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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

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

10/01, 2011, and ending

09/30, 2012

Name of foundation

LEO R BUDER FOUNDATION TRUST

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

231 S LASALLE ST IL1-231-10-05

City or town, state, and ZIP code

CHICAGO, IL 60697

A Employer identification number

43-6023142

B Telephone number (see instructions)

(866) 752-2127

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization.

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) \$ 17,196,691.

J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B	43,438.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	465,626.	465,314.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	13,513.			
b Gross sales price for all assets on line 6a	1,365,352.			
7 Capital gain net income (from Part IV, line 2)		13,513.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	522,577.	478,827.		
13 Compensation of officers, directors, trustees, etc.	34,569.	20,741.		13,828.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 2	16,358.	3,175.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 3	619.			90.
24 Total operating and administrative expenses. Add lines 13 through 23	51,546.	23,916.		13,918.
25 Contributions, gifts, grants paid	424,383.			424,383.
26 Total expenses and disbursements Add lines 24 and 25	475,929.	23,916.		438,301.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	46,648.			
b Net investment income (if negative, enter -0-)		454,911.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions

JSA

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ENVELOPE
POSTMARK DATE JAN 07 2013

SCANNED JAN 15 2013

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	582,559.	524,771.	524,771.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	98,838.	98,838.	116,535.
	b Investments - corporate stock (attach schedule)	9,580,547.	9,735,452.	16,403,215.
	c Investments - corporate bonds (attach schedule)	202,893.	151,113.	152,170.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,464,837.	10,510,174.	17,196,691.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	10,464,837.	10,510,174.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	10,464,837.	10,510,174.	
31 Total liabilities and net assets/fund balances (see instructions)	10,464,837.	10,510,174.		

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	10,464,837.
2 Enter amount from Part I, line 27a	2	46,648.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,511,485.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	1,311.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,510,174.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,343,730.		1,351,839.	-8,109.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			-8,109.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	13,513.	
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 (for 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	433,698.	15,868,610.	0.027331
2009	899,480.	14,547,535.	0.061830
2008	313,533.	9,589,416.	0.032696
2007			
2006			
2 Total of line 1, column (d)			2 0.121857
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 0.040619
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 16,323,997.
5 Multiply line 4 by line 3			5 663,064.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,549.
7 Add lines 5 and 6			7 667,613.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 438,301.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	9,098.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	9,098.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,098.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,008.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,008.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,910.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,910. Refunded <input type="checkbox"/>	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> MO		
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

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?	13	X	
Website address NONE				
14	The books are in care of BANK OF AMERICA Telephone no (866) 752-2127			
	Located at 231 S. LASALLE, CHICAGO, IL ZIP + 4 60697			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ Yes ☒ No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		34,569.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	15,799,314.
b	Average of monthly cash balances	1b	773,272.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	16,572,586.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	16,572,586.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	248,589.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,323,997.
6	Minimum investment return. Enter 5% of line 5	6	816,200.

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	816,200.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,098.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	807,102.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	807,102.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	807,102.

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	438,301.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	438,301.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	438,301.

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				807,102.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			314,922.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 438,301.				
a Applied to 2010, but not more than line 2a			314,922.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				123,379.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				683,723.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

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

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

c Any submission deadlines.

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SEE STATEMENT 7				
Total			▶ 3a	424,383.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See instructions)

(See worksheet in line 13 instructions to verify calculations)

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). (See instructions)

20 -

		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.		

[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

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.

Title

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

Phone no

21

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

LEO R BUDER FOUNDATION TRUST

43-6023142

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☒ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization

LEO R BUDER FOUNDATION TRUST

Employer identification number

43-6023142

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEO R BUDER SPECIAL TRUST NO 1 100 N. BROADWAY ST. LOUIS, MO 63102-2728	\$ 17,172.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LEO R BUDER SPECIAL TRUST NO 2 100 N. BROADWAY ST. LOUIS, MO 63102-2728	\$ 18,233.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	LEO R BUDER SPECIAL TRUST NO 3 100 N. BROADWAY ST. LOUIS, MO 63102-2728	\$ 8,033.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,575.	3,575.
FOREIGN DIVIDENDS	13,555.	13,555.
NONDIVIDEND DISTRIBUTIONS	312.	
DOMESTIC DIVIDENDS	266,066.	266,066.
OTHER INTEREST	13,536.	13,536.
NONQUALIFIED FOREIGN DIVIDENDS	2,522.	2,522.
NONQUALIFIED DOMESTIC DIVIDENDS	166,060.	166,060.
	-----	-----
TOTAL	465,626.	465,314.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR TAX BALANCE	2,175.	
FEDERAL ESTIMATES	11,008.	
FOREIGN TAXES PAID	624.	624.
FOREIGN TAXES PAID	2,551.	2,551.
	-----	-----
TOTALS	16,358.	3,175.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

MEMORIAL EXPENSE
B OF A TAX PREPARATION

529.
90.

90.

TOTALS

619.
=====

90.
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

COST BASIS ADJUSTMENT

1,311.

TOTAL

1,311.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

100 NORTH BROADWAY

ST. LOUIS, MO 63102-2728

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 34,469.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

OFFICER NAME:

L. RAY RADLIFF

ADDRESS:

P.O. BOX 220

VANDALIA,, IL 62471-0220

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

MICHAEL S. OLSON

ADDRESS:

BC/O BANK OF AMERICA

ST. LOUIS, MO 63102-2728

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

PARKER B. CONDIE

ADDRESS:

9909 CLAYTON RD., SUITE 207

ST. LOUIS, IL 63124

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

CHERYL MILLS

ADDRESS:

ST. LOUIS, MO 63102-2728

COMPENSATION 100.

TOTAL COMPENSATION:

34,569.

=====

LEO R BUDER FOUNDATION TRUST

Part XV Supplementary Information

43-6023142

Line 3 Grants and Contributions Paid during the Year or Approved for Future Payment

Paid during the year	Address	if recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of contributor	Purpose of grant or contribution	Amount
AMERICAN DIABETES ASSOC INC	ALEXANDRIA VA	N/A	Public	Charitable support	8,487 66
AMERICAN HEART ASSOCIATION, INC	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
AMERICAN LUNG ASSN OF EASTERN MISSOURI	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
ANNIE MALONE CHILDRENS HOME	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
ARTHRITIS FOUNDATION	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
BARNARD FREE SKIN	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
BETHESDA HEALTH GROUP	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
BOYS & GIRLS TOWN OF MISSOURI	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
BOYS' CLUB OF ST LOUIS INC	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
CATHOLIC CHARITIES OF ST LOUIS	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
CENTRAL INSTITUTE FOR THE DEAF	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
COLLEGE SCHOOL OF THE OZARKS	POINT LOOKOUT MO	N/A	Public	Charitable support	8,487 66
CONVENT OF GOOD SHEPHERD	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
EVANGELICAL CHILDREN'S HOME	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
FATHER DEMPSEYS HOTELS INC	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
GIRL SCOUTS OF EASTERN MISSOURI	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
GOOD SHEPHERD CHILDREN	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
HUMANE SOCIETY OF MISSOURI	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
KINGDOM HOUSE	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
LIGHTHOUSE FOR THE BLIND	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
LITTLE SISTERS OF THE POOR	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
MARCH OF DIMES FOUNDATION	WHITE PLAINS NY	N/A	Public	Charitable support	8,487 66
MISSOURI BOTANICAL GARDEN	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
SAINT LOUIS ZOO ENDOWMENT TRUST	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
SHRINERS HOSPITALS FOR CHILDREN	TAMPA FL	N/A	Public	Charitable support	16,975 32
SOUTHSIDE DAY NURSERY INC	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
ST LOUIS AREA COUNCIL- BOY SCOUT	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
ST LOUIS SOCIETY	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
SUSAN R BUDER SCHOOL ASSOC	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
THE AMERICAN NATIONAL RED CROSS	WASHINGTON DC	N/A	Public	Charitable support	16,975 32
THE GENERAL PROTESTANT CHILDREN'	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
THE SALVATION ARMY	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
THE SALVATION ARMY	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
THOMAS DUNN MEMORIALS	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66
UNITED WAY OF GREATER ST LOUIS	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
WASHINGTON UNIVERSITY	SAINT LOUIS MO	N/A	Public	Charitable support	16,975 32
YOUNG WOMEN'S CHRISTIAN ASSN	SAINT LOUIS MO	N/A	Public	Charitable support	8,487 66

424,383 00

FEDERAL FOOTNOTES

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529

PER TERMS OF 12-31-1948 INSTRUMENT, MAINTENCE PAID ON
GRANTOR'S CEMETERY LOT

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

LEO R BUDER FOUNDATION TRUST

43-6023142

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					21,622.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -8,109.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 13,513.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		13,513.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		13,513.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)		30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

LEO R BUDER FOUNDATION TRUST

43-6023142

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50000. SBC COMMUNICATIONS NT	04/08/2008	03/30/2012	51,020.00	51,781.00	-761.00
300. AFLAC INC COM	12/23/2005	05/11/2012	13,086.00	14,052.00	-966.00
500. AFLAC INC COM	12/30/2004	05/11/2012	21,810.00	20,200.00	1,610.00
200. AFLAC INC COM	04/07/2005	05/11/2012	8,724.00	7,448.00	1,276.00
32493.907 ARTIO INTL EQUIT I	02/23/2011	05/11/2012	330,138.00	400,000.00	-69,862.00
36934.441 COLUMBIA EMERGIN FUND CLASS Z SHARES	02/25/2011	05/11/2012	351,247.00	400,000.00	-48,753.00
25871.172 CREDIT SUISSE CO RN PLUS STRATEGY FUND CL	02/23/2011	05/11/2012	202,054.00	245,000.00	-42,946.00
479.726 FRONTIER COMMUNICA COM	11/19/1993	05/11/2012	1,667.00	3,198.00	-1,531.00
550.171 FRONTIER COMMUNICA COM	01/12/1993	05/11/2012	1,912.00	3,508.00	-1,596.00
951.383 FRONTIER COMMUNICA COM	03/29/1984	05/11/2012	3,306.00	1,549.00	1,757.00
154.72 FRONTIER COMMUNICAT COM	10/03/1975	05/11/2012	538.00	187.00	351.00
500. HEWLETT PACKARD CO CO	11/06/2007	05/11/2012	11,707.00	26,429.00	-14,722.00
200. HEWLETT PACKARD CO CO	11/26/2007	05/11/2012	4,683.00	9,698.00	-5,015.00
1635. HEWLETT PACKARD CO C	11/19/2008	05/11/2012	38,283.00	54,294.00	-16,011.00
83. HUNTINGTON INGALLS IND	02/19/2009	05/11/2012	3,054.00	2,178.00	876.00
500. J P MORGAN CHASE & CO	11/06/2007	05/11/2012	18,837.00	21,654.00	-2,817.00
200. J P MORGAN CHASE & CO	11/26/2007	05/11/2012	7,535.00	8,196.00	-661.00
900. JOHNSON & JOHNSON COM	01/12/1993	05/11/2012	58,263.00	10,589.00	47,674.00
4740. LOWES COMPANIES INC	02/16/2000	05/11/2012	141,984.00	52,199.00	89,785.00
400. UNITED TECHNOLOGIES C	03/01/2004	05/11/2012	31,108.00	18,380.00	12,728.00
550. UNITED TECHNOLOGIES C	10/22/1979	05/11/2012	42,774.00	1,299.00	41,475.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-8,109.00

Schedule D-1 (Form 1041) 2011

LEO R BUDER FOUNDATION TRUST
43-6023142
Balance Sheet
9/30/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	524771 320	524,771 32	524,771 32
00206R102	AT&T INC	13610.000	58,473.72	513,097.00
002824100	ABBOTT LABS	1200 000	69,520 00	82,272 00
00724F101	ADOBE SYS INC	2310 000	53,808.14	74,924.85
020002101	ALLSTATE CORP	4400.000	51,053 34	174,284 00
023135106	AMAZON COM INC	200 000	17,029 50	50,864 00
032095101	AMPHENOL CORP NEW	1500.000	64,969 50	88,320 00
037833100	APPLE INC	200 000	25,199 50	133,421 00
084670702	BERKSHIRE HATHAWAY INC DEL	620 000	32,489 77	54,684 00
097023105	BOEING CO	1300 000	24,826 75	90,473.50
110122108	BRISTOL MYERS SQUIBB CO	1568 000	18,598 87	52,920 00
191216100	COCA COLA CO	6000.000	59,012 09	227,580.00
194162103	COLGATE PALMOLIVE CO	300 000	18,195.24	32,166 00
197199409	COLUMBIA ACORN FUND	6757.648	215,000 00	210,635 89
19763T889	COLUMBIA INCOME OPPORTUNITIES	10489 368	120,000 00	103,844.74
19765H362	COLUMBIA SHORT TERM BOND FUND	25746.653	250,000 00	257,466 53
19765H636	COLUMBIA MARSICO INTERNATIONAL	56535 304	702,850 00	634,891 46
19765J723	COLUMBIA SMALL CAP GROWTH	4535 490	62,000 00	59,142 79
19765J830	COLUMBIA MID CAP VALUE FUND	19567 808	244,393 00	279,428 30
19765N468	COLUMBIA INTERMEDIATE BOND	196052 316	1,710,000.00	1,880,141 71
19765P232	COLUMBIA MID CAP GROWTH FUND	12701 280	256,035 00	351,444 42
19766J607	COLUMBIA US GOVT MTG FUND	9712 691	49,935.51	56,042 23
29266R108	ENERGIZER HLDGS INC	1300 000	1,372 43	96,993 00
30161N101	EXELON CORP	3000 000	138,439 00	106,740 00
30231G102	EXXON MOBIL CORP	10705 000	11,795 54	978,972 25
3137EACA5	FEDERAL HOME LN MTG CORP	100000.000	98,837 50	116,535 00
369604103	GENERAL ELEC CO	13900 000	33,376 85	315,669 00
369604AY9	GENERAL ELEC CO	50000 000	50,420 95	50,762 00
36962GZY3	GENERAL ELEC CAP CORP	100000 000	100,691 64	101,408 00
370334104	GENERAL MLS INC	1000.000	32,363 70	39,850 00
406216101	HALLIBURTON CO	4800 000	39,659 50	161,712 00
423074103	HEINZ H J CO	500 000	20,465.75	27,975 00
458140100	INTEL CORP	4000 000	74,750 00	90,620 00
459200101	INTERNATIONAL BUSINESS MACHS	1325.000	118,334 60	274,871 25

LEO R BUDER FOUNDATION TRUST

43-6023142

Balance Sheet

9/30/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
464287374	ISHARES TR	5000.000	181,100 00	197,550 00
464287390	ISHARES S&P LATIN AMER 40 INDEX	3250 000	161,947.50	138,385 00
464287804	ISHARES S&P SMALLCAP 600 INDEX	950 000	44,432 00	73,216 50
464287879	ISHARES S&P SMALLCAP 600 VALUE	1500 000	72,035 00	118,500 00
464288448	ISHARES DOW JONES EPAC SELECT	13190.000	397,414 70	417,067.80
46625H365	JPMORGAN ALERIAN MLP INDEX ETN	10685 000	415,005.40	432,150 55
478160104	JOHNSON & JOHNSON	8410 000	98,331 30	579,533.10
494368103	KIMBERLY CLARK CORP	5900 000	42,609 67	506,102.00
539830109	LOCKHEED MARTIN CORP	500 000	23,085.00	46,690 00
548661107	LOWES COS INC	10360 000	113,686 37	313,286 40
580135101	MCDONALDS CORP	700 000	20,012 02	64,225.00
582839106	MEAD JOHNSON NUTRITION CO	1156 000	21,720.13	84,711 68
58933Y105	MERCK & CO INC	4325 000	106,037 80	195,035 88
594918104	MICROSOFT CORP	4300 000	118,681 22	127,968 00
60871R209	MOLSON COORS BREWING CO	500 000	18,423 75	22,525 00
61166W101	MONSANTO CO	3308 000	2,280 77	301,094 16
65339F101	NEXTERA ENERGY INC	400 000	26,453.00	28,132 00
666807102	NORTHROP GRUMMAN CORP	500 000	20,476 70	33,215 00
670346105	NUCOR CORP	600 000	17,746 50	22,956 00
693390700	PIMCO TOTAL RETURN FUND	134098.978	1,425,000 00	1,552,866.17
717081103	PFIZER INC	18336 000	108,000 84	455,649 60
718172109	PHILIP MORRIS INTL INC	1000 000	36,923 70	89,940 00
722005626	PIMCO ALL ASSET FUND	20850 709	250,000 00	264,178 48
74005P104	PRAXAIR INC	1000 000	48,242 00	103,880 00
755111507	RAYTHEON CO	3244 000	82,553 14	185,427.04
767204100	RIO TINTO PLC	800 000	76,637.50	37,408 00
806857108	SCHLUMBERGER LTD	4100 000	56,810 53	296,553 00
816851109	SEMPRA ENERGY	500 000	17,970 00	32,245 00
842587107	SOUTHERN CO	1290 000	42,399 58	59,456 10
855030102	STAPLES INC	1550 000	30,827 75	17,856.00
882508104	TEXAS INSTRS INC	1900 000	42,358 75	52,354 50
883556102	THERMO FISHER SCIENTIFIC CORP	1165 000	36,950 89	68,536 95
913017109	UNITED TECHNOLOGIES CORP	6650 000	15,701 36	520,628.50
921937835	VANGUARD TOTAL BD MARKET	800 000	60,054 91	68,120.00

LEO R BUDER FOUNDATION TRUST**43-6023142****Balance Sheet****9/30/2012****Bank of America**

Cusip	Asset	Units	Basis	Market Value
92343V104	VERIZON COMMUNICATIONS INC	8900 000	152,179 26	405,573 00
94106L109	WASTE MGMT INC DEL	1100 000	34,725 75	35,288 00
949746101	WELLS FARGO & CO	9700.000	243,768 00	334,941.00
959802109	WESTERN UNION CO	5000.000	54,665 17	91,100 00
97717W315	WISDOMTREE EMERGING MKTS	7355 000	393,853 64	394,742 85
988498101	YUM BRANDS INC	2000 000	50,403 00	132,680 00
		Totals	10,510,173 31	17,196,691 49