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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation ELLA G. MCKEE FOUNDATION FIRST NATIONAL BANK, TRUSTEE		A Employer identification number 37-6099863
Number and street (or P O box number if mail is not delivered to street address) FIRST NATIONAL BANK TRUST DEPT		B Telephone number (see instructions) 618-283-1141
City or town, state, and ZIP code VANDALIA IL 62471		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,654,200 (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)		

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)	150,620			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	51,496	51,496	51,496	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	232			
	b Gross sales price for all assets on line 6a 35,084				
	7 Capital gain net income (from Part IV, line 2)	232			
	8 Net short-term capital gain				0
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	17,255	17,255	17,255		
12 Total. Add lines 1 through 11	219,603	68,983	68,751		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,686	31,686	31,686	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 2	1,176	1,161	1,161	
	b Accounting fees (attach schedule) STMT 3	1,050			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	721	721	721	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch)				
	24 Total operating and administrative expenses. Add lines 13 through 23	34,633	33,568	33,568	0
	25 Contributions, gifts, grants paid	229,175			229,175
26 Total expenses and disbursements. Add lines 24 and 25	263,808	33,568	33,568	229,175	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-44,205				
b Net investment income (if negative, enter -0-)		35,415			
c Adjusted net income (if negative, enter -0-)			35,183		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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			152,523	143,170	143,170
	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 ▶		0			
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule) SEE STMT 5			516,298	481,446	1,351,593
	c Investments—corporate bonds (attach schedule) SEE STMT 6			74,857	74,857	79,344
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶ SEE STATEMENT 7)			2	2	80,093
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			743,680	699,475	1,654,200
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31. ▶ ☒					
	27 Capital stock, trust principal, or current funds			899,506	899,737	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			-155,826	-200,262	
	30 Total net assets or fund balances (see instructions)			743,680	699,475	
	31 Total liabilities and net assets/fund balances (see instructions)			743,680	699,475	

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	743,680
2 Enter amount from Part I, line 27a	2	-44,205
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	699,475
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	699,475

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 FEDERATED GNMA TRUST 16		P	VARIOUS	VARIOUS
b LT CAPITAL GAIN DISTRIBUTIONS				
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 34,800		34,852	-52
b 284			284
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-52
b			284
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	232
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.

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	254,230	1,614,958	0.157422
2009	227,041	1,541,291	0.147306
2008	184,458	1,733,518	0.106407
2007	164,200	1,803,403	0.091050
2006	146,250	1,626,326	0.089927

2 Total of line 1, column (d)	2	0.592112
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.118422
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,643,555
5 Multiply line 4 by line 3	5	194,633
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	354
7 Add lines 5 and 6	7	194,987
8 Enter qualifying distributions from Part XII, line 4	8	229,175

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	354
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	354
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	354
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	500
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	500
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	146
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 146 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FIRST NATIONAL BANK 311 BANKER BLVD Located at ► VANDALIA	Telephone no ► 618-283-5222 IL ZIP+4 ► 62471		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► ☐	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	N/A	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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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	N/A		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A ☐ Yes ☐ No		
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? If "Yes" to 6b, file Form 8870			6b X
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?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
FIRST NATIONAL BANK PO BOX 40 VANDALIA IL 62471	TRUSTEE 8.00	31,686	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**

Form 990-PF (2011) **ELLA G. MCKEE FOUNDATION****37-6099863**Page **7****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 ▶**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 SCHOLARSHIPS & STUDENT LOANS TO STUDENTS	
	229,175
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 ▶	

Form **990-PF** (2011)

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	1,662,966
b	Average of monthly cash balances	1b	5,618
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,668,584
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,668,584
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	25,029
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,643,555
6	Minimum investment return. Enter 5% of line 5	6	82,178

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	82,178
2a	Tax on investment income for 2011 from Part VI, line 5	2a	354
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	354
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,824
4	Recoveries of amounts treated as qualifying distributions	4	150,620
5	Add lines 3 and 4	5	232,444
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	232,444

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	229,175
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	229,175
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	354
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	228,821

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				232,444
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			225,405	
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 229,175				
a Applied to 2010, but not more than line 2a			225,405	
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				3,770
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see 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				228,674
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				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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	
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).) 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 N/A	
b The form in which applications should be submitted and information and materials they should include N/A	
c Any submission deadlines N/A	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

RESIDENT OF FAYETTE COUNTY FOR 4 YEARS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE 311 BANKER BLVD VANDALIA IL 62471	NONE		CHARITABLE	229,175
Total			▶ 3a	229,175
b Approved for future payment N/A				
Total			▶ 3b	

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

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

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

[illegible]

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

☐ Yes ☒ No

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

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

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

Paid

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Preparer
Use Only

MARK W BURNAM

MARK W BURNAM

05/09/12

Firm's name ▶

LUALLEN, CEARLOCK, BARTH & BURNAM, LTD.

PTIN

P00254167

Firm's address

1007 N 8TH ST
VANDALIA, IL 62471-1238

Firm's EIN

618-283-1165

Form **990-PF** (2011)

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTIES	\$ 17,255	\$ 17,255	\$ 17,255
TOTAL	\$ 17,255	\$ 17,255	\$ 17,255

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FILING FEES	\$ 15			
LEGAL FEES	1,161	1,161	1,161	
TOTAL	\$ 1,176	\$ 1,161	\$ 1,161	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 1,050			
TOTAL	\$ 1,050	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MINERAL TAX	\$ 226	226	226	
FEDERAL TAXES PAID	495	495	495	
TOTAL	\$ 721	\$ 721	\$ 721	\$ 0

37-6099863

Federal Statements

FYE: 12/31/2011

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
600 CAMPBELL SOUP	\$ 9,704	\$ 9,704	COST	\$ 19,944
2400 EMERSON ELECTRIC	7,330	7,330	COST	111,816
2430 EXXON-MOBIL CORP	5,509	5,509	COST	205,967
4800 GENERAL ELECTRIC	5,344	5,344	COST	85,968
3860 JOHNSON & JOHNSON	7,302	7,303	COST	253,139
4050 MDU RESOURCES GROUP, INC.	6,646	6,646	COST	86,913
1000 MERCK & CO	1,967	1,967	COST	37,700
600 PPG INDS INC	1,418	1,418	COST	50,094
FED GNMA TRUST	135,413	100,560	COST	102,831
FED INCOME TRUST	59,629	59,629	COST	59,380
800 3M	6,070	6,070	COST	65,384
HARBOR FD BD FD INSTL	150,012	150,012	COST	145,813
600 SOUTHERN CO	19,954	19,954	COST	27,774
DODGE AND COX	100,000	100,000	COST	98,870
TOTAL	\$ 516,298	\$ 481,446		\$ 1,351,593

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
20000 HSBC FIN CORP	\$ 20,002	\$ 20,002	COST	\$ 20,154
25000 PRIN LIFE INC FUND	25,003	25,003	COST	26,668
15000 GOLDMAN SACHS FROUP	14,851	14,851	COST	15,377
15000 AT & T CORP	15,001	15,001	COST	17,145
TOTAL	\$ 74,857	\$ 74,857		\$ 79,344

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
MINERAL INTEREST	\$ <u>2</u>	\$ <u>2</u>	\$ <u>80,093</u>
TOTAL	\$ <u><u>2</u></u>	\$ <u><u>2</u></u>	\$ <u><u>80,093</u></u>

Federal Statements

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

RESIDENT OF FAYETTE COUNTY FOR 4 YEARS

Recipient Name & Address	Relationship	Purpose	Amount
Megan Alderson RR 2 Box 202 Ramsey IL 62080	None	Educational	2250.00
Audrey Allison 120 Southview Vandalia IL 62471	None	Educational	2700.00
Andrew Bell 2700 Spring Dr Vandalia IL 62471	None	Educational	2250.00
Daniel Bell 2700 Spring Dr Vandalia IL 62471	None	Educational	500.00
Rachel Bell 2700 Spring Dr Vandalia IL 62471	None	Educational	2250.00
Lucas Benning RR 1 Box 137 St. Peter IL 62880	None	Educational	800.00
Donovan Benton 27390 W 4th St Rd Centralia IL 62801	None	Educational	1200.00
Scott Boas 2413 Zent Dr Vandalia IL 62471	None	Educational	2250.00
Shayla Branham 2719 Lakewood Dr Vandalia IL 62471	None	Educational	3600.00
Nathan Brewer-Davis RR 1 Box 8 Bingham IL 62011	None	Educational	3150.00
Natosha Brown RR 2 Box 326B Ramsey IL 62080	None	Educational	1925.00

Recipient Name & Address	Relationship	Purpose	Amount
Andria Carroll 930 W Edwards St Vandalia IL 62471	None	Educational	4050.00
Kate Carroll RR 2 Box 217 Ramsey IL 62080	None	Educational	4650.00
Adam Carter RR 3 Box 87 Ramsey IL 62080	None	Educational	1800.00
Shelby Cearlock 2116 Zent Dr Vandalia IL 62471	None	Educational	2000.00
Jennifer Chatham 740 W Orchard St Vandalia IL 62471	None	Educational	3750.00
Dylan Cole 833 N Sixth St Vandalia IL 62471	None	Educational	900.00
Randi Combs RR 1 Box 428 Vandalia IL 62471	None	Educational	4200.00
Matthew Connell RR 2 Box 79 Brownstown IL 62418	None	Educational	1600.00
Christopher Cox 1304 Shelly Dr Vandalia IL 62471	None	Educational	3600.00
William Cowger II 919 N Burtschi St Vandalia IL 62471	None	Educational	900.00
Whitney Craig 104 Hanley St Ramsey IL 62080	None	Educational	3600.00

Recipient Name & Address	Relationship	Purpose	Amount
Chad Craig 104 Hanley St Ramsey IL 62080	None	Educational	3150.00
Michael Critcheloe 615 N Coles Vandalia IL 62471	None	Educational	1800.00
Tessa Davison 2605 St. Louis Ave Vandalia IL 62471	None	Educational	2250.00
H'aron Denton 114 E Madison Vandalia IL 62471	None	Educational	1400.00
Clinton Devall RR 2 Box 202 Vandalia IL 62471	None	Educational	3150.00
Victoria Dokey RR 1 Box 318B Vandalia IL 62471	None	Educational	2000.00
Kyle Dugan RR 2 Box 36 Vandalia IL 62471	None	Educational	600.00
Ashley Durbin RR 1 Box 189 Vandalia IL 62471	None	Educational	2250.00
Lindy Eddy RR 1 Box 8 Bingham IL 62011	None	Educational	1575.00
Heather Elder 1614 W Randolph Vandalia IL 62471	None	Educational	3600.00
Seth Elder 1614 W Randolph Vandalia IL 62471	None	Educational	800.00

Recipient Name & Address	Relationship	Purpose	Amount
Kayla Elmore RR 2 Box 378 Mulberry Grove IL 62262	None	Educational	1200.00
Erin Endres 2604 South Fork Dr Vandalia IL 62471	None	Educational	500.00
Lacey Feezel RR 1 Box 196 Brownstown IL 62418	None	Educational	2700.00
Lauren Feezel RR 1 Box 196 Brownstown IL 62418	None	Educational	1350.00
Matthew Filer RR 2 Box 115 Vandalia IL 62471	None	Educational	2250.00
Taylor Fulk 718 W Jackson St Vandalia IL 62471	None	Educational	2000.00
Michelle Galletto 1 Residence Dr Edwardsville IL 62025	None	Educational	3600.00
Tiffany Gould RR 1 Box 355 Vandalia IL 62471	None	Educational	900.00
Callie Guerrettaz RR 1 Box 62 Farina IL 62838	None	Educational	500.00
Tori Hagy 2001 W Fillmore Vandalia IL 62471	None	Educational	2700.00
Whitney Hagy 2001 W Fillmore Vandalia IL 62471	None	Educational	1800.00

Recipient Name & Address	Relationship	Purpose	Amount
Andrew Hall P.O. Box 381 Vandalia IL 62471	None	Educational	800.00
Christopher Hall 1410 W St. Louis Ave Vandalia IL 62471	None	Educational	3150.00
Adam Harrison RR 2 Box 173 Ramsey IL 62080	None	Educational	750.00
Kyle Hawkins 423 S Fifth St Vandalia IL 62471	None	Educational	900.00
Brandon Heistand RR 1 Box 241 Shobonier IL 62885	None	Educational	3150.00
Sarah Heistand RR 1 Box 241 Shobonier IL 62885	None	Educational	1500.00
Curtis Hemminghaus RR 1 Box 35 Beecher City IL 62414	None	Educational	3150.00
Stephanie Henna PO Box 362 Vandalia IL 62471	None	Educational	2250.00
LaNette Heselton 1012 N Seventh St Vandalia IL 62471	None	Educational	2400.00
Mackenzie Holaday 620 Bow Dr Vandalia IL 62471	None	Educational	800.00
Matthew Holaday 620 Bow Dr Vandalia IL 62471	None	Educational	2250.00

Recipient Name & Address	Relationship	Purpose	Amount
Kayla Houston 911 Meyers Lane Vandalia IL 62471	None	Educational	1000.00
Meghan Jerden RR 2 Box 245 Ramsey IL 62080	None	Educational	1500.00
Lukas Keeling 1300 Florida St Apt 8 Edwardsville IL 62025	None	Educational	1600.00
Dakota Kellow 116 E Johnson Vandalia IL 62471	None	Educational	2250.00
Kameron Kilzer 226 E Division Brownstown IL 62418	None	Educational	2250.00
Thomas Kinhead 1907 W Main Vandalia IL 62471	None	Educational	1800.00
Margaret Kinney 413 W Washington St Vandalia IL 62471	None	Educational	1800.00
William Kinney 413 W Washington St Vandalia IL 62471	None	Educational	2700.00
Rachel Kleinik RR 1 Box 217 Shobonier IL 62885	None	Educational	2700.00
Susan Koonce 834 W Gallatin Vandalia IL 62471	None	Educational	1400.00
Adrienne Kubina 1713 W St. Clair Vandalia IL 62471	None	Educational	3600.00

Recipient Name & Address	Relationship	Purpose	Amount
Jade Ledbetter RR 3 Box 255 Vandalia IL 62471	None	Educational	3600.00
Jennifer Lovett 516 E Carolyn St St. Elmo IL 62458	None	Educational	800.00
Amanda Lutz 1223 W St. Clair Vandalia IL 62471	None	Educational	1800.00
Michael Mabry P.O. Box 203 Alhambra IL 62011	None	Educational	1400.00
Lauren Matheny RR 2 Box 19-1 Farina IL 62838	None	Educational	1500.00
Whitney Newsome RR 2 Box 268 Vandalia IL 62471	None	Educational	500.00
Ryan Nordyke 2711 Lake Wood Dr Vandalia IL 62471	None	Educational	500.00
Kendall Opfer RR 1 Box 150 Shobonier IL 62885	None	Educational	4050.00
Natasha Opfer 1012 Sunset Dr Vandalia IL 62471	None	Educational	500.00
Megan Otto 120 N First St Vandalia IL 62471	None	Educational	3150.00
Cody Philpot 327 W Taylor St Vandalia IL 62471	None	Educational	2000.00

Recipient Name & Address	Relationship	Purpose	Amount
Brooke Pippins 630 S Elm Vandalia IL 62471	None	Educational	4200.00
Shane Ponzel 1626 W Jefferson Vandalia IL 62471	None	Educational	500.00
Jordan Potter RR 2 Box 119 Patoka IL 62875	None	Educational	500.00
Sawyer Potter RR 2 Box 119 Patoka IL 62875	None	Educational	500.00
Shelby Pryor 1414 W Randolph Vandalia IL 62471	None	Educational	1350.00
Timothy Pryor RR 1 Box 107A Ramsey IL 62080	None	Educational	1000.00
Kevyn Ray 109 N Olive St St. Elmo IL 62458	None	Educational	1500.00
Alison Rebbe PO Box 400 Brownstown IL 62418	None	Educational	800.00
Kathleen Rebbe RR 1 Box 354 Vandalia IL 62471	None	Educational	2250.00
Scott Rinkel P.O. Box 95 St. Peter IL 62880	None	Educational	800.00
Kelby Sanders Rt 2 Box 281A Ramsey IL 62080	None	Educational	4050.00

Recipient Name & Address	Relationship	Purpose	Amount
Barbara Scarbrough RR 1 Box 99 Vernon IL 62892	None	Educational	4650.00
Justin Schaal RR 2 Box 23 Farina IL 62838	None	Educational	1200.00
Kendra Schaal RR 1 Box 38A St. Peter IL 62880	None	Educational	1350.00
Ryan Schaal RR 1 Box 47 Shobonier IL 62885	None	Educational	800.00
Marcia Schilling 651 S Fair St Brownstown IL 62418	None	Educational	2700.00
Austin Schukar RR 1 Box 104 Shobonier IL 62885	None	Educational	2250.00
Quentin Schukar RR 1 Box 104 Shobonier IL 62885	None	Educational	900.00
Kelsey Shelton 135 E Maple Brownstown IL 62418	None	Educational	2700.00
Matthew Shelton 538 E Oak St Brownstown IL 62418	None	Educational	2250.00
Bayle Smith 414 E Ash St. Brownstown IL 62418	None	Educational	2400.00
Blythe Smith RR 3 Box 871B Vandalia IL 62471	None	Educational	2250.00

Recipient Name & Address	Relationship	Purpose	Amount
Kyle Sparks 106 Timber Creek Eldorado CO 71730	None	Educational	1800.00
Amy Sporleder RR 1 Box 91 St. Peter IL 62880	None	Educational	1000.00
Sarah Sporleder RR 1 Box 91 St. Peter IL 62880	None	Educational	1200.00
Chris Stinebring RR 1 Box 49B Brownstown IL 62418	None	Educational	2250.00
Tori Tarter RR 3 Box 857 Vandalia IL 62471	None	Educational	1050.00
Gabriel Taylor RR 1 Box 97 Shobonier IL 62885	None	Educational	1200.00
Jamie Taylor RR 1 Box 195 Vandalia IL 62471	None	Educational	3600.00
Dane Thull PO Box 66 Ramsey IL 62080	None	Educational	1350.00
Katelyn Vieregge 2618 E Fork Dr Vandalia IL 62471	None	Educational	900.00
Kayla VonBehren RR 1 Box 155 St. Peter IL 62880	None	Educational	1350.00
Kristyn VonBehren RR 1 Box 155 St. Peter IL 62880	None	Educational	1600.00

Recipient Name & Address	Relationship	Purpose	Amount
Amanda Walton RR 1 Box 124 Shobonier IL 62885	None	Educational	2250.00
Amy Walton RR 1 Box 124 Shobonier IL 62885	None	Educational	500.00
Elissa Walton 131 N 2nd St Vandalia IL 62471	None	Educational	800.00
Ashli Wasmuth RR 1 Box 182 Shobonier IL 62885	None	Educational	1575.00
Tyler Westendorf P.O. Box 36 Vandalia IL 62471	None	Educational	1500.00
Anna Wheeler RR 1 Box 128B Ramsey IL 62080	None	Educational	1800.00
Nathanael Wheeler RR 1 Box 128B Ramsey IL 62080	None	Educational	800.00
Mitchell Whightsil RR 1 Box 393 Vandalia IL 62471	None	Educational	2250.00
TOTAL			229175.00