	902.12	976.36	(74.24)	(74.24)	
TEXTRON INC CONV	10/28/10	10/13/11	3,048.06	3,440.65	3,048.06	3,440.65	(392.59)	(392.59)	
GENERAL MOTORS COMPANY 4.75%	11/22/10	10/24/11	366.47	455.48	366.47	455.48	(89.01)	(89.01)	
GOODYEAR TIRE & RUBBER CO	05/10/11	10/24/11	818.87	1,042.65	818.87	1,042.65	(223.78)	(223.78)	
STANLEY BLACK & DECKER UNITS	11/04/10	10/24/11	796.93	741.63	796.93	741.63	55.30	55.30	
AVIS BUDGET GROUP INC	02/10/11	10/27/11	1,137.50	1,225.82	1,137.50	1,225.82	(88.32)	(88.32)	
CHESAPEAKE ENERGY CONV	05/06/11	10/27/11	1,086.25	1,149.32	1,086.25	1,149.32	(63.07)	(63.07)	
COINSTAR INC CON	05/31/11	10/27/11	1,540.00	1,510.30	1,540.00	1,510.30	29.70	29.70	
COVANTA HOLDINGS CORP CNV	11/10/10	10/27/11	1,110.00	1,156.16	1,110.00	1,156.16	(46.16)	(46.16)	
GILEAD SCIENCES INC	08/12/11	10/27/11	1,107.50	1,080.64	1,107.50	1,080.64	26.86	26.86	
INTL GAME TECHNOLOGY CONV	02/10/11	10/27/11	1,187.50	1,175.06	1,187.50	1,175.06	12.44	12.44	
LUCENT TECHNOLOGIES INC CONV	05/31/11	10/27/11	950.00	990.00	950.00	990.00	(40.00)	(40.00)	
MF GLOBAL HOLDINGS LTD	02/22/11	10/27/11	980.00	2,079.42	980.00	2,079.42	(1,099.42)	(1,099.42)	
MGM RESORTS INTERNATIONAL	04/21/11	10/27/11	1,004.00	1,069.51	1,004.00	1,069.51	(65.51)	(65.51)	
MASSEY ENERGY CO CONV 3.25%	05/12/11	10/27/11	925.00	1,079.70	925.00	1,079.70	(154.70)	(154.70)	
MYLAN LABORATORIES INC SR	01/24/11	10/27/11	1,006.25	1,138.47	1,006.25	1,138.47	(132.22)	(132.22)	
NEWMONT MINING CORP NTS REV CV	10/28/10	10/27/11	1,495.00	1,412.74	1,495.00	1,412.74	82.26	82.26	
CORE LABORATORIES N V-USD	10/31/11	10/31/11	76.53	74.62	76.53	74.62	1.91	1.91	
CORE LABORATORIES N V-USD	10/31/11	11/10/11	4,922.50	4,355.95	4,922.50	4,355.95	566.55	566.55	
SAVIENT PHARMACEUTICALS INC	05/10/11	12/14/11	430.00	1,101.72	430.00	1,101.72	(671.72)	(671.72)	
SAVIENT PHARMACEUTICALS INC	05/11/11	12/14/11	430.00	1,093.64	430.00	1,093.64	(663.64)	(663.64)	
TOTALS:			41,956.27	43,093.23	41,956.27	43,093.23	(1,136.96)	(1,136.96)	

CLINE-LOFFTUS
 ATALANTA ACCT 592-72446-15
 2011 SHORT TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS					
AT&T INC	09/09/10	01/11/11	1,395.47	1,388.74					6.73
FREEMPORT MCMORAN COPPER & GOLD	10/13/10	01/25/11	1,053.74	986.58					67.16
FREEMPORT MCMORAN COPPER & GOLD	10/14/10	01/25/11	105.37	99.69					5.68
MERCK & CO INC NEW	06/15/10	01/04/11	937.46	928.59					8.87
MERCK & CO INC NEW	07/12/10	01/04/11	468.73	468.95					(0.22)
MERCK & CO INC NEW	07/15/10	01/04/11	937.47	944.81					(7.34)
PHILIP MORRIS INTL INC	08/10/10	01/06/11	579.55	528.31					51.24
PHILIP MORRIS INTL INC	08/10/10	01/12/11	450.40	422.65					27.75
PHILIP MORRIS INTL INC	09/20/10	01/12/11	394.10	392.53					1.57
PHILIP MORRIS INTL INC	10/14/10	01/12/11	506.70	519.04					(12.34)
3M COMPANY	03/09/10	01/06/11	601.60	573.37					28.23
3M COMPANY	07/27/10	01/06/11	945.36	953.21					(7.85)
DEERE & CO	11/12/10	02/24/11	1,154.16	1,007.51					146.65
E I DU PONT DE NEMOURS & CO	03/24/10	02/24/11	953.71	696.42					257.29
GOLDMAN SACHS GROUP INC	07/29/10	02/09/11	825.91	763.12					62.79
LAS VEGAS SANDS CORP	09/22/10	02/04/11	375.47	260.41					115.06
MCDONALDS CORP	08/13/10	02/07/11	883.99	867.19					16.80
TARGET CORP	12/21/10	02/02/11	960.29	1,067.88					(107.59)
TEVA PHARMECEUTICALS INDS LTD ADR	09/08/10	02/08/11	514.66	542.33					(27.67)
TEVA PHARMECEUTICALS INDS LTD ADR	09/22/10	02/08/11	514.66	551.41					(36.75)
LAS VEGAS SANDS CORP	09/22/10	03/01/11	388.42	292.95					95.47
LAS VEGAS SANDS CORP	09/22/10	03/08/11	506.79	390.61					116.18
LAS VEGAS SANDS CORP	10/29/10	03/08/11	549.02	590.77					(41.75)
AMERICAN TOWER CORP CLASS A	07/08/10	04/05/11	717.58	649.05					68.53
BAIDU INC SPON ADR RPTNG	11/02/10	04/28/11	449.56	328.88					120.68
FREEMPORT MCMORAN COPPER & GOLD	10/14/10	04/15/11	408.40	398.78					9.62
FREEMPORT MCMORAN COPPER & GOLD	10/21/10	04/15/11	255.25	241.80					13.45
GOODRICH CORP	02/02/11	04/08/11	511.59	553.80					(42.21)
GOODRICH CORP	02/02/11	04/11/11	507.84	553.79					(45.95)
PEABODY ENERGY CORP	06/24/10	04/12/11	447.49	296.73					150.76
VALE S A SPON ADR	04/16/10	04/06/11	33.70	33.33					0.37

CLINE-LOFFTUS

ATALANTA ACCT 592-72446-15
2011 SHORT TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS					
VALE S A SPON ADR	04/28/10	04/06/11	640.26	580.78				59.48	
VALE S A SPON ADR	06/21/10	04/06/11	606.57	498.25				108.32	
WELLS FARGO & CO NEW	12/10/10	04/14/11	1,026.35	1,034.44				(8.09)	
WELLS FARGO & CO NEW	12/22/10	04/20/11	460.02	505.11				(45.09)	
WELLS FARGO & CO NEW	02/09/11	04/20/11	546.28	635.39				(89.11)	
BAIDU INC SPON ADR RPTNG	11/02/10	05/13/11	527.52	438.50				89.02	
BHP BILLITON LTD SPONS	02/07/11	05/12/11	1,026.62	1,041.98				(15.36)	
CITIGROUP INC	01/03/11	05/06/11	16.52	18.25				(1.73)	
CITIGROUP INC	01/06/11	05/06/11	8.26	9.35				(1.09)	
CITIGROUP INC	03/09/11	05/06/11	10.58	11.10				(0.52)	
CONOCOPHILLIPS	01/05/11	05/03/11	899.51	810.12				89.39	
CONOCOPHILLIPS	01/05/11	05/12/11	285.39	270.04				15.35	
CONOCOPHILLIPS	02/07/11	05/12/11	214.04	217.11				(3.07)	
GOLDMAN SACHS GROUP INC	07/29/10	05/13/11	140.26	152.62				(12.36)	
GOLDMAN SACHS GROUP INC	08/02/10	05/13/11	420.77	459.49				(38.72)	
GOLDMAN SACHS GROUP INC	09/09/10	05/13/11	140.25	149.65				(9.40)	
PEABODY ENERGY CORP	06/24/10	05/16/11	530.30	381.52				148.78	
RIO TINTO PLC-GBP	02/08/11	05/03/11	981.08	1,069.23				(88.15)	
CITIGROUP INC	01/03/11	06/08/11	663.23	878.62				(215.39)	
FREEMPORT MCMORAN COPPER & GOLD	10/21/10	06/15/11	245.50	241.79				3.71	
FREEMPORT MCMORAN COPPER & GOLD	12/02/10	06/15/11	491.01	536.13				(45.12)	
FREEMPORT MCMORAN COPPER & GOLD	12/07/10	06/15/11	294.61	338.21				(43.60)	
GENERAL MOTORS COMPANY	01/11/11	06/02/11	800.95	1,057.58				(256.63)	
GENERAL MOTORS COMPANY	04/05/11	06/02/11	444.97	489.97				(45.00)	
PEABODY ENERGY CORP	06/24/10	06/06/11	348.77	254.34				94.43	
PEABODY ENERGY CORP	08/02/10	06/06/11	232.51	193.99				38.52	
PEABODY ENERGY CORP	08/02/10	06/10/11	728.12	630.47				97.65	
RED HAT INC	10/29/10	06/17/11	165.09	168.91				(3.82)	
RED HAT INC	11/01/10	06/17/11	412.72	425.63				(12.91)	
RED HAT INC	11/02/10	06/17/11	206.36	215.68				(9.32)	
CSX CORP	01/12/11	08/24/11	676.40	756.79				(80.39)	

CLINE-LOFFTUS
ATALANTA ACCT 592-72446-15
2011 SHORT TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)	
	ACQUIRED	SOLD	PRICE	BASIS						
CSX CORP	01/13/11	08/24/11	266.46	298.64					(32.18)	
CHEVRON CORP	04/18/11	08/08/11	469.11	518.27					(49.16)	
CHEVRON CORP	04/18/11	08/09/11	462.70	518.27					(55.57)	
CONOCOPHILLIPS	02/07/11	08/08/11	193.74	217.11					(23.37)	
CONOCOPHILLIPS	03/22/11	08/08/11	322.90	386.79					(63.89)	
CONOCOPHILLIPS	03/22/11	08/09/11	445.69	541.51					(95.82)	
EMC CORP-MASS	04/20/11	08/18/11	646.07	899.16					(253.09)	
GOLDMAN SACHS GROUP INC	09/09/10	08/08/11	238.01	299.31					(61.30)	
GOLDMAN SACHS GROUP INC	10/20/10	08/08/11	119.01	158.59					(39.58)	
NETAPP INC	11/10/10	08/02/11	729.92	912.65					(182.73)	
NETAPP INC	11/10/10	08/18/11	67.93	114.08					(46.15)	
NETAPP INC	12/02/10	08/18/11	373.59	589.87					(216.28)	
NETAPP INC	04/25/11	08/18/11	305.66	470.29					(164.63)	
PEABODY ENERGY CORP	09/01/10	08/24/11	428.96	448.35					(19.39)	
PEABODY ENERGY CORP	12/02/10	08/24/11	343.16	502.51					(159.35)	
QUALCOMM INC	01/06/11	08/26/11	535.62	576.47					(40.85)	
RED HAT INC	11/02/10	08/03/11	160.61	172.55					(11.94)	
RED HAT INC	12/03/10	08/03/11	481.82	566.03					(84.21)	
RED HAT INC	12/08/10	08/03/11	321.20	383.19					(61.99)	
STARWOOD HOTELS & RESORTS	02/03/11	08/04/11	431.92	541.20					(109.28)	
UNITED PARCEL SERVICE CL B	09/22/10	08/08/11	381.69	406.16					(24.47)	
APACHE CORP	01/04/11	09/06/11	474.27	605.12					(130.85)	
BAIDU INC SPON ADR RPTNG	11/02/10	09/30/11	205.94	219.25					(13.31)	
BAIDU INC SPON ADR RPTNG	11/10/10	09/30/11	514.85	545.03					(30.18)	
CSX CORP	01/13/11	09/21/11	38.07	45.95					(7.88)	
CSX CORP	01/25/11	09/21/11	57.11	69.92					(12.81)	
CSX CORP	01/26/11	09/21/11	285.56	356.14					(70.58)	
CSX CORP	01/26/11	09/22/11	443.13	569.83					(126.70)	
GOLDMAN SACHS GROUP INC	10/20/10	09/02/11	213.82	317.19					(103.37)	
GOLDMAN SACHS GROUP INC	12/07/10	09/02/11	427.65	653.94					(226.29)	
GOLDMAN SACHS GROUP INC	12/09/10	09/02/11	320.73	501.94					(181.21)	

CLINE-LOFFTUS
 ATALANTA ACCT 592-72446-15
 2011 SHORT TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)	
	ACQUIRED	SOLD	PRICE	BASIS						
GOLDMAN SACHS GROUP INC	12/21/10	09/02/11	320.74	504.31					(183.57)	
HALLIBURTON CO HOLDINGS CO	12/22/10	09/20/11	417.25	443.67					(26.42)	
HALLIBURTON CO HOLDINGS CO	12/22/10	09/21/11	362.13	403.34					(41.21)	
JUNIPER NETWORKS INC	05/12/11	09/16/11	541.57	1,074.98					(533.41)	
ST JUDE MEDICAL INC	04/04/11	09/19/11	336.64	418.26					(81.62)	
ST JUDE MEDICAL INC	04/04/11	09/22/11	389.83	522.82					(132.99)	
ST JUDE MEDICAL INC	04/04/11	09/23/11	114.47	156.85					(42.38)	
ST JUDE MEDICAL INC	05/03/11	09/23/11	343.39	482.73					(139.34)	
UNITED PARCEL SERVICE CL B	10/05/10	09/23/11	61.58	68.19					(6.61)	
APACHE CORP	01/04/11	10/03/11	307.89	484.09					(176.20)	
APACHE CORP	03/30/11	10/03/11	230.91	393.65					(162.74)	
JOHNSON & JOHNSON	05/03/11	10/19/11	1,132.64	1,192.00					(59.36)	
UNITEDHEALTH GROUP INC	05/04/11	10/12/11	468.63	494.19					(25.56)	
UNITEDHEALTH GROUP INC	05/04/11	10/18/11	444.76	494.19					(49.43)	
VIACOM INC NEW CLASS B	05/05/11	10/04/11	283.99	402.67					(118.68)	
WELLPOINT INC	03/16/11	10/18/11	445.98	467.71					(21.73)	
HALLIBURTON CO HOLDINGS CO	12/22/10	11/23/11	161.52	201.67					(40.15)	
HALLIBURTON CO HOLDINGS CO	04/21/11	11/23/11	355.35	556.51					(201.16)	
INTEL CORP	09/27/11	11/17/11	484.82	456.82					28.00	
PROCTER & GAMBLE CO	05/13/11	11/14/11	440.85	468.54					(27.69)	
TRANSOCEAN LTD SWITZERLAND NEW	10/25/11	12/14/11	359.73	504.13					(144.40)	
AMAZON COM INC	06/24/11	12/21/11	346.71	386.75					(40.04)	
BAIDU INC SPON ADR RPTNG	03/23/11	12/15/11	339.23	398.65					(59.42)	
BAIDU INC SPON ADR RPTNG	08/30/11	12/15/11	226.16	293.89					(67.73)	
CISCO SYS INC	10/06/11	12/21/11	393.15	363.07					30.08	
HALLIBURTON CO HOLDINGS CO	04/21/11	12/14/11	152.47	252.96					(100.49)	
TOTALS:			53,694.55	58,056.22					(4,361.67)	

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 592-01002-10
2011 LONG TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS					
FUJI HEAVY INDUSTRIES ADR	09/08/05	01/12/11	840.44	444.08					396.36
TELECOM ARGENTINA S A	09/21/99	01/25/11	1,309.57	1,428.59					(119.02)
TELECOM ARGENTINA S A	05/19/00	01/25/11	392.87	356.25					36.62
TELECOM ARGENTINA S A	09/07/00	01/25/11	523.83	478.37					45.46
TELECOM ARGENTINA S A	05/31/01	01/25/11	916.70	542.63					374.07
STMICROELECTRONICS N V	01/31/05	02/02/11	371.04	503.15					(132.11)
STMICROELECTRONICS N V	05/04/05	02/02/11	618.41	723.58					(105.17)
PROMISE CO LTD-UNSPON ADR	02/08/06	02/18/11	102.44	578.80					(476.36)
PROMISE CO LTD-UNSPON ADR	02/10/06	02/18/11	409.78	2,321.70					(1,911.92)
TELECOMUNICACOES BRASILEIRAS SA TELEBRAS	09/11/98	03/02/11	222.59	141.09					81.50
TELECOMUNICACOES BRASILEIRAS SA TELEBRAS	06/20/00	03/02/11	37.10	90.69					(53.59)
TELECOMUNICACOES BRASILEIRAS SA TELEBRAS	11/14/00	03/02/11	74.20	130.81					(56.61)
TELECOMUNICACOES BRASILEIRAS SA TELEBRAS	03/13/01	03/02/11	74.20	117.75					(43.55)
CEMEX S.A.B DE C.V SPONS	11/17/09	03/31/11	5.38	6.45					(1.07)
CEMEX S.A.B DE C.V SPONS	02/26/10	03/31/11	1.06	1.03					0.03
SWISS REINSURANCE CO-SP ADR	12/12/07	04/07/11	1,852.70	2,257.96					(405.26)
SWISS REINSURANCE CO-SP ADR	02/22/08	04/07/11	926.35	1,070.48					(144.13)
SWISS REINSURANCE CO-SP ADR	05/23/08	04/07/11	308.78	387.15					(78.37)
SWISS REINSURANCE CO-SP ADR	09/04/08	04/07/11	926.35	911.69					14.66
ERICSSON L M TEL CO CL B	10/26/07	05/13/11	1,043.68	1,030.67					13.01
ERICSSON L M TEL CO CL B	10/26/07	05/20/11	525.65	515.33					10.32
TELECOMUNICACOES DE SAO PAULO-BRL	09/11/98	06/13/11	0.54	0.22					0.32
TELECOMUNICACOES DE SAO PAULO-BRL	06/20/00	06/13/11	1.52	2.93					(1.41)
TELECOMUNICACOES DE SAO PAULO-BRL	11/14/00	06/13/11	3.39	4.73					(1.34)
TELECOMUNICACOES DE SAO PAULO-BRL	03/13/01	06/13/11	3.39	4.26					(0.87)
TELECOMUNICACOES DE SAO PAULO-BRL	01/21/05	06/13/11	2.29	0.83					1.46
TELECOMUNICACOES DE SAO PAULO-BRL	09/11/09	06/13/11	2.78	1.38					1.40
ALCATEL-LUCENT ADR	06/12/01	07/05/11	357.21	1,431.46					(1,074.25)
ALCATEL-LUCENT ADR	02/27/02	07/05/11	476.28	1,118.36					(642.08)
ALCATEL-LUCENT ADR	08/10/04	07/05/11	178.60	358.85					(180.25)
ERICSSON L M TEL CO CL B	10/26/07	07/07/11	145.99	147.24					(1.25)
ERICSSON L M TEL CO CL B	11/05/07	07/07/11	364.96	369.60					(4.64)

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 592-01002-10
2011 LONG TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS	PRICE	BASIS	PRICE	BASIS	
TIM PARTICIPACOE SA ADR	09/11/98	08/08/11	0.58	0.13	0.58	0.13	0.58	0.13	0.45
TIM PARTICIPACOE SA ADR	06/20/00	08/08/11	0.10	0.09	0.10	0.09	0.10	0.09	0.01
TIM PARTICIPACOE SA ADR	11/14/00	08/08/11	0.19	0.12	0.19	0.12	0.19	0.12	0.07
TIM PARTICIPACOE SA ADR	03/13/01	08/08/11	0.20	0.11	0.20	0.11	0.20	0.11	0.09
CANON INC ADR	11/06/08	08/17/11	935.87	714.11	935.87	714.11	935.87	714.11	221.76
PROMISE CO LTD-UNSPON ADR	02/10/06	08/22/11	35.27	290.21	35.27	290.21	35.27	290.21	(254.94)
PROMISE CO LTD-UNSPON ADR	08/24/06	08/22/11	282.14	1,877.55	282.14	1,877.55	282.14	1,877.55	(1,595.41)
PROMISE CO LTD-UNSPON ADR	10/31/06	08/22/11	264.51	1,360.92	264.51	1,360.92	264.51	1,360.92	(1,096.41)
PROMISE CO LTD-UNSPON ADR	03/09/07	08/22/11	246.87	1,105.72	246.87	1,105.72	246.87	1,105.72	(858.85)
PROMISE CO LTD-UNSPON ADR	04/25/07	08/22/11	105.80	520.72	105.80	520.72	105.80	520.72	(414.92)
PROMISE CO LTD-UNSPON ADR	05/09/07	08/22/11	105.80	496.18	105.80	496.18	105.80	496.18	(390.38)
UNILEVER NV NY SHS-NEW	11/02/04	09/07/11	492.99	296.27	492.99	296.27	492.99	296.27	196.72
PORTUGAL TELECOM SPON ADR	02/28/02	09/08/11	371.40	313.09	371.40	313.09	371.40	313.09	58.31
PORTUGAL TELECOM SPON ADR	12/11/03	09/08/11	123.80	141.96	123.80	141.96	123.80	141.96	(18.16)
TELECOM CORP NEW ZEALAND	10/17/00	09/16/11	1,346.93	1,514.31	1,346.93	1,514.31	1,346.93	1,514.31	(167.38)
GLAXOSMITHKLINE PLC SP ADR	09/10/04	09/19/11	809.68	833.20	809.68	833.20	809.68	833.20	(23.52)
GLAXOSMITHKLINE PLC SP ADR	12/06/06	10/06/11	420.01	526.63	420.01	526.63	420.01	526.63	(106.62)
NIPON TEL & TEL SPON ADR	01/15/02	10/07/11	598.64	385.32	598.64	385.32	598.64	385.32	213.32
NIPON TEL & TEL SPON ADR	04/08/02	10/07/11	359.19	298.46	359.19	298.46	359.19	298.46	60.73
TELEFONOS DE MEXICO SP ADR	02/18/98	10/07/11	231.54	63.06	231.54	63.06	231.54	63.06	168.48
TELEFONOS DE MEXICO SP ADR	03/17/98	10/07/11	1,234.88	364.98	1,234.88	364.98	1,234.88	364.98	869.90
TELEFONOS DE MEXICO SP ADR	05/18/05	10/07/11	463.08	292.57	463.08	292.57	463.08	292.57	170.51
NIPON TEL & TEL SPON ADR	04/08/02	10/14/11	249.06	198.98	249.06	198.98	249.06	198.98	50.08
NIPON TEL & TEL SPON ADR	02/22/05	10/14/11	249.05	220.33	249.05	220.33	249.05	220.33	28.72
TE CONNECTIVITY LTD-CHF	02/08/06	10/24/11	1,391.17	1,187.10	1,391.17	1,187.10	1,391.17	1,187.10	204.07
TE CONNECTIVITY LTD-CHF	10/23/08	10/24/11	695.58	383.57	695.58	383.57	695.58	383.57	312.01
ENI SPA SPONSORED ADR	06/15/09	10/24/11	447.69	485.42	447.69	485.42	447.69	485.42	(37.73)
ENI SPA SPONSORED ADR	06/17/09	10/24/11	447.69	476.50	447.69	476.50	447.69	476.50	(28.81)
ENI SPA SPONSORED ADR	08/21/09	10/24/11	671.53	701.73	671.53	701.73	671.53	701.73	(30.20)
KONINKLIJKE AHOLD NV ADR	05/26/04	10/24/11	1,211.76	558.43	1,211.76	558.43	1,211.76	558.43	653.33
KONINKLIJKE AHOLD NV ADR	08/30/04	10/24/11	547.25	192.83	547.25	192.83	547.25	192.83	354.42
NOKIA CORP SONSORED ADR	12/11/08	10/24/11	233.59	538.93	233.59	538.93	233.59	538.93	(305.34)

CLINE-LOFFTUS

TOTALS:

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 592-02183-19
2011 LONG TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS					
TEVA PHARMACEUTICAL FIN CO	07/10/07	02/04/11	2,162.30	2,018.90					143.40
TEVA PHARMACEUTICAL FIN CO	06/24/08	02/04/11	2,162.30	2,182.48					(20.18)
MEDTRONIC INC GLOBAL CV	12/16/09	02/10/11	1,023.30	1,029.78					(6.48)
MEDTRONIC INC GLOBAL CV	01/13/10	02/10/11	3,069.90	3,158.52					(88.62)
FISHER SCIENTIFIC INTL CONV	02/23/04	04/14/11	4,146.26	3,065.70					1,080.56
FISHER SCIENTIFIC INTL CONV	04/08/10	04/14/11	1,382.09	1,317.65					64.44
CEPHALON INC CONV	04/08/10	05/02/11	1,230.84	1,157.50					73.34
CHESAPEAKE ENERGY CONV	02/18/09	05/02/11	3,493.47	2,140.85					1,352.62
CHESAPEAKE ENERGY CONV	04/08/10	05/02/11	1,164.49	933.75					230.74
TRIUMPH GROUP INC NEW	04/08/10	05/05/11	11.67	27.94					(16.27)
TRIUMPH GROUP INC NEW	04/08/10	05/25/11	2,363.07	5,342.06					(2,978.99)
GILEAD SCIENCES INC CV	04/08/10	08/12/11	2,243.81	2,540.00					(296.19)
COOPER CAMERON INTL CORP	06/11/09	08/23/11	2,831.59	2,359.30					472.29
COOPER CAMERON INTL CORP	04/08/10	08/23/11	5,663.19	5,316.32					346.87
BANK OF AMERICA CORP CONV PFD	02/14/08	10/24/11	821.98	1,104.17					(282.19)
CITIGROUP T-DECS DUE 12/15/12	04/09/10	10/24/11	470.99	669.42					(198.43)
HARTFORD FINL SVCS GROUP INC	04/09/10	10/24/11	379.07	468.84					(89.77)
PPL CORP PREF CONV 9.50%	08/11/10	10/24/11	894.54	872.75					21.79
VALE CAPITAL II MAND CONV	07/14/09	10/24/11	475.99	368.02					107.97
AFFILIATED MANAGERS GROUP CV PFD	04/08/10	10/27/11	1,211.60	1,204.88					6.72
AMR CORP CONV	09/23/10	10/27/11	531.00	976.36					(445.36)
ALLEGHENY TECHNOLOGIES INC	06/15/09	10/27/11	1,365.00	1,093.85					271.15
AMGEN INC CV	08/28/08	10/27/11	975.00	981.25					(6.25)
ANIXTER INTL INC GLOBAL	04/17/08	10/27/11	1,100.50	1,169.04					(68.54)
BIOMARIN PHARMACEUTICAL CV	04/08/10	10/27/11	1,730.00	1,325.98					404.02
CROWN CASTLE INT CONV 6.25%	04/08/10	10/27/11	1,011.48	975.90					35.58
DANAHER CORP CONV	08/04/06	10/27/11	1,435.00	974.09					460.91
EMC CORP GLOBAL	10/13/10	10/27/11	3,210.00	2,793.75					416.25
INGERSOLL-RAND CO LTD	04/08/10	10/27/11	1,771.25	2,082.00					(310.75)
L-3 COMMUNICATIONS CORP	04/24/07	10/27/11	962.50	1,077.58					(115.08)
MEDTRONIC INC GLOBAL CV	04/08/10	10/27/11	1,001.00	1,062.21					(61.21)
MICROCHIP TECHNOLOGY INC	04/08/10	10/27/11	1,316.25	1,004.79					311.46

CLINE-LOFFTUS
 ATALANTA ACCT 592-72446-15
 2011 LONG-TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS	PRICE	BASIS	PRICE	BASIS	
UNION PACIFIC CORP	12/03/09	08/02/11	1,085.06	713.20	1,085.06	713.20	371.86	(11.22)	
UNITED PARCEL SERVICE CL B	04/29/10	08/01/11	405.06	416.28	405.06	416.28	43.11	9.87	
UNITED PARCEL SERVICE CL B	06/24/10	08/01/11	405.06	361.95	405.06	361.95	36.07	(9.75)	
UNITED PARCEL SERVICE CL B	06/24/10	08/08/11	190.85	180.98	190.85	180.98	9.87	(36.07)	
DOW CHEMICAL CO	12/03/09	09/06/11	333.62	369.69	333.62	369.69	61.08	(9.75)	
DOW CHEMICAL CO	05/04/10	09/06/11	51.33	427.52	51.33	427.52	572.95	(57.60)	
DOW CHEMICAL CO	05/04/10	09/21/11	369.92	573.68	369.92	573.68	0.73	(107.24)	
E I DU PONT DE NEMOURS & CO	04/26/10	09/23/11	573.68	233.60	573.68	233.60	646.31	(20.64)	
METLIFE INC	08/03/10	09/06/11	233.60	625.67	233.60	625.67	473.85	(42.81)	
SCHLUMBERGER LTD	04/30/10	09/20/11	625.67	431.04	625.67	431.04	609.60	339.75	
UNITED PARCEL SERVICE CL B	09/22/10	09/23/11	949.35	395.15	949.35	395.15	304.80	90.35	
AMAZON COM INC	09/21/10	10/19/11	395.15	197.57	395.15	197.57	151.96	45.61	
AMAZON COM INC	09/21/10	10/26/11	197.57	85.48	197.57	85.48	92.76	(7.28)	
AMAZON COM INC	09/22/10	10/26/11	85.48	256.44	85.48	256.44	299.49	(43.05)	
WALT DISNEY CO	12/03/09	10/04/11	256.44	895.91	256.44	895.91	1,006.89	(110.98)	
WALT DISNEY CO	03/09/10	10/04/11	895.91	155.81	895.91	155.81	186.22	(30.41)	
EXPRESS SCRIPTS INC.COMMON	12/03/09	10/06/11	155.81	1,065.54	155.81	1,065.54	768.79	296.75	
EXPRESS SCRIPTS INC.COMMON	07/08/10	10/06/11	1,065.54	594.11	1,065.54	594.11	543.15	22.36	
INTL BUSINESS MACHINES CORP	12/03/09	10/18/11	1,137.26	501.01	1,137.26	501.01	478.65	81.49	
APPLE INC	12/03/09	11/30/11	501.01	385.40	501.01	385.40	319.31	34.89	
UNITED TECHNOLOGIES CORP	12/03/09	11/23/11	385.40	354.20	385.40	354.20	159.65	13.70	
AMAZON COM INC	09/22/10	12/06/11	354.20	173.35	354.20	173.35	318.28	104.10	
AMAZON COM INC	10/05/10	12/14/11	173.35	422.38	173.35	422.38	725.25	212.73	
AMAZON COM INC	10/05/10	12/21/11	422.38	698.75	422.38	698.75	545.95	152.80	
DIRECTV CL A	12/03/09	12/19/11	698.75	453.18	698.75	453.18	410.27	42.91	
INTL BUSINESS MACHINES CORP	12/03/09	12/22/11	453.18		453.18				
ORACLE CORP	12/03/09	12/16/11							
UNITED TECHNOLOGIES CORP	12/03/09	12/13/11							
TOTALS:			34,522.32	30,353.86	34,522.32	30,353.86	4,168.46		

CLINE-LOFFTUS
 ATALANTA ACCT 592-72446-15
 2011 LONG-TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS					
DIRECTV CL A	12/03/09	01/06/11	535.05	413.76					121.29
DOW CHEMICAL CO	12/03/09	02/24/11	983.76	796.27					187.49
SALESFORCE.COM INC	12/30/09	02/24/11	1,211.88	660.58					551.30
APPLE INC	12/03/09	03/23/11	1,352.02	792.14					559.88
APPLE INC	12/03/09	04/04/11	1,359.98	792.14					567.84
EXPRESS SCRIPTS INC.COMMON	12/03/09	04/01/11	1,180.18	919.33					260.85
FORD MOTOR COMPANY	02/25/10	04/13/11	669.94	530.56					139.38
FORD MOTOR COMPANY	03/01/10	04/13/11	29.77	24.64					5.13
GOOGLE INC	12/03/09	04/05/11	574.47	590.75					(16.28)
GOOGLE INC	12/03/09	04/15/11	1,068.26	1,181.49					(113.23)
OCCIDENTAL PETROLEUM CORP-DEL	12/03/09	04/04/11	1,141.04	896.81					244.23
OCCIDENTAL PETROLEUM CORP-DEL	12/03/09	04/05/11	725.72	570.70					155.02
OCCIDENTAL PETROLEUM CORP-DEL	12/03/09	04/12/11	1,075.74	896.81					178.93
E I DU PONT DE NEMOURS & CO	03/24/10	05/16/11	475.47	348.21					127.26
E I DU PONT DE NEMOURS & CO	04/26/10	05/16/11	52.83	40.92					11.91
HEWLETT PACKARD CO	12/03/09	05/16/11	1,194.83	1,481.64					(286.81)
HEWLETT PACKARD CO	12/21/09	05/16/11	597.42	778.67					(181.25)
JPMORGAN CHASE & CO	12/03/09	05/16/11	129.36	128.91					0.45
JPMORGAN CHASE & CO	04/14/10	05/16/11	517.43	566.67					(49.24)
GOOGLE INC	12/03/09	06/21/11	488.56	590.74					(102.18)
FORD MOTOR COMPANY	03/01/10	07/07/11	476.45	418.85					57.60
BOEING CO	02/22/10	08/05/11	628.83	642.08					(13.25)
BOEING CO	03/05/10	08/05/11	314.42	336.08					(21.66)
CAPITAL ONE FINL CORP	12/03/09	08/08/11	317.36	311.34					6.02
WALT DISNEY CO	12/03/09	08/04/11	927.74	803.91					123.83
FORD MOTOR COMPANY	03/01/10	08/04/11	10.90	12.32					(1.42)
FORD MOTOR COMPANY	03/05/10	08/04/11	370.46	440.71					(70.25)
FORD MOTOR COMPANY	03/29/10	08/04/11	424.94	525.32					(100.38)
FORD MOTOR COMPANY	04/21/10	08/04/11	359.57	463.26					(103.69)
ORACLE CORP	12/03/09	08/18/11	811.20	727.93					83.27
STARWOOD HOTELS & RESORTS	05/12/10	08/04/11	959.82	1,042.51					(82.69)

CLINE-LOFFTUS
 ATALANTA ACCT 592-72446-15
 2011 LONG-TERM TRADES

DESCRIPTION	DATE		DATE		SALES		COST		GAIN/ (LOSS)
	ACQUIRED	SOLD	PRICE	BASIS					
UNION PACIFIC CORP	12/03/09	08/02/11	1,085.06	713.20					371.86
UNITED PARCEL SERVICE CL B	04/29/10	08/01/11	405.06	416.28					(11.22)
UNITED PARCEL SERVICE CL B	06/24/10	08/01/11	405.06	361.95					43.11
UNITED PARCEL SERVICE CL B	06/24/10	08/08/11	190.85	180.98					9.87
DOW CHEMICAL CO	12/03/09	09/06/11	333.62	369.69					(36.07)
DOW CHEMICAL CO	05/04/10	09/06/11	51.33	61.08					(9.75)
DOW CHEMICAL CO	05/04/10	09/21/11	369.92	427.52					(57.60)
E I DU PONT DE NEMOURS & CO	04/26/10	09/23/11	573.68	572.95					0.73
METLIFE INC	08/03/10	09/06/11	233.60	340.84					(107.24)
SCHLUMBERGER LTD	04/30/10	09/20/11	625.67	646.31					(20.64)
UNITED PARCEL SERVICE CL B	09/22/10	09/23/11	431.04	473.85					(42.81)
AMAZON COM INC	09/21/10	10/19/11	949.35	609.60					339.75
AMAZON COM INC	09/21/10	10/26/11	395.15	304.80					90.35
AMAZON COM INC	09/22/10	10/26/11	197.57	151.96					45.61
WALT DISNEY CO	12/03/09	10/04/11	85.48	92.76					(7.28)
WALT DISNEY CO	03/09/10	10/04/11	256.44	299.49					(43.05)
EXPRESS SCRIPTS INC.COMMON	12/03/09	10/06/11	895.91	1,006.89					(110.98)
EXPRESS SCRIPTS INC.COMMON	07/08/10	10/06/11	155.81	186.22					(30.41)
INTL BUSINESS MACHINES CORP	12/03/09	10/18/11	1,065.54	768.79					296.75
APPLE INC	12/03/09	11/30/11	1,137.26	594.11					543.15
UNITED TECHNOLOGIES CORP	12/03/09	11/23/11	501.01	478.65					22.36
AMAZON COM INC	09/22/10	12/06/11	385.40	303.91					81.49
AMAZON COM INC	10/05/10	12/14/11	354.20	319.31					34.89
AMAZON COM INC	10/05/10	12/21/11	173.35	159.65					13.70
DIRECTV CL A	12/03/09	12/19/11	422.38	318.28					104.10
INTL BUSINESS MACHINES CORP	12/03/09	12/22/11	725.25	512.52					212.73
ORACLE CORP	12/03/09	12/16/11	698.75	545.95					152.80
UNITED TECHNOLOGIES CORP	12/03/09	12/13/11	453.18	410.27					42.91
TOTALS:			34,522.32	30,353.86					4,168.46

37-1216128
CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2011

FORM 990PF -- PAGE 2

	BOOK VALUE BEGINNING <u>OF YEAR</u>	BOOK VALUE END OF <u>YEAR</u>	FAIR MARKET <u>VALUE</u>
<u>LINE 10B -- INVESTMENTS-</u>			
<u>CORPORATE STOCK</u>			
ATALANTA/SOSNOFF	\$ 87957.	\$ 88574.	\$ 92993.
TD WATERHOUSE	41233.	42846.	41062.
BRANDES	277699.	249178.	178876.
TD WATERHOUSE	64834.	66452.	58141.
MACKAY SHIELDS	<u>35505.</u>	<u>38964.</u>	<u>35486.</u>
	\$ <u>507228.</u>	\$ <u>486014.</u>	\$ <u>406558.</u>
 <u>LINE 10C -- INVESTMENTS-</u>			
<u>CORPORATE BONDS</u>			
MACKAY SHIELDS	\$ <u>168092.</u>	\$ <u>117629.</u>	\$ <u>124040.</u>
 <u>LINE 15 -- OTHER ASSETS</u>			
ACCRUED INTEREST RECEIVABLE	\$ <u>757.</u>	\$ <u>506.</u>	\$ <u>506.</u>

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CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2011

FORM 990PF – PAGE 1

	<u>REVENUE & EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
<u>LINE 16A – LEGAL FEES</u>			
REGARDING MONTHLY MINUTES ANNUAL PUBLICATIONS	\$ <u>834.</u>	\$ <u>417.</u>	\$ <u>0.</u>
 <u>LINE 16B – ACCOUNTING FEES</u>			
AUDITING & BOOKKEEPING	\$ <u>6250.</u>	\$ <u>0.</u>	\$ <u>0.</u>
 <u>LINE 18 – TAXES</u>			
REAL ESTATE TAXES	\$ 9631.	\$ 9631.	\$ 0.
PAYROLL TAXES	1127.	564.	0.
EXCISE TAX	<u>414.</u>	<u>0.</u>	<u>0.</u>
	\$ <u>11172.</u>	\$ <u>10195.</u>	\$ <u>0.</u>
 <u>LINE 23 – OTHER EXPENSES</u>			
MONEY MANAGERS	\$ 12318.	\$ 12318.	\$ 0.
INSURANCE	1335.	218.	0.
FOREIGN WITHHOLDING	1484.	1484.	0.
MILEAGE	286.	0.	0.
MISCELLANEOUS	121.	0.	0.
BANK FEES	30.	0.	0.
FILING FEES & DUES	90.	0.	0.
ADR FEES	<u>221.</u>	<u>0.</u>	<u>0.</u>
	\$ <u>15885.</u>	\$ <u>14020.</u>	\$ <u>0.</u>

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CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2011

FORM 990 PF - PAGE 11 PART XV

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
1) MONMOUTH COLLEGE 700 E. BROADWAY MONMOUTH, IL 61462	NONE	NA	EDUCATIONAL	\$ 14000.
2) COLLEGE OF THE OZARKS 100 OPPORTUNITY AVE POINT LOOKOUT, MO 65726	NONE	NA	EDUCATIONAL	32000.
3) STEPHENS COLLEGE 1200 BROADWAY COLUMBIA, MO 65215	NONE	NA	EDUCATIONAL	5000.
4) BRADLEY UNIVERSITY 1501 E. BARKER PEORIA, IL 61606	NONE	NA	EDUCATIONAL	9000.
5) CHI OMEGA FOUNDATION 3395 PLAYERS CLUB PKWY MEMPHIS, TN 38125	NONE	NA	EDUCATIONAL	300.
6) DES MOINES COUNTY HISTORICAL SOCIETY 1616 DILL ST. BURLINGTON, IA 52601	NONE	NA	EDUCATIONAL	2500.

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CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2011

FORM 990 PF – PAGE 11 PART XV

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
7) FIRST FEDERATED CHURCH 3601 N. SHERIDAN ROAD PEORIA, IL 61604	NONE	NA	EDUCATIONAL	\$ 4500.
8) HANCOCK COUNTY HISTORICAL SOCIETY HANCOCK COUNTY COURTHOUSE CARTHAGE, IL 62321	NONE	NA	EDUCATIONAL	2000.
9) ILLINOIS VALLEY PUBLIC TV 1501 E. BARKER PEORIA, IL 61554	NONE	NA	EDUCATIONAL	10000.
10) PEORIA COUNTY HISTORICAL SOCIETY 942 N. E. GLEN OAK PEORIA, IL 61603	NONE	NA	EDUCATIONAL	2500.
11) NATIONAL MUSEUM & AMERICAN HISTORY NMAH 4217 MRC616 WASHINGTON, DC 20560	NONE	NA	EDUCATIONAL	500.

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CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2011

FORM 990 PF – PAGE 11 PART XV

<u>NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
12) WARREN COUNTY HISTORICAL SOCIETY P.O. BOX 325 ROSEVILLE, IL 61473	NONE	NA	EDUCATIONAL	\$ 18500.
13) LAKEVIEW MUSEUM OF ARTS & SCIENCES 1125 W. LAKE AVENUE PEORIA, IL 61614	NONE	NA	EDUCATIONAL	24200.
TOTAL:				\$ <u>125000.</u>

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CLINE-LOFFTUS FOUNDATION	<input checked="" type="checkbox"/> 37-1216128
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	57 S.E. PUBLIC SQUARE	<input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MONMOUTH, IL 61462	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WILLIAM R. PILLMAN, C.P.A.

Telephone No. ► 309-713-2812 FAX No. ► 309-713-2961

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 20 11 or► ☐ tax year beginning , 20 , and ending , 20

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	540
b	If this application is for Form 990-BL, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7245
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form **8868** (Rev. 1-2012)