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

Department of the Treasury
Internal Revenue Service

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

2011

For calendar year 2011 or tax year beginning , **2011**, and ending , **20**

Name of foundation Bertrand Hopper Memorial Foundation		A Employer identification number 37-6026794
Number and street (or P O box number if mail is not delivered to street address) US Bank N.A. - P.O. Box 350 - Trust Dept.	Room/suite	B Telephone number (see instructions) 217-287-1820
City or town, state, and ZIP code Taylorville, IL 62568-0350		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) \$ 4,446,970	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	6,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	48,072	48,072	48,072	
	4 Dividends and interest from securities	69,369	69,369	69,369	
	5a Gross rents	13,213	13,213	13,213	
	b Net rental income or (loss)	11,339			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		15,597		
	8 Net short-term capital gain			7,654	
	9 Income modifications			0	
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	379	379	379		
12 Total. Add lines 1 through 11	137,033	146,630	138,687		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,485	828	828	1,657
	c Other professional fees (attach schedule)	36,001	12,000	12,000	24,001
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,885	3,885	3,885	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	243			243
	23 Other expenses (attach schedule)	3,167	3,167	3,167	
	24 Total operating and administrative expenses. Add lines 13 through 23	45,781	19,880	19,880	25,901
	25 Contributions, gifts, grants paid	184,501			184,501
26 Total expenses and disbursements. Add lines 24 and 25	230,282	19,880	19,880	210,402	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(93,249)				
b Net investment income (if negative, enter -0-)		126,750			
c Adjusted net income (if negative, enter -0-)			118,807		

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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	165,173	220,539	220,539
	2	Savings and temporary cash investments			
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)	100,000	0	0
	b	Investments—corporate stock (attach schedule)	1,420,287	1,146,965	1,456,581
	c	Investments—corporate bonds (attach schedule)	1,437,788	1,482,552	1,499,911
	11	Investments—land, buildings, and equipment: basis ▶ 196,000			
	Less: accumulated depreciation (attach schedule) ▶	196,000	196,000	196,000	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	915,058	1,121,668	1,059,176	
14	Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ accr'd int receivable)	18,179	14,763	14,763	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,252,485	4,182,487	4,446,970	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,684,844	4,708,095	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	(432,359)	(525,608)	
30	Total net assets or fund balances (see instructions)	4,252,485	4,182,487		
31	Total liabilities and net assets/fund balances (see instructions)	4,252,485	4,182,487		

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 4,252,485
2	Enter amount from Part I, line 27a	2 (93,249)
3	Other increases not included in line 2 (itemize) ▶ Net capital gains	3 23,251
4	Add lines 1, 2, and 3	4 4,182,487
5	Decreases not included in line 2 (itemize) ▶	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 4,182,487

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See attached schedule	P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	1,256,097	1,232,846	23,251	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a				
b				
c				
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	15,597
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	7,654

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	202,562	4,630,565	.043745
2009	217,856	4,259,382	.051148
2008	247,314	4,604,703	.053709
2007	246,853	4,716,009	.052344
2006	203,211	4,162,275	.048822

2	Total of line 1, column (d)	2	.249768
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	.049954
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,603,626
5	Multiply line 4 by line 3	5	229,970
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,268
7	Add lines 5 and 6	7	231,238
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	210,402

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	2,535
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	2,535
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	2,535
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,710
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,710
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	175
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 175 Refunded	11	0

Part VII-A Statements Regarding Activities			
		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
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>		✓
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>		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Illinois		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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>		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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)			<input checked="" type="checkbox"/>
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)			<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ None		<input checked="" type="checkbox"/>	
14	The books are in care of ▶ US Bank N.A. Telephone no. ▶ 217-287-1820 Located at ▶ 108 W. Market St., Taylorville, IL ZIP+4 ▶ 62568-0350			
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 0			
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 ▶		Yes	No <input checked="" type="checkbox"/>

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	<input checked="" type="checkbox"/>
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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)? **5b**

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? **6b** 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? **7b** 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 B. Hopper Taylorville, IL 62568	Pres 2	0	0	0
Dr. Ronald E. Mizer Taylorville, IL 62568	Vice Pres 2	0	0	0
Bonnie K. Bruns Taylorville, IL 62568	Sec/Treas 2	0	0	0
See attached list of Directors				

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
Ref: Part I, line 16: 16 b) John J Lawrence, CPA	Accounting Services	2,485
16 c) US Bank N.A.	Investment Services	35,340
16 c) Agrivest, Inc.	Farm management Services	661
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 N/A	
All other program-related investments See instructions	
3 N/A	
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	3,183,934
b	Average of monthly cash balances	1b	192,856
c	Fair market value of all other assets (see instructions)	1c	1,226,836
d	Total (add lines 1a, b, and c)	1d	4,603,626
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	4,603,626
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,603,626
6	Minimum investment return. Enter 5% of line 5	6	230,181

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	230,181
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,535
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,535
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	227,646
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	227,646
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	227,646

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	210,402
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	210,402
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	210,402

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				227,646
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years: 20__ , 20__ , 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	11,904			
d From 2009	8,097			
e From 2010	0			
f Total of lines 3a through e	20,001			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>210,402</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				210,402
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	17,244			17,244
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,757			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,757			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	2,757			
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)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

N/A - 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:

William B Hopper, P.O. Box 350 - Trust Dept., Taylorville, IL 62568-0350 (217) 287-1820

- b** The form in which applications should be submitted and information and materials they should include.

Written or Verbal - Description of need

- 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.

Must be an organization listed in Cumulative List of Exempt Organizations

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
<p>a <i>Paid during the year</i></p> <p>See attached schedule of current year contributions</p>	<p>N/A - NONE</p>	<p>N/A</p>	<p>All charitable donations and/or support of exempt activity</p>	<p>184,501</p>
<p>Total ▶ 3a</p>				<p>184,501</p>
<p>b <i>Approved for future payment</i></p> <p>N/A</p>				
<p>Total ▶ 3b</p>				<p>0</p>

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990PF FEIN: 37-6026794

Year Ended December 31, 2011

Page 1, Part I, Line 1 - Contributions Received	
Unrestricted Contributions	
Corzine Foundation-for Scholarships	<u>6,000</u>
Page 1, Part I, Line 11 - Other Income	
Various investment litigation settlements	<u>379</u>
Page 1, Part I, Line 16b - Accounting Fees	
John J Lawrence, CPA	<u>2,485</u>
Page 1, Part I, Line 16c - Other Professional Fees	
US Bank N A - Trust Fees	35,340
Agrivest, Inc - Farm Management Fees	<u>661</u>
Total	<u>36,001</u>
Page 1, Part I, Line 18 - Taxes	
Farm Real Estate Tax	1,138
Foreign taxes	647
2011 Estimated Excise Tax	<u>2,100</u>
Total	<u>3,885</u>
Page 1, Part I, Line 23 - Other Expenses	
Farm Rental Expenses - Insurance	75
IL Filing Fees	25
Misc Admin Expenses	<u>3,067</u>
Total	<u>3,167</u>
Page 2, Part III, Line 2 - Other Increases	
Net Capital Gain - Part IV, Line 2	15,597
Net Capital Gain - Part IV, Line 3	<u>7,654</u>
Total	<u>23,251</u>
Page 6, Part VIII, Line 1, Directors	
William B Hopper	
Marilyn M Hopper	
Stephanie Hopper Denby	
Randal B. Hopper	
Austin W Hopper	
David W Hopper	
Dr. Randall K. Perry	
Dr. Ronald E. Mizer	
Bonnie Bruns	

All are Directors and spend an average of 2 hours per week devoted to the position. They are not paid, have no contributions to an employee benefit plan and have no expense account or other allowances

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN 37-6026794
ASSET STATEMENT
 Year Ended December 31, 2011

SHARES OR PAR VALUE	DESCRIPTION	MARKET VALUE	TAX COST
	<u>TEMPORARY CASH INVESTMENTS</u>		
220,539	First Amer Prime Oblig Fund CI Y	<u>220,539</u>	<u>220,539</u>
	<u>CORPORATE BONDS</u>		
50000 00	American Express Bk FSB	51,669	50,291
100000 00	McGraw Hill Inc	103,975	101,991
100000 00	Bank One Corp	103,400	106,067
50000 00	Wells Fargo Co	51,675	50,100
50000 00	Novartis Capital	53,496	51,793
50000 00	Pepsi Bottling Group LLC	56,201	50,766
100000 00	Goldman Sachs Group inc	101,367	101,123
100000 00	Pepsico Inc	105,982	103,704
100000 00	Caterpillar Finl Svcs Corp	110,551	98,858
50000 00	Merck Co Inc	55,062	50,372
100000 00	Credit Suisse Fb USA Inc	105,336	100,766
50000 00	Campbell Soup Co	53,444	50,252
5229 878	American Centy Intl Bond Fd Instl	74,630	75,296
10291 616	Credit Suisse Commod Ret Strat Com	84,185	90,126
675 000	Ishares Barclays Tips Bond E T F	78,766	74,203
825 000	Ishares Tr Iboxx H Y Corp Bd D T F	73,780	74,203
8473 814	Nuveen High Income Bond Fd CI I	70,841	75,239
6918 684	Nuveen Inflation Pro Cec CI I	80,257	75,000
3285 151	Oppenheimer Com Str Tr Fd Y	11,005	25,000
7627 234	Rowe T Price intl Bond Fund	74,289	77,402
	Total Corporate Bonds	<u>1,499,911</u>	<u>1,482,552</u>
	<u>CORPORATE STOCKS</u>		
82 00	Allegheny Technologies Inc	3,920	2,043
500 00	American Express Co	23,585	24,455
500 00	American Tower Corp	30,005	22,134
146 00	American Tower Corp	8,761	6,516
200 00	Apple Inc	81,000	66,986
245 00	Astona Finl Corp	2,080	4,548
750 00	AT & T Inc	22,680	29,510
78 00	Autodesk Inc	2,366	3,077
34 00	Bard C R Inc	2,907	3,088
73 00	Borg Warner Inc	4,653	3,064
42 00	Boston Pptys inc	4,183	4,155
1650 00	Bristol-Meyers Squibb Co	58,146	43,344
250 00	Caterpillar Inc	22,650	22,680
117 00	Chesapeake Energy Corp	2,608	7,474
500 00	Chevron Corporation	53,200	10,330
500 00	Citigroup Inc	13,155	24,199
400 00	Coco Cola Company	27,988	26,780
71 00	Covance Inc	3,246	5,693
264 00	Csx Corp	5,560	5,599
93 00	Cummins Inc	8,186	6,810
290 00	D R Horton Inc	3,657	3,484
88 00	Darden Restaurants Inc	4,011	2,824
600 00	Disney Walt Co	22,500	20,549
108 00	Eastman Chem Co	4,218	4,071
111 00	Eaton Vance Corp	2,624	4,760
178 00	Express Scrpys Inc	7,955	5,525
400 00	Exxon Mobil Corp	33,904	5,910
87 00	G A T X Corp	3,798	3,954
1500 00	General Elec co	26,865	45,721
50 00	Global Payments Inc	2,369	2,430
55 00	Goodnch Corp	6,804	3,607
105 00	Harsco Corp	2,161	5,650
168 00	Helix Energy Solutions Group Inc	2,654	4,363
60 00	Integrays Energy Group Inc	3,251	3,139
	(continued)	<u>507,650</u>	<u>438,472</u>

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN. 37-6026794
ASSET STATEMENT
 Year Ended December 31, 2011

Page 2

SHARES OR PAR VALUE	DESCRIPTION	MARKET VALUE	TAX COST
	(Brt Forward)	507,650	438,472
1500 00	Intel Corp	36,375	29,599
42 00	Intercontinental Exchange Inc	5,063	2,255
141 00	International Game Technology	2,425	3,748
152 00	International Rectifier Corp	2,952	2,805
107 00	Intuit Inc	5,627	3,903
1150 00	J P Morgan Chase & Co	38,238	49,551
164 00	Jefferies Group Inc	2,255	3,201
600 00	Johnson & Johnson	39,348	6,075
72 00	Joy Global Inc	5,398	3,693
496 00	Keycorp New	3,814	3,922
198 00	Masco Corp	2,075	1,869
205 00	Mattel Inc	5,691	3,147
500 00	McDonalds Corp	50,165	8,880
54 00	N I I Holdings inc	1,150	2,266
117 00	Newfield Expl Co	4,414	7,897
400 00	Nike Inc	38,548	26,746
58 00	Northern Tr Corp	2,300	3,494
500 00	Occidental Petroleum Corp	46,850	46,178
62 00	Oneok Inc	5,375	1,905
1000 00	Oracle Corporation	25,650	31,860
700 00	Pepsico Inc	46,445	9,840
1443 00	Pfizer Inc	31,227	26,399
600 00	Philip Morris intl	47,088	29,447
700 00	Procter & Gamble Co	46,697	8,696
193 00	Progressive Corp	3,765	3,354
468 00	Pulte Homes Inc	2,953	4,270
500 00	Qualcomm Inc	27,350	27,515
114 00	Raymond James Finl Inc	3,529	3,329
58 00	Reinsurance Group America	3,031	2,196
58 00	Snap On Inc	2,936	2,481
133 00	Synopsys Inc	3,618	2,918
66 00	The Scotts Miracle-Gro Company	3,082	1,558
111 00	Tjx Companies Inc	7,165	3,632
500 00	United Health Group Incorporated	25,340	24,185
800 00	United Technologies Corp	58,472	48,576
76 00	Urs Corporation	2,669	2,510
125 00	Valspar Corp	4,871	3,075
1350 00	Wells Fargo & Co	37,206	32,451
71 00	Whiting Petroleum Corp	3,315	4,104
149 00	Xilinx Inc	4,777	4,407
116 00	Yum Brands Inc	6,845	4,356
159 00	Abb Ltd S D R	2,994	4,012
1200 00	Accenture Plc	63,876	36,420
32 00	Agnum Inc	2,147	1,409
259 00	Allianz SE A D R	2,453	3,771
92 00	Anglo American Pic A D R	1,670	2,950
30 00	Anheuser Busch Inbev A D R	1,830	1,879
77 00	Astrazeneca P L C Spd A D R	3,564	3,594
139 00	Atlas Copco Ab A D R Cl B	2,638	2,363
	(continued)	1,284,916	987,163

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN: 37-6026794
ASSET STATEMENT
 Year Ended December 31, 2011

Page 3

SHARES OR PAR VALUE	DESCRIPTION	MARKET VALUE	TAX COST
	(Brt Forward)	1,284,916	987,163
93 00	B A E Systems P L C A D R	1,642	1,612
53 00	B A S F A G A D R	3,696	3,449
51 00	B H P Billiton Plc Spds A D R	2,978	3,867
186 00	B T Group P L C A D R	5,513	5,284
139 00	Barclays Plc A D R	1,528	2,861
152 00	Bayensche Motoren Werke Unspn A D R	3,379	3,295
40 00	Boc Hong Kong Hldgs Ltd A D R	1,886	1,754
98 00	British Amern Tob Pic	9,298	6,441
60 00	Brookfield Asset Manage CI A	1,649	1,970
80 00	Canon Inc Spons A D R	3,523	3,078
45 00	Carnival Plc A D R	1,482	1,951
31 00	China Mobile Limited A D R	1,503	1,604
99 00	DBS Group Hldgs Ltd	3,507	4,864
289 00	Enel Societa A D R	1,156	1,994
444 00	Flextronics International Ltd	2,513	1,199
36 00	Fomento Economico Mex Sp A D R	2,510	1,425
87 00	Fujifilm Holdings A D R	2,024	2,155
63 00	Hitachi Ltd	3,285	3,595
81 00	Honda Mtr Co Ltd A D R	2,475	2,815
34 00	Hsbc Holdings Plc Spons A D R	1,295	1,783
95 00	Intercontinental Htls Grp Spns	1,709	1,713
411 00	Keppel Corp Ltd spons A D R	5,853	6,090
242 00	Koninklijke (Royal) Kpn Nv Sp Adr	2,885	3,769
67 00	Lukoil Spon A D R	3,564	3,666
43 00	Lvmh Moet Hennessy Lou Vuitt A D R	1,208	1,406
12 00	Mitsui & Co Ltd Spds Adr	3,714	2,700
154 00	Nabors Industries Ltd	2,670	2,901
32 00	National Grid Plc Sp A D R	1,551	1,582
132 00	Nestle S A Sponsored ADR	7,618	5,003
63 00	Nippon Telegraph Tele A D R	1,596	1,588
194 00	Nissan Mtr Ltd	3,449	3,414
102 00	Novartis A G A D R	5,831	5,414
48 00	Orix Corp Spons A D R	1,969	1,605
118 00	Petroleo Brasileiro Sa Petrobras	2,772	3,174
57 00	Repsol S A	1,739	1,903
37 00	Roche Hldg Ltd	1,574	1,562
52 00	Royal Dutch Shell Plc A D R	3,801	3,521
147 00	Sanofi Aventis A D T	5,371	5,249
126 00	Sberbank Sponsored A D R	1,252	1,911
500 00	Schlumberger Ltd	34,155	21,613
20 00	Shire Plc A D R	2,078	1,929
25 00	Siemens Ag A D R	2,390	2,532
103 00	Tokio Marine Holdings A D R	2,266	3,095
78 00	Total S A A D R	3,987	6,223
51 00	Unilever Plc Spds Adr	1,709	1,580
70 00	Vale Sa Sp A D R	1,442	1,309
133 00	Vodafone Group Plc A D R	3,728	3,524
129 00	Volvo Ab sponsored A D R	1,398	1,621
68 00	Zunch Financial Services A G A D R	1,544	1,209
	Total Corporate Stocks	1,456,581	1,146,965

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN 37-6026794
ASSET STATEMENT
 Year Ended December 31, 2011

Page 4

SHARES OR PAR VALUE	DESCRIPTION	MARKET VALUE	TAX COST
<u>EQUITY FUNDS</u>			
5913 90	Aberdeen Fds Emrgn Mkt Instl	75,166	85,000
2100 00	Ipath Dow Jones Ubs Commodity	88,704	90,425
3891 26	Laudus Intl Marketmasters Fund Sel	64,011	65,000
325 00	Midcap Spdr Trust Ser 1 E F T	51,834	47,846
1378 19	Neuberger Berman Genesis Instl Fd	63,989	70,000
3493 58	Nuveen Real Estate Securt CI I	66,273	65,784
3485 39	Nuveen Tradewinds Gbl A C I	85,148	100,443
2425 70	Oppenheimer Developing Mkts Fds CI Y	70,273	85,000
1175 57	Rowe T Pnce Mid-Cap Growth Rd #64	61,988	57,598
3055 99	Scout International Fund	85,476	89,987
2700 00	Spdr Dj Wilshire International	85,941	99,585
3910 39	T Rowe Pnce Real Estate Fd	71,795	65,000
1791 96	T Rowe Pnce Sc Stock	55,999	60,000
3232 06	Tfs Market Neutral Fund	46,833	50,000
5244 44	Vanguard Intl Growth Portfolio	85,746	90,000
	Total Mutual Funds	<u>1,059,176</u>	<u>1,121,668</u>

TOTAL ACCOUNT	<u>4,236,207</u>	<u>3,971,724</u>
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REF PAGE 2, PART II, BALANCE SHEET

Line 2 - Temporary Cash Investments	220,539	220,539
Line 10b - Corporate Stocks	1,456,581	1,146,965
Line 10c - Corporate Bonds	1,499,911	1,482,552
Line 13 - Mutual Funds	<u>1,059,176</u>	<u>1,121,668</u>
Total Investments as above	<u>4,236,207</u>	<u>3,971,724</u>

BERTRAND HOPPER MEMORIAL FOUNDATION

SCHEDULE - CAPITAL GAINS & (LOSSES)
 FORM 990-PF FEIN: 37-6026794
 Year Ended December 31, 2011

Ref Page 3, Part IV, Line 1

U S BANK TRUST SERVICES	Proceeds	Cost	Short Term Gain/(Loss)	Long Term Gain/(Loss)	Total Net
Account # 06637121					
Short Term	135,598	119,787	15,811		
Long Term	759,232	786,181		(26,949)	
Cap Gains Dividend	14,862			14,862	
Total			15,811	(12,087)	3,724
Account # 06637123					
Short Term	16,879	20,762	(3,883)		
Long Term	42,149	44,885		(2,736)	
Total			(3,883)	(2,736)	(6,619)
Account # 06637124					
Short Term	92,407	95,795	(3,388)		
Long Term	179,714	148,649		31,065	
Total			(3,388)	31,065	27,677
Account # 06637125					
Short Term	3,809	4,695	(886)		
Long Term	11,447	12,092		(645)	
Total			(886)	(645)	(1,531)
	1,256,097	1,232,846	7,654	15,597	23,251
SHORT TERM CAPITAL GAINS/LOSSES					
LONG TERM CAPITAL GAINS/LOSSES					
TOTAL CAPITAL GAINS NET					23,251

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN: 37-6026794

CHARITABLE CONTRIBUTIONS

YEAR ENDED DECEMBER 31, 2011

Contributions

A Lincoln Council BSA	2,000
Amputee Coalition of America	1,000
C.M Boesel Foundation	1,000
Challenge Aspen	1,000
Christian County Economic Development Corp	20,000
Christian County Senior Citizens	500
Cystic Fibrosis Foundation	1,000
F A C E S	2,500
John Muir School PTA	2,500
John S Bradfield PTA	500
Jonathan's Place	2,500
Lincoln Land Community College Foundation	25,000
Mahomet Seymour Schools Foundation	2,500
Mayo Foundation	1,000
Oakton Community College	750
Our Lady Queen of Peace	501
Rfts, Inc. - L Frisina	1,000
Ronald McDonald House	500
St John's Hospital	2,000
Taylorville Public School Foundation	2,500
Taylorville Community Pleasure Driveway - Memory Tom Bland	25,000
Taylorville Community Unit Schools District #3	35,250
Taylorville Memorial Hospital Foundation	35,500
Taylorville Ministerial Assoc	500
U of I - (Peel)	1,500
U of I Foundation	5,000
United Way - Christian County	4,000
YMCA - Champaign County	5,000
YMCA - Christian County	2,500

Total Contributions

184,501

Ref Part XV, Page 11, Line 3a