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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: EMIL BABINGER CHARITABLE TRUST

A Employer identification number: 48-1061932

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 807 | Room/suite

B Telephone number: 620-342-5527

City or town, state, and ZIP code: EMPORIA, KS 66801

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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 [X] 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) ▶$ 3,791,764.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (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 ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	89.	89.		Statement 1
	4 Dividends and interest from securities	101,316.	101,316.		Statement 2
	5a Gross rents	80,272.	80,272.		Statement 3
	b Net rental income or (loss) 66,105.				Statement 4
	6a Net gain or (loss) from sale of assets not on line 10	115,402.			
	b Gross sales price for all assets on line 6a 1,633,375.				
	7 Capital gain net income (from Part IV, line 2)		115,402.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	885.	885.		Statement 5
	12 Total Add lines 1 through 11	297,964.	297,964.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,109.	3,572.		22,537.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 6	2,133.	100.		1,525.
	b Accounting fees Stmt 7	3,349.	1,674.		0.
	c Other professional fees Stmt 8	27,221.	27,221.		0.
	17 Interest				
	18 Taxes Stmt 9	9,875.	5,412.		0.
	19 Depreciation and depletion	1,230.	1,230.		
	20 Occupancy				
	21 Travel, conferences, and meetings	79.	0.		79.
	22 Printing and publications				
	23 Other expenses Stmt 10	8,869.	8,869.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	78,865.	48,078.		24,141.
	25 Contributions, gifts, grants paid	170,797.			170,797.
	26 Total expenses and disbursements Add lines 24 and 25	249,662.	48,078.		194,938.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	48,302.			
	b Net investment income (if negative, enter -0-)		249,886.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	103,712.	95,816.	95,816.
	3 Accounts receivable ▶ 2.			
	Less allowance for doubtful accounts ▶	1.	2.	2.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶ 652,577.			
	Less accumulated depreciation Stmt 11 ▶ 5,728.	648,079.	646,849.	1,495,699.
	12 Investments - mortgage loans			
	13 Investments - other Stmt 12	2,133,420.	2,190,847.	2,200,247.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,885,212.	2,933,514.	3,791,764.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,885,212.	2,933,514.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,885,212.	2,933,514.	
	31 **Total liabilities and net assets/fund balances**	2,885,212.	2,933,514.	

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	2,885,212.
2	Enter amount from Part I, line 27a	2	48,302.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,933,514.
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	2,933,514.

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 DETAIL	P		
b	SEE ATTACHED DETAIL	P		
c	SEE ATTACHED DETAIL	P		
d	Capital Gains Dividends			
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	487,833.		460,235.	27,598.
b	1,110,660.		1,022,886.	87,774.
c	34,852.		34,852.	0.
d	30.			30.
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) 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	
a				27,598.
b				87,774.
c				0.
d				30.
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** 115,402.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	189,863.	3,737,755.	.050796
2009	237,840.	3,752,686.	.063379
2008	286,634.	4,059,166.	.070614
2007	157,074.	4,391,116.	.035771
2006	171,874.	4,029,585.	.042653

2	Total of line 1, column (d)	2	.263213
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	.052643
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,788,783.
5	Multiply line 4 by line 3	5	199,453.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,499.
7	Add lines 5 and 6	7	201,952.
8	Enter qualifying distributions from Part XII, line 4	8	194,938.

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	4,998.
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	4,998.
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	4,998.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,760.		
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	2,760.
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	2,238.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KS			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ESB FINANCIAL Telephone no ▶620-342-5527

Located at ▶801 MERCHANT, EMPORIA, KS ZIP+4 ▶66801

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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		X
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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 ▶ ____, ____, ____, ____				
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)? ☐ 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)? N/A **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? N/A ☐ 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** No: X

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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ESB FINANCIAL P.O. BOX 807 EMPORIA, KS 66801	TRUSTEE 5.00	17,859.	0.	0.
JOHN E. KUHLMANN 820 ROAD J5 OLPE, KS 66801	TRUSTEE 2.00	2,750.	0.	0.
GEORGE C. OSBORN P.O BOX 827 EMPORIA, KS 66801	TRUSTEE 2.00	2,750.	0.	0.
TODD OSBORN 2113 ROAD M EMPORIA, KS 66801	TRUSTEE 2.00	2,750.	0.	0.

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,278,379.
b	Average of monthly cash balances		1b	132,308.
c	Fair market value of all other assets		1c	1,435,793.
d	**Total** (add lines 1a, b, and c)		1d	3,846,480.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,846,480.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	57,697.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,788,783.
6	**Minimum investment return** Enter 5% of line 5		6	189,439.

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	189,439.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 4,998.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,998.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	184,441.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	184,441.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	184,441.

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	194,938.
b	Program-related investments - total from Part IX-B	1b	0.
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	194,938.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	194,938.

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

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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				184,441.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008 2,787.				
d From 2009 52,222.				
e From 2010 5,718.				
f Total of lines 3a through e	60,727.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 194,938.				
a Applied to 2010, but not more than line 2a			0.	
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				184,441.
e Remaining amount distributed out of corpus	10,497.			
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	71,224.			
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 instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	71,224.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008 2,787.				
c Excess from 2009 52,222.				
d Excess from 2010 5,718.				
e Excess from 2011 10,497.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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

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

STEVE BELL, ESB FINANCIAL, 620-342-3454
801 MERCHANT ST, PO BOX 807, EMPORIA, KS 66801

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

NO SPECIFIED FORM

c Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANY TIME.

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

THE RECIPIENT MUST BE A QUALIFIED PUBLIC CHARITY UNDER SECTIONS 501(C)(3) AND 509(A)(1), (2), (3) AND (4) OF THE INTERNAL REVENUE CODE OF 1986.

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 Paid during the year				
EMPORIA ARTS COUNCIL 618 MECHANIC EMPORIA, KS 66801	N/A	PUBLIC CHARITY	EDUCATIONAL OUTREACH/ARTMOBILE PROGRAM	30,000.
EMPORIA CHRISTIAN SCHOOL 1325 C OF E DRIVE EMPORIA, KS 66801	N/A	PUBLIC CHARITY	ART/MUSIC PROGRAM	1,950.
EMPORIA RESCUE MISSION 1119 MERCHANT STREET EMPORIA, KS 66801	N/A	PUBLIC CHARITY	FEINSTEIN MATCHING PROGRAM	10,000.
ESU FOUNDATION, INC 1500 HIGHLAND STREET EMPORIA, KS 66801	N/A	PUBLIC CHARITY	SCHOLARSHIPS	60,000.
FLINT HILLS TECHNICAL COLLEGE 3301 W 18TH AVE EMPORIA, KS 66801	N/A	POST-SECONDARY EDUCATION FACIL	SCHOLARSHIPS	12,000.
Total See continuation sheet(s)			▶ 3a	170,797.
b Approved for future payment None				
Total			▶ 3b	0.

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	89.	
4 Dividends and interest from securities			14	101,316.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	66,105.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	885.	
8 Gain or (loss) from sales of assets other than inventory			18	115,402.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		283,797.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 283,797.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/20/12 Title: ▶ TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Timothy Wright, CPA	Timothy L Wright	07/16/12		P00237157

Firm's name ▶ Pool & Wright, Chartered CPA's — Firm's EIN ▶ 48-0941858

Firm's address ▶ 505 Commercial Emporia, KS 66801 — Phone no (620)342-7435

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12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEARNING CONNECTION OF THE FLINT HILLS 702 COMMERCIAL ST EMPORIA, KS 66801	N/A	PUBLIC CHARITY	FARMER'S MARKET	10,000.
CITY OF OLPE C/O OLPE LIONS CLUB 101 WESTPHALIA ST OLPE, KS 66865	N/A	GOVERNMENT	LIGHTING UPGRADES	30,000.
ST JOSEPH CATHOLIC SCHOOL 307 IOWA OLPE, KS 66865	N/A	PUBLIC CHARITY	PAYROLL ASSISTANCE	16,847.
Total from continuation sheets				56,847.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
NORTHERN TRUST MONEY MARKET	5.
RAYMOND JAMES - FEDERATED	2.
RAYMOND JAMES - FREEDOM	9.
RAYMOND JAMES - THORNBURG	54.
RAYMOND JAMES - TRADEWINDS	19.
Total to Form 990-PF, Part I, line 3, Column A	89.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
RAYMOND JAMES - FEDERATED	2,672.	0.	2,672.
RAYMOND JAMES - FREEDOM	17,435.	30.	17,405.
RAYMOND JAMES - OID	554.	0.	554.
RAYMOND JAMES - OID PURCH ACCR INTEREST	<258.>	0.	<258.>
RAYMOND JAMES - OTHER PERIODIC INTEREST	14,112.	0.	14,112.
RAYMOND JAMES - THORNBURG	62,342.	0.	62,342.
RAYMOND JAMES - THORNBURG US OBLIGATIONS	4,236.	0.	4,236.
RAYMOND JAMES - TRADEWINDS ADJ	<227.>	0.	<227.>
RAYMOND JAMES - TRADEWINDS DIV	8,761.	0.	8,761.
RAYMOND JAMES PURCHASED ACCRUED INTEREST	<8,281.>	0.	<8,281.>
Total to Fm 990-PF, Part I, ln 4	101,346.	30.	101,316.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PASTURE RENT/CROP SHARE	1	42,356.
OIL ROYALTY	2	37,916.
Total to Form 990-PF, Part I, line 5a		80,272.

Form 990-PF | Rental Expenses | Statement 4

Description	Activity Number	Amount	Total
Depreciation		1,230.	
REAL ESTATE TAXES		4,068.	
FARM BUREAU DUES		35.	
INSURANCE		238.	
PASTURE CARE		8,596.	
- SubTotal -	1		14,167.
Total rental expenses			14,167.
Net rental Income to Form 990-PF, Part I, line 5b			66,105.

Form 990-PF | Other Income | Statement 5

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
MISCELLANEOUS	885.	885.	
Total to Form 990-PF, Part I, line 11	885.	885.	

Form 990-PF | Legal Fees | Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
STEVEN L. DAVIS	2,033.	0.		1,525.
BRADLEY & BRADLEY	100.	100.		0.
To Fm 990-PF, Pg 1, ln 16a	2,133.	100.		1,525.

Form 990-PF | Accounting Fees | Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	3,349.	1,674.		0.
To Form 990-PF, Pg 1, ln 16b	3,349.	1,674.		0.

Form 990-PF | Other Professional Fees | Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKER ADVISORY FEES	27,221.	27,221.		0.
To Form 990-PF, Pg 1, ln 16c	27,221.	27,221.		0.

Form 990-PF | Taxes | Statement 9

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	1,344.	1,344.		0.
FEDERAL EXCISE TAX	4,463.	0.		0.
REAL ESTATE TAXES	4,068.	4,068.		0.
To Form 990-PF, Pg 1, ln 18	9,875.	5,412.		0.

Form 990-PF | Other Expenses | Statement 10

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FARM BUREAU DUES	35.	35.		0.
INSURANCE	238.	238.		0.
PASTURE CARE	8,596.	8,596.		0.
To Form 990-PF, Pg 1, ln 23	8,869.	8,869.		0.

Form 990-PF Depreciation of Assets Held for Investment Statement 11

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
REBUILD POND AND DAM	8,190.	2,821.	5,369.
STOCK WATER SYSTEM	4,787.	2,907.	1,880.
LAND	639,600.	0.	639,600.
Total to Fm 990-PF, Part II, ln 11	652,577.	5,728.	646,849.

Form 990-PF Other Investments Statement 12

Description	Valuation Method	Book Value	Fair Market Value
SEE ATTACHED	FMV	2,190,847.	2,200,247.
Total to Form 990-PF, Part II, line 13		2,190,847.	2,200,247.

Emil Babinger Charitable Trust

	12/31/2010	12/31/2011	
Investment Description	Book Value	Book Value	Fair Market Value
3M COMPANY	-	1,509 60	1,389.41
ABBOTT LABS	5,105 23	4,668 14	5,116 93
ABM INDUSTRIES INCORPORATED	-	1,150 92	1,195.96
AETNA INCORPORATED	9,187.13		
AGCO CORPORATION	2,299 45		
ALLIANZ SE	2,552 44	2,552 44	2,379.56
ALTRIA GROUP INC	10,988.38	6,905 05	9,102 55
AMERICA MOVIL SAB DE CV NTS ISIN 2.375% 9/8/2016	-	39,675 20	39,450 00
AMERICAN EXPRESS CREDIT CORP 5 1250% 8/25/2014		32,851.20	32,229.60
AMERICAN FORK CITY UT - 5.07%	49,121.50	49,121 50	52,563 50
AMERICAN INTERNATIONAL GROUP	-	13,421 40	11,692 80
AMGEN INCORPORATED	4,719 39	4,053 50	4,687 33
ANGLOGOLD ASHANTI LIMITED	3,571 99	5,155.81	5,221 35
ANHEUSER BUSCH INBEV SA/NV	-	2,250 40	2,439 60
ARCHER DANIELS MIDLAND COMPANY	4,517 10	4,913 66	4,719 00
ASTRAZENECA PLC	-	10,692.93	10,091 22
AT&T	19,058 58	9,802 68	10,221 12
ATLANTIC TELE NETWORK INCORPORATED	-	351 63	351 45
AUTOMATIC DATA PROCESSING INCORPORATED	-	4,644 54	5,076 94
AVISTA CORPORATION	-	1,810 38	2,008 50
BAE SYSTEMS PLC	-	3,302.22	2,747 07
BANCO SANTADER BRASIL SA	-	1,895 73	1,872 20
BANK OF AMERICA CORP NTS ISN 5 75% 12/1/2017		54,185 00	47,226 00
BARRICK GOLD CORPORATION	10,256 51	9,513 52	11,855 50
BASF SE SPONSORED	-	2,359 14	2,098 71
BAYER AG SPONSORED	-	783 23	833 66
BCE INCORPORATED	8,498 98	5,430 92	9,226 99
BECTON DICKINSON & COMPANY	-	1,454 86	1,270 24
BEMIS INCORPORATED	-	1,572 32	1,413 76
BEST BUY CO INC 5 50% 3/15/2021		49,511 00	48,205 00
BEST BUY INCORPORATED	-	9,546 14	9,324 63
BLACKROCK INCORPORATED	-	1,871 53	2,138 88
BOB EVANS FARMS INCORPORATED	-	1,726 92	1,744 08
BP CAPITAL MARKETS PLC 3 875% 3/10/2015		26,621 00	26,395 00
BREITBURN ENERGY PARTNERS LP COM	-	3,673 56	3,146 55
BRISTOL MEYERS SQUIBB	19,330 64	6,257 51	8,281 40
BRITISH AMERICAN TOB PLC	-	1,193 61	1,423 20
CAMECO CORPORATION	7,274 63	16,722 49	10,830 00
CARREFOUR SA ADR	1,883 00	1,883 00	993 67
CEMEX SAB DE CV	1,735 03	-	
CENTRAIS ELECTRICAS BRASILEIRAS SA SPON	3,435.46	3,435 46	2,417 79
CENTRAIS ELECTRICAS BRASILEIRAS SA SPON PFD	2,749.48	6,713 60	7,554.50
CENTURYLINK INC	10,647 08	6,955 66	7,328.40
CHESAPEAKE ENERGY CORPORATION	7,703.89	1,819 26	1,738 62
CHEVRON	10,963.20	3,658 43	4,788 00
CHINA MOBILE LIMITED	-	1,665 66	1,697 15
CHUBB CORPORATION	-	2,760 31	3,253 34
CIGNA CORPORATION NTS 2 75% 11/15/2016		29,980 50	29,934 30
CINCINNATI FINANCIAL CORPORATION	5,597.81	3,263.62	3,716.12
CITIGROUP INC NTS ISN 6 000% 8/15/2017		55,560 00	52,398 00
CMS ENERGY CORPORATION	-	1,165 80	1,324 80
CNA FINANCIAL CORP 6 5% 8/15/2016		32,575 20	32,449 50
COCA COLA COMPANY	8,759 27	1,884 53	2,518 92
COMCAST CORPORATION	-	1,264 83	1,342 92

Emil Babinger Charitable Trust

Investment Description	12/31/2010 Book Value	12/31/2011 Book Value	12/31/2011 Fair Market Value
COMMERCE BANCSHARES INCORPORATED	-	1,330 53	1,296 08
COMPANHIA DE SANEAMENTO BASICO	627.00		
COMPANIA CERVECERIAS UNIDAS SA	-	651 00	757.20
COMPASS DIVERSIFIED HOLDINGS	-	1,255.99	879 69
COMPASS GROUP PLC SPON	-	1,205.55	1,281.83
COMPUTER SCIENCES CORP 6 50% 3/15/2018		54,365 00	49,000.00
COMPUTER SCIENCES CORPORATION	-	4,983.96	4,360 80
CONOCOPHILLIPS	9,594.85	6,427 71	9,035 88
CONOCOPHILLIPS	6,766.31	-	
CONSOLIDATED EDISON INCORPORATED	4,082 74	1,339 53	1,860.90
CPFL ENERGIA SA	-	712 53	818.09
CRACKER BARREL OLD CTRY STORE	-	1,607 86	1,764 35
CREDIT SUISSE GROUP	-	2,169 38	2,277 56
CULLEN FROST BANKERS INCORPORATED	-	1,347 80	1,216 93
DAIMLER AG REG SHS	-	2,301 69	1,670 59
DAIWA SECS GROUP INCOPORATED	7,583 06	7,583 06	4,918 66
DARDEN RESTAURANTS INCORPORATED	-	1,564 48	1,458 56
DEAN FOODS COMPANY	-	4,635 50	5,555 20
DEUTCHSE TELEKOM AG	1,906.72	-	
DEUTSCHE TELEKOM AG SPONSORED	-	1,177 90	1,024 21
DIAGEO PLLC SPON ADR	-	2,971 10	3,234 54
DIAMOND OFFSHORE DRILLING INCORPORATED	-	1,290 22	994 68
DIEBOLD INCORPORATED	-	765 84	721 68
DOMINION RES INC	13,131 78	3,669 14	5,042 60
DONNELLEY R R & SONS COMPANY	-	1,223 24	865 80
DR PEPPER SNAPPLE GROUP INCORPORATED	-	772 52	789 60
DU PONT E I DE NEMOURS & COMPANY	-	2,359 72	2,014 32
DUKE ENERGY CORPORATION	13,450 18	7,485 04	8,580 00
EAST JAPAN RAILWAY COMPANY	-	9,344 64	9,977.16
EBAY INCORPORATED	1,318 45	-	
ELECTRICITE DE FRANCE ADR	12,455 76	22,263 85	13,158 13
EMBRAER-EMPRESA BRASILEIRA	1,462 99	-	
EMERSON ELEC COMPANY	-	1,702 12	1,304 52
ENEL SOCIATA PER AZIONI ADR	-	1,205 13	738 66
ENTERGY CORPORATION NEW	-	1,511 39	1,607.10
ENTERGY LOUISIANA, LLC 1ST MTG 4.8 5/1/2021		49,913.50	55,878 00
ENTERPRISE PRODUCTS PARTNERS LP	-	1,175 51	1,252 26
EXPORT-IMPORT BANK OF KOREA 4 00% 1/29/2021		28,875 00	28,932 00
EXXON MOBIL CORPORATION	-	802 84	847 60
FEDERAL FARM CREDIT DEBENTURE 5 25%	74,791.50	39,888 80	42,188 40
FEDERATED TO FREEDOM			
FHLMC REMIC SERIES 2628 AB 4 5% 6/15/2018	49,641 24	30,951 50	30,201 75
FHLMC REMIC SERIES 2685 ND 4 00% 10/15/2018	82,154 03	-	
FHLMC REMIC SERIES 2841 BY 5 00% 8/15/2019	53,496 53	53,496 53	54,443.00
FHLMC REMIC SERIES 2936PA 5 00% 11/15/2024	-	-	-
FHLMC REMIC SERIES 2943HE 5% 03/15/2033	50,005 92	50,228 28	52,423 50
FHLMC REMIC SERIES 3151UE 5 5% 08/15/2030	29,468.25	17,682 82	16,411.33
FINMECCANICA SPA ADR	-	3,289 73	1,879 12
FLORIDA HSG FIN CORP 5 85% 12/01/2013	55,168 30	40,122 40	40,098 40
FNMA REMIC TRUST 2005-15 EC 5 00% 10/25/2033	75,926 10	75,926 10	81,294.00
FOREST LABS	2,334 78	2,889 46	2,814 18
FRANCE TELECOM SPONSORED	-	2,350 95	1,644 30
FRESH DEL MONTE PRODUCE INCORPORATED	5,513.09	3,199 11	3,726 49
GALLAGHER ARTHUR J & COMPANY	-	1,621 08	1,805 76

Emil Babinger Charitable Trust

Investment Description	12/31/2010 Book Value	12/31/2011 Book Value	12/31/2011 Fair Market Value
GAZPROM O A O SPON ADR	9,462 94	8,858 24	8,009.42
GENERAL DYNAMICS CORPORATION	-	1,450 08	1,261.79
GENERAL ELECTRIC CAPITAL CO 0 10% 10/06/2015		23,344 45	23,256.25
GENERAL ELECTRIC COMPANY 5.25% 12/6/2017	56,341.00	-	-
GENERAL MILLS INCORPORATED	-	3,589 38	4,041.00
GENUINE PARTS COMPANY	-	5,188 12	5,997 60
GLAXOSMITHKLINE	18,596 52	7,424 83	8,076 51
GOLD FIELDS LIMITED	5,563 33	2,947.63	3,507 50
GRUPO AEROPORTUARIO DEL SUREST SPON ADR	-	696 80	727 22
GUOCO GROUP LIMITED ADR	3,809 96	3,809.96	3,939 74
HCP INCORPORATED REIT	7,875 46	2,181 44	2,320 08
HEALTH CARE REIT INCORPORATED	6,444 58	2,129 91	2,726 50
HEINZ HJ CO	14,087 40	5,613.70	6,484 80
HILLENBRAND INCORPORATED	-	2,400 34	2,388 24
HONEYWELL INTERNATIONAL INCORPORATED	-	1,487 20	1,413 10
HOSPITALITY PROPERTIES TRUST REIT	5,248 60	-	-
IMPALA PLATINUM HLDGS	2,661 75	3,131 22	2,798 42
IMPERIAL TOBACCO GROUP PLC	-	2,612 56	3,027 40
INDIANA BD BK REV 5 59% 01/15/2012	68,989 90	68,989 90	70,099 40
INDUSTRIAS BACHOCO S A B	-	1,974 01	1,868 86
INGRAM MICRO INCORPORATED	-	2,813.55	2,855 83
INTEGRYS ENERGY GROUP INCORPORATED	-	814 96	866 88
INTEL CORPORATION	-	3,764 85	4,122 50
IRON MTN INCORPORATED	-	1,254 58	1,447 60
JAPAN STEEL WKS LIMITED ADR	-	6,444 45	5,910 48
JOHNSON & JOHNSON	11,023 28	7,033 79	7,935.18
JOHNSTOWN PA 4 62% 08/15/2012	72,861 75		
JP MORGAN CHASE CMBS 2004-C3 4.878% 1/15/2042	-	42,612 50	42,798.40
JSC RUSHYDRO SPON ADR	-	11,444 17	7,096.95
KAO CORPORATION	2,962 40	-	
KIMBERLY CLARK CORP	18,378 75	11,075 11	12,799.44
KINDER MORGAN ENERGY PARTNERS UT LTD	-	1,580.26	1,868.90
KINROSS GOLD CORPORATION	4,752 05	6,638 77	4,719 60
KIRIN HLDGS COMPANY	3,163 32	-	
KLA-TENCOR CORP NTS 6 9% 5/1/2018		34,585 20	34,594.50
KOREA ELECTRIC PWR	5,886 17	5,886 17	5,182 56
KROGER COMPANY	5,988 04	-	
KT CORPORATION	1,689 77	4,041 51	3,253.12
LANDAUER INCORPORATED	-	1,141 13	1,184 50
LILLY ELI & COMPANY	13,660.31	4,496 11	5,444 36
LILLY ELI & COMPANY	7,945 92	9,539 51	11,138 08
LOCKHEED MARTIN CORPORATION	-	4,164.45	4,206 80
LOCKHEED MARTIN CORPORATION	8,667.78	3,605 36	4,045 00
LORILLARD INCORPORATED	3,625.86	2,700 11	3,990 00
LORILLARD, INC NTS 6.875% 5/1/2020		22,070 60	22,348 80
MARINE HARVEST ASA ADR	-	5,389.66	4,714 30
MARKWEST ENERGY PARTNERS LP	-	810.89	936.02
MATTELL INCORPORATED	-	1,449 53	1,526 80
MCCORMICK & COMPANY INCORPORATED	-	1,522.52	1,714 28
MCDONALDS CORPORATION	9,302 01	3,786 73	6,621 78
MEDTRONIC INCORPORATED	-	1,807 53	2,103 75
MENASHA WIS 4.25% 09/01/2011	65,721 60		
MERCK & COMPANY INCORPORATED	-	1,053 12	1,206 40
MEREDITH CORPORATION	-	750 17	881.55

Emil Babinger Charitable Trust

Investment Description	12/31/2010 Book Value	12/31/2011 Book Value	12/31/2011 Fair Market Value
MICROCHIP TECHNOLOGY INCORPORATED	-	863 65	842 49
MICROSOFT CORPORATION	-	3,358.24	3,115 20
MICROSOFT CORPORATION	1,148 00	9,566 16	9,709 04
MISTUI & COMPANY LIMITED	3,510 38	5,517 14	5,600 74
MS&AD INS GROUP HOLDINGS	5,228.16	6,279 44	4,744 70
MTN GROUP LIMITED	1,744.34	2,760 58	3,293 56
MUNICH GROUP ADR	-	1,693 20	1,255 01
NATIONAL CINEMEDIA INCORPORATED	-	772 74	682.00
NATIONAL GRID PLC	-	7,930 13	8,290 08
NESTLE S A SPONSORED ADR	-	2,485 84	2,656.41
NEW YORK COMMUNITY BANCORP INC	6,483 34	-	-
NEWCREST MINING LIMITED	3,521 17	8,572 41	6,918 89
NEWMONT MINING CORPORATION	10,714 66	14,750 28	17,282 88
NEXEN INCORPORATED	1,861.35	1,861 35	1,368 26
NII HLDGS INCORPORATED	-	5,332 02	3,408 00
NINTENDO LIMITED ADR	5,487 99	7,039 98	4,356 91
NIPPON TELEG & TEL CORPORATION	11,589 71	7,227 58	8,536 21
NISOURCE INCORPORATED	-	3,121.20	3,976 27
NOKIA CORPORATION	1,451 38	4,548 47	3,586 08
NORDIC AMERICAN TANKERS LIMITED	-	1,335 33	659 45
NORFOLK SOUTHERN CORPORATION	-	3,149 76	3,715 86
NOVARTIS A G SPONSORED ADR	-	1,606 03	1,657 93
NTT DOCOMO INC	2,883 83	1,492 64	1,890 05
NUCOR CORPORATION	-	2,704 24	2,215 92
OJSC POLYUS GOLD	7,763 33	-	
OLD REP INTERNATIONAL CORPORATION	-	5,165 93	4,542 30
ONEBEACON INSURANCE GROUP LIMITED	-	1,148 35	1,308 15
ONEIDA CNTY NY 4 987% 8/1/2017	45,000 00		
ORACLE CORPORATION	-	1,758 54	1,359 45
OWENS & MINOR INCORPORATED	-	1,651 98	1,528 45
P T TELEKOMUNIKASI INDONESIA	3,723 79	6,322 97	5,748 38
PARTNERRE LIMITED	-	2,235.06	1,733 67
PAYCHEX INCORPORATED	-	896 40	812 97
PEARSON PLC	-	2,802 76	3,094 68
PEPSICO INCORPORATED	-	5,842 24	6,104 20
PESTMART INCORPORATED	-	293 02	359 03
PETROBRAS ARGENTINA SA	2,275 81	2,275 81	1,804 66
PETROCHINA COMPANY	1,720 20	-	
PETROLEO BRASILEIRO SA	4,662 77	4,662 77	3,711.42
PFIZER INCORPORATED	-	2,182 73	2,466 96
PFIZER INCORPORATED	9,546 30	-	
PHILIP MORRIS INTL	15,295 45	7,527 22	12,007.44
PHILIPPINE LONG DISTANCE TEL	-	1,744 37	1,786.22
PITNEY BOWES INCORPORATED	-	2,236 78	1,687 14
PNC FINL SVCS GROUP INCORPORATED	-	1,072 68	1,268 74
POLYUS GOLD INTERNATIONAL	-	7,761.46	6,900.05
PPL CORPORATION	-	4,355.25	4,795.46
PRIVATE EXPORT FUNDING 4.55% 05/15/2015	94,747 00	-	-
PROCTER & GAMBLE COMPANY	5,810 66	3,589 25	5,003 25
PROGRESS ENERGY INC	13,803 46	2,232 16	2,632 94
RAYTHEON COMPANY COM	-	2,056 38	1,935 20
RECKITT BENCKISER GROUP PLC	-	1,199 38	1,077 36
REGAL ENTERTAINMENT GROUP	-	2,456 88	2,364 12
REPUBLIC SVCS INCORPORATED	-	759 18	771 40

Emil Babinger Charitable Trust

Investment Description	12/31/2010 Book Value	12/31/2011 Book Value	12/31/2011 Fair Market Value
REYNOLDS AMERICAN INC	8,022 63	5,294 64	7,372 76
ROCHE HLDG LIMITED	-	1,544 76	1,787 60
ROGERS COMMUNICATIONS INCORPORATED	-	2,337 85	2,496.78
ROYAL DUTCH SHELL (NETHERLANDS)	-	2,526 12	2,631.24
ROYAL DUTCH SHELL (UK)	14,731 49	4,832.67	6,916.91
SABRA HEALTH CARE REIT	-	1,588 65	1,027 65
SAFETY INS GROUP INCORPORATED	-	1,608 42	1,335.84
SANOFI SPONSORED ADR	-	1,216 61	1,278 90
SAP AG SPON ADR	1,530 18	-	
SARA LEE CORPORATION	-	2,153 89	2,402 84
SCANA CORPORATION NEW	4,464 62	723 26	811 08
SEADRILL LIMTED SHS	-	2,917 69	2,853 48
SENIOR HOUSING PROPERTIES TRUST REIT	4,083 49	-	-
SEVEN & I HLDGS COMPANY	6,945 02	3,240 02	3,958 82
SHAW GROUP INCORPORATED	1,888 78	-	
SHIN ETSU CHEMICAL COMPANY	3,699.79	3,699 79	3,546 72
SILVER STD RES INCORPORATED	1,245 24	2,484 75	1,934 80
SINGAPORE TELECOMMUNICATIONS LIMITED	3,967 90	-	
SK TELECOM LIMITED	1,766 12	6,283 45	4,777.11
SMUCKER JM COMPANY	-	1,252 00	1,563 40
SOUTHERN COMPANY	17,693 94	9,067 22	11,850 24
SOUTHWEST ARLS COMPANY	-	7,693 95	8,132 00
SPECTRA ENERGY CORPORATION	-	1,344 80	1,568.25
STATOIL ASA NTS ISIN 3 125% 8/17/2017	74,836 50	39,912 80	42,292 40
STATOIL ASA SPONSORED ADR	8,799 17	6,288 37	7,529 34
SUMITOMO TR & BKG LIMITED	7,427 06	5,778 53	4,799 06
SUNCOR ENERGY INCORPORATED	6,709 43	-	
SWISSCOM AG SPONSORED ADR	-	2,514 40	2,131 36
SYSCO CORPORATION	-	3,054.02	3,196 97
TAIWAN SEMICONDUCTOR MFG LIMITED	-	2,197 66	2,104 33
TARGET CORPORATION	-	2,388 48	2,509 78
TECO ENERGY INCORPORATED	-	1,837 09	1,933 14
TELECOM ITALIA SPA NEW	2,073 03	-	
TELEFONICA BRASIL SA	-	2,230 95	2,514 36
TELEFONICA EMISIONES S A 6 421% 6/20/2016	-	27,916 75	26,458 50
TELEFONICA SA SPON	6,095 09	6,975 68	4,624 11
TENN VALL AUTH 6 79%	66,835 26		
TESCO PLC	-	728 90	695 97
TESORO CORPORATION	5,908 92	-	
TEVA PHARMACEUTICAL INDUSTRIES	-	6,901 24	5,731 12
THE GOLDMAN SACHS GROUP INC 5.5% 11/15/2014	-	60,396 60	56,664.85
THE TOLEDO EDISON COMPANY NTS ISN 7 25% 5/1/2020	-	36,765 00	37,390 80
THE WASHINGTON POST COMPANY 7.25% 2/1/2019	68,178 60	45,452 40	46,671 60
TIME WARNER INCORPORATED	-	1,156 80	1,156 48
TNT EXPRESS NV ADR	-	2,038 52	1,499.00
TOTAL S A	10,248.63	8,271 47	7,768 72
TOWER GROUP INCORPORATED	-	1,170 77	988 33
Tradewinds			
TRANSOCEAN LIMITED REG	-	3,661.13	3,531.88
TRAVELERS COMPANIES INCORPORATED	-	799 82	828 38
TURKCELL ILETISM HIZMETLERI SPON	2,236 42	8,419.61	7,691 04
TYSON FOODS INC	3,274 94	-	
UNILEVER PLC	6,669 19	3,032 85	3,955 36
UNISOURCE ENERGY CORPORATION	-	1,998 15	2,030 60

Emil Babinger Charitable Trust

Investment Description	12/31/2010 Book Value	12/31/2011 Book Value	12/31/2011 Fair Market Value
UNITED PARCEL SERVICE INCORPORATED	-	3,411 36	3,366 74
UNITED TECHNOLOGIES CORPORATION	-	2,007 60	1,754 16
UNITRIN INC NTS 6 00% 5/15/2017		26,751 25	26,538 00
UNIV SOUTHN CAL 5 87% 01/01/2014	75,587 25		
UPM KYMMENE CORPORATION	1,011 52	-	
US BANCORP DEL COM NEW	-	950.98	919 70
US SMALL BUSINESS ADMINISTRATION 6 350% 4/1/2021		29,050 91	29,056 12
US TREAS BONDS 4 5% 05/15/2017	83,953 43		
US TREAS NOTES 1 5% 6/30/2016	-	51,423 83	51,707.00
US TREAS NOTES OID 4.25% 11/15/2013	52,375 20	52,375.20	53,699 00
VECTREN CORPORATION	-	1,111 32	1,269 66
VERIZON COMMUNICATIONS INC	16,797 98	10,337.18	11,995 88
VINCI S A	-	2,002 94	1,500 97
VIVENDI SA	-	2,283 00	2,306 33
VODAFONE GROUP PLC	14,607 04	9,456 91	12,193 05
WAL MART STORES INCORPORATED	-	1,833.78	1,972.08
WAL MART STORES INCORPORATED	8,137 14	3,274 64	3,705 12
WASH ST UNIV 5 77% 10/01/2015	75,000 00		
WASTE MGMT INCORPORATED	-	5,082 49	4,383 14
WEST JAPAN RAILWAY	-	1,650 77	1,739 00
WESTERN DIGITAL	3,777 56	7,941 92	9,192.15
WESTPAC BKG CORPORATION	-	1,550 90	1,331 20
WILLIAMS PARTNERS LP	-	1,187 92	1,499.75
WINDSTREAM CORP	6,901 58	2,006 42	1,678 82
BASIS ADJUSTMENTS	420 58	(222 26)	
	2,133,420 00	2,190,847 18	2,200,246 67

Emil Babinger Charitable Trust

Description	CUSIP #	Date of Acquistion	Date of Sale	Proceeds	Basis	Gain(Loss)	Wash Sale
Short Term Gain (Loss)							
Raymond James Acct # 78435637	see attached	see attached	see attached	252,666 50	247,793 10	4,873 40	-
Raymond James Acct # 78657826	see attached	see attached	see attached	157,336 40	132,772 64	24,472 13	91 63
Raymond James Acct # 78735278	see attached	see attached	see attached	77,830 13	79,642 67	(1,747 57)	(64 97)
Raymond James Acct # 78435623	see attached	see attached	see attached	-	-	-	-
Total Short Term Gain (Loss)				487,833 03	460,208 41	27,597 96	26 66
Long Term Gain (Loss)							
Raymond James Acct # 78435637	see attached	see attached	see attached	756,825 86	712,677 92	44,147 94	-
Raymond James Acct # 78657826	see attached	see attached	see attached	116,252 42	96,699 41	19,553 01	-
Raymond James Acct # 78735278	see attached	see attached	see attached	228,961 08	207,489 07	21,472 01	-
Raymond James Acct # 78435623	see attached	see attached	see attached	8,620 62	6,019 49	2,601 13	-
Total Long Term Gain (Loss)				1,110,659 98	1,022,885 89	87,774 09	
Return of Principal							
Raymond James Acct # 78435637							
FLHMC REMIC SERIES 2628 AB	31393VMQ1	11/18/2009	various	18,652 44	18,652 44	-	-
FHLMC REMIC SERIES 3151	31396NUKO	3/19/2008	various	11,785 43	11,785 43	-	-
US SMALL BUSINESS ADMIN	83162CLK7	10/4/2011	10/4/2011	4,413 68	4,413 68	-	-
Total Return of Princial				34,851 55	34,851 55		
Capital Gain Dividends	*Raymond James Acct # 78735278*			30 10	-	30 10	
Grand Totals				1,633,374 66	1,517,945 85	115,402 15	26 66
Procceeds by Account							
Raymond James Acct # 78435637				1,044,343 91			
Raymond James Acct # 78657826				273,588 82			
Raymond James Acct # 78735278				306,791 21			
Raymond James Acct # 78435623				8,620 62			
				1,633,344 56			

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions EMIL BABINGER CHARITABLE TRUST	Employer identification number (EIN) or [X] 48-1061932
	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 807	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EMPORIA, KS 66801	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ ESB FINANCIAL 801 MERCHANT - EMPORIA, KS 66801
  Telephone No ▶ 620-342-5527 FAX No ▶
- 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, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ____, and ending ____.

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	$ 4,998.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 2,760.
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	$ 2,238.

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