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

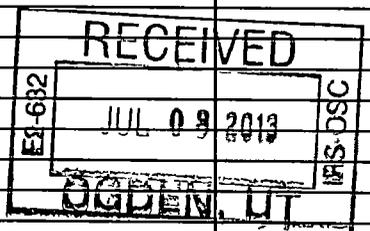
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GENE A. SALMON CHARITABLE TRUST BUSEY TRUST COMPANY, TRUSTEE		A Employer identification number 20-7135495
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 260	Room/suite	B Telephone number 217-351-2741
City or town, state, and ZIP code CHAMPAIGN, IL 61824-0260		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,277,446.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" 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	273,940.	273,940.		STATEMENT 1
5a Gross rents	1,733.	1,733.		STATEMENT 2
b Net rental income or (loss) 1,588.				STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10	343,613.			
b Gross sales price for all assets on line 6a 2,881,114.				
7 Capital gain net income (from Part IV, line 2)		343,613.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,761.	1,761.		STATEMENT 4
12 Total. Add lines 1 through 11	621,047.	621,047.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	66,607.	66,607.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 5	4,250.	4,250.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 6	7,280.	7,280.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	482.	482.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	78,619.	78,619.		0.
25 Contributions, gifts, grants paid	459,021.			459,021.
26 Total expenses and disbursements. Add lines 24 and 25	537,640.	78,619.		459,021.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	83,407.			
b Net investment income (if negative, enter -0-)		542,428.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		15,654.	15,654.	
	2 Savings and temporary cash investments	703,536.	397,116.	397,116.	
	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				
	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 STMT 10	1,964,119.	1,940,451.	2,068,546.	
	b Investments - corporate stock STMT 11	5,105,661.	5,601,270.	6,393,504.	
	c Investments - corporate bonds STMT 12	508,928.	251,271.	269,182.	
11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 13	171,708.	171,708.	133,444.		
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)	8,453,952.	8,377,470.	9,277,446.		
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. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	1,099,279.	1,099,279.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	7,354,673.	7,278,191.			
30 Total net assets or fund balances	8,453,952.	8,377,470.			
31 Total liabilities and net assets/fund balances	8,453,952.	8,377,470.			

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)	8,453,952.
2 Enter amount from Part I, line 27a	83,407.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3,200.
4 Add lines 1, 2, and 3	8,540,559.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	163,089.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	8,377,470.

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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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 2,881,114.		2,537,501.	343,613.

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			
b			
c			
d			
e			343,613.

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	343,613.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	436,991.	9,231,076.	.047339
2010	364,928.	8,824,838.	.041352
2009	122,806.	7,354,567.	.016698
2008	28,428.	2,485,176.	.011439
2007	2,513.	583,869.	.004304

2 Total of line 1, column (d)	2	.121132
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	.024226
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,980,914.
5 Multiply line 4 by line 3	5	217,572.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,424.
7 Add lines 5 and 6	7	222,996.
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	459,021.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,424.
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	5,424.
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	5,424.
6 Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,560.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,060.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4.
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	1,632.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,632. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BUSEY TRUST COMPANY, TRUSTEE</u> Telephone no. ► <u>217-351-6563</u> Located at ► <u>P.O. BOX 260, CHAMPAIGN, IL</u> ZIP+4 ► <u>61824-0260</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) <u>N/A</u>	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 2012?	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)? 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 N/A

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). N/A

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.

(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
BUSEY TRUST COMPANY P.O. BOX 260 CHAMPAIGN, IL 618240260	TRUSTEE 2.50	66,607.	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

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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. 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	
3 All other program-related investments. See instructions.	

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	9,087,713.
b	Average of monthly cash balances	1b	29,966.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,117,679.
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	9,117,679.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	136,765.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,980,914.
6	Minimum investment return. Enter 5% of line 5	6	449,046.

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	449,046.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,424.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	109.
c	Add lines 2a and 2b	2c	5,533.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	443,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	443,513.
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	443,513.

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	459,021.
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	459,021.
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	5,424.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	453,597.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				443,513.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			459,021.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 459,021.				
a Applied to 2011, but not more than line 2a			459,021.	
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 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				443,513.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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:

GENE A. SALMON CHARITABLE TRUST

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BUSEY TRUST COMPANY, TRUSTEE

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Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> JUDAH CHRISTIAN SCHOOLS 908 N. PROSPECT CHAMPAIGN, IL 61820		PUBLIC CHARITY (SCHOOL)	GENERAL CHARITABLE PURPOSE	459,021.
Total			▶ 3a	459,021.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

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 LONG TERM CAPITAL GAIN FROM PROQUEST INVESTMENTS	P	VARIOUS	VARIOUS
b SHORT TERM CAPITAL GAIN FROM PROQUEST INVESTMENTS	P	VARIOUS	VARIOUS
c LONG TERM CAPITAL GAIN FROM PROQUEST INVESTMENTS	P	VARIOUS	VARIOUS
d SHORT TERM CAPITAL GAIN FROM PROQUEST INVESTMENTS	P	VARIOUS	VARIOUS
e SEE ATTACHED	P	VARIOUS	VARIOUS
f SEE ATTACHED	P	VARIOUS	VARIOUS
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(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		63.	<63.>
b		6.	<6.>
c	920.		920.
d	119.		119.
e	1,033,551.	952,670.	80,881.
f	1,819,981.	1,584,762.	235,219.
g	26,543.		26,543.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<63.>
b			<6.>
c			920.
d			119.
e			80,881.
f			235,219.
g			26,543.
h			
i			
j			
k			
l			
m			
n			
o			

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	343,613.
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

BUSEY TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
GENE A SALMON CHARITABLE TRUST

TRUST YEAR ENDING 12/31/2012

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
729.1200 FEDERAL HOME LOAN GOLD		COMB 5.5% 08/01/2	- 3128MBHU4	- MINOR = 35			
SOLD		01/31/2012	729.12				
ACQ	729.1200	10/28/2008	729.12	728.89	0.23	LT15	Y
CHANGED 03/08/12 DMR							
503.5900 FEDERAL HOME LOAN GOLD		COMB 5% 06/01/202	- 3128MBY50	- MINOR = 35			
SOLD		01/31/2012	503.59				
ACQ	503.5900	02/11/2009	503.59	518.70	-15.11	LT15	Y
CHANGED 03/08/12 DMR							
1017.6800 FHLMC PC GOLD COMB		5% 01/01/2024	- 3128MCAH8	- MINOR = 35			
SOLD		01/31/2012	1017.68				
ACQ	1017.6800	01/28/2009	1017.68	1045.67	-27.99	LT15	Y
CHANGED 03/08/12 DMR							
1011.3400 FHLMC PC GOLD CASH		5.5% 10/01	- 31335HUH4	- MINOR = 35			
SOLD		01/31/2012	1011.34				
ACQ	1011.3400	05/29/2009	1011.34	1054.32	-42.98	LT15	Y
CHANGED 03/08/12 DMR							
25000.0000 DISCOVER BK GREENWOOD DEL CD		3.05% 02/2	- 25469JH83	- MINOR = 25			
SOLD		02/27/2012	25000.00				
ACQ	25000.0000	02/18/2009	25000.00	25000.00	0.00	LT15	Y
1224.5900 FNMA PASS-THRU INT 4		5% 03/01/2023	- 31414UG69	- MINOR = 35			
SOLD		02/27/2012	1224.59				
ACQ	1224.5900	06/10/2009	1224.59	1229.95	-5.36	LT15	Y
1904.0000 SPDR TR UNIT SER 1 SPDR S&P 500 ETP TRUS		- 78462F103	- MINOR = 62				
SOLD		02/29/2012	261262.18				
ACQ	1904.0000	12/28/2011	261262.18	237847.49	23414.69	ST	Y
5640.0000 VANGUARD FUNDS TOTAL INTL STOCK ETP		- 921909768	- MINOR = 50				
SOLD		02/29/2012	259036.59				
ACQ	5640.0000	12/28/2011	259036.59	226822.75	32213.84	ST	Y
7856.0000 VANGUARD MSCI EAFE ETP		- 921943858	- MINOR = 62				
SOLD		02/29/2012	267257.88				
ACQ	7856.0000	12/28/2011	267257.88	235901.54	31356.34	ST	Y
35000.0000 SUPERIOR WIS SCH DIST GO REF BD S		3.15% 03/01/2012	- 868424EW8	- MINOR = 40			
SOLD		03/01/2012	35000.00				
ACQ	35000.0000	02/11/2009	35000.00	35000.00	0.00	LT15	Y
618.7800 FEDERAL HOME LOAN GOLD		COMB 5.5% 08/01/2	- 3128MBHU4	- MINOR = 35			
SOLD		03/15/2012	618.78				
ACQ	618.7800	10/28/2008	618.78	618.59	0.19	LT15	Y
558.1400 FEDERAL HOME LOAN GOLD		COMB 5% 06/01/202	- 3128MBY50	- MINOR = 35			
SOLD		03/15/2012	558.14				
ACQ	558.1400	02/11/2009	558.14	574.88	-16.74	LT15	Y
1185.3800 FHLMC PC GOLD COMB		5% 01/01/2024	- 3128MCAH8	- MINOR = 35			
SOLD		03/15/2012	1185.38				
ACQ	1185.3800	01/28/2009	1185.38	1217.98	-32.60	LT15	Y
888.3000 FHLMC PC GOLD CASH		5.5% 10/01	- 31335HUH4	- MINOR = 35			
SOLD		03/15/2012	888.30				
ACQ	888.3000	05/29/2009	888.30	926.05	-37.75	LT15	Y
1480.6000 FNMA PASS-THRU INT 4.5% 03/01/2023		- 31414UG69	- MINOR = 35				
SOLD		03/26/2012	1480.60				
ACQ	1480.6000	06/10/2009	1480.60	1487.08	-6.48	LT15	Y
754.0000 ABBOTT LABORATORIES - 002824100		- MINOR = 50					
SOLD		04/02/2012	46153.64				
ACQ	194.0000	10/24/2008	11875.07	10642.84	1232.23	LT15	Y
	385.0000	01/16/2009	23566.51	19261.51	4305.00	LT15	Y
	69.0000	10/26/2009	4223.61	3510.02	713.59	LT15	Y
	15.0000	05/28/2010	918.18	721.50	196.68	LT15	Y
	52.0000	11/11/2010	3183.01	2591.15	591.86	LT15	Y
	39.0000	02/29/2012	2387.26	2214.42	172.84	ST	
31673.9080 GOLDMAN ABSOLUTE RETURN TRACKER		- 38145N220	- MINOR = 62				
SOLD		04/05/2012	288232.56				
ACQ	31673.9080	04/07/2010	288232.56	289816.26	-1583.70	LT15	Y
31673.9070 GOLDMAN ABSOLUTE RETURN TRACKER		- 38145N220	- MINOR = 62				
SOLD		04/09/2012	287282.34				
ACQ	17506.4200	04/07/2010	158783.23	160183.74	-1400.51	LT15	Y
	1882.4650	05/27/2010	17073.96	16772.76	301.20	LT15	Y
	5203.0500	11/12/2010	47191.66	47972.12	-780.46	LT15	Y
	1077.5860	12/17/2010	9773.71	10000.00	-226.29	LT15	Y
	6004.3860	03/06/2012	54459.78	54399.74	60.04	ST	
808.1400 FEDERAL HOME LOAN GOLD		COMB 5.5% 08/01/2	- 3128MBHU4	- MINOR = 35			
SOLD		04/16/2012	808.14				
ACQ	808.1400	10/28/2008	808.14	807.89	0.25	LT15	Y
547.9200 FEDERAL HOME LOAN GOLD		COMB 5% 06/01/202	- 3128MBY50	- MINOR = 35			
SOLD		04/16/2012	547.92				
ACQ	547.9200	02/11/2009	547.92	564.36	-16.44	LT15	Y
926.4000 FHLMC PC GOLD COMB		5% 01/01/2024	- 3128MCAH8	- MINOR = 35			
SOLD		04/16/2012	926.40				
ACQ	926.4000	01/28/2009	926.40	951.88	-25.48	LT15	Y
1227.9600 FHLMC PC GOLD CASH		5.5% 10/01	- 31335HUH4	- MINOR = 35			
SOLD		04/16/2012	1227.96				
ACQ	1227.9600	05/29/2009	1227.96	1280.15	-52.19	LT15	Y
1413.7500 FNMA PASS-THRU INT 4.5% 03/01/2023		- 31414UG69	- MINOR = 35				
SOLD		04/25/2012	1413.75				
ACQ	1413.7500	06/10/2009	1413.75	1419.93	-6.18	LT15	Y
.5000 PHILLIPS 66 - 718546104		- MINOR = 50					
SOLD		05/04/2012	15.48				
ACQ	5000	11/11/2010	15.48	14.42	1.06	LT15	Y

BUSEY TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
GENE A SALMON CHARITABLE TRUST

TRUST YEAR ENDING 12/31/2012

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
100000 0000 DISCOVER BANK GREENWOOD DEL CD 2.25% 05 - 254670RE4 - MINOR = 25							
SOLD		05/14/2012	100000.00				
ACQ	100000.0000	11/05/2009	100000.00	100000.00	0.00	LT15	Y
887.4500 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		05/15/2012	887.45				
ACQ	887.4500	10/28/2008	887.45	887.17	0.28	LT15	Y
555.3700 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		05/15/2012	555.37				
ACQ	555.3700	02/11/2009	555.37	572.03	-16.66	LT15	Y
1054.8100 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		05/15/2012	1054.81				
ACQ	1054.8100	01/28/2009	1054.81	1083.82	-29.01	LT15	Y
1043.0000 FHLMC PC GOLD CASH 5.5% 10/01 - 31335SHU4 - MINOR = 35							
SOLD		05/15/2012	1043.00				
ACQ	1043.0000	05/29/2009	1043.00	1087.33	-44.33	LT15	Y
981.7000 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		05/25/2012	981.70				
ACQ	981.7000	06/10/2009	981.70	985.99	-4.29	LT15	Y
906.6900 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		06/15/2012	906.69				
ACQ	906.6900	10/28/2008	906.69	906.41	0.28	LT15	Y
429.5800 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		06/15/2012	429.58				
ACQ	429.5800	02/11/2009	429.58	442.47	-12.89	LT15	Y
886.1700 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		06/15/2012	886.17				
ACQ	886.1700	01/28/2009	886.17	910.54	-24.37	LT15	Y
1123.8900 FHLMC PC GOLD CASH 5.5% 10/01 - 31335SHU4 - MINOR = 35							
SOLD		06/15/2012	1123.89				
ACQ	1123.8900	05/29/2009	1123.89	1171.66	-47.77	LT15	Y
50000.0000 BMW BK NORTH AMER UTAH CD 3.15% 06/18/ - 05568PQV2 - MINOR = 25							
SOLD		06/18/2012	50000.00				
ACQ	50000.0000	06/09/2009	50000.00	50000.00	0.00	LT15	Y
1778.0000 ADOBE - 00724F101 - MINOR = 50							
SOLD		06/25/2012	54911.75				
ACQ	278.0000	10/24/2008	8585.75	6769.30	1816.45	LT15	Y
	1015.0000	01/16/2009	31347.26	21416.40	9930.86	LT15	Y
	63.0000	05/28/2010	1945.69	2031.12	-85.43	LT15	Y
	205.0000	11/11/2010	6331.22	6113.08	218.14	LT15	Y
	217.0000	02/29/2012	6701.83	7182.66	-480.83	ST	
1013.4100 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		06/25/2012	1013.41				
ACQ	1013.4100	06/10/2009	1013.41	1017.84	-4.43	LT15	Y
859.5600 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		07/16/2012	859.56				
ACQ	859.5600	10/28/2008	859.56	859.29	0.27	LT15	Y
601.5200 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		07/16/2012	601.52				
ACQ	601.5200	02/11/2009	601.52	619.57	-18.05	LT15	Y
914.7300 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		07/16/2012	914.73				
ACQ	914.7300	01/28/2009	914.73	939.88	-25.15	LT15	Y
756.2200 FHLMC PC GOLD CASH 5.5% 10/01 - 31335SHU4 - MINOR = 35							
SOLD		07/16/2012	756.22				
ACQ	756.2200	05/29/2009	756.22	788.36	-32.14	LT15	Y
1270.0800 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		07/25/2012	1270.08				
ACQ	1270.0800	06/10/2009	1270.08	1275.64	-5.56	LT15	Y
715.7500 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		08/15/2012	715.75				
ACQ	715.7500	10/28/2008	715.75	715.53	0.22	LT15	Y
395.1900 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		08/15/2012	395.19				
ACQ	395.1900	02/11/2009	395.19	407.05	-11.86	LT15	Y
895.2300 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		08/15/2012	895.23				
ACQ	895.2300	01/28/2009	895.23	919.85	-24.62	LT15	Y
746.0500 FHLMC PC GOLD CASH 5.5% 10/01 - 31335SHU4 - MINOR = 35							
SOLD		08/15/2012	746.05				
ACQ	746.0500	05/29/2009	746.05	777.76	-31.71	LT15	Y
6043.3450 FIDELITY DIVERSIFIED - 315910802 - MINOR = 62							
SOLD		08/15/2012	169455.39				
ACQ	1624.2580	01/20/2009	45544.19	30243.68	15300.51	LT15	Y
	4419.0870	03/06/2012	123911.20	122010.98	1900.22	ST	
132.0000 ISHARES MSCI EAFE INDEX - 464287465 - MINOR = 62							
SOLD		08/21/2012	6975.90				
ACQ	132.0000	01/16/2009	6975.90	5375.04	1600.86	LT15	Y
7084.4580 TEMPLETON FOREIGN - 880210505 - MINOR = 62							
SOLD		08/23/2012	129291.36				
ACQ	2401.1490	01/20/2009	43820.97	31214.95	12606.02	LT15	Y
	4683.3090	10/27/2009	85470.39	91746.01	-6275.62	LT15	Y
1470.3200 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		08/27/2012	1470.32				
ACQ	1470.3200	06/10/2009	1470.32	1476.75	-6.43	LT15	Y

BUSEY TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
GENE A SALMON CHARITABLE TRUST

TRUST YEAR ENDING 12/31/2012

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
746.7800 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		09/17/2012	746.78				
ACQ	746.7800	10/28/2008	746.78	746.55	0.23	LT15	Y
358.9400 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		09/17/2012	358.94				
ACQ	358.9400	02/11/2009	358.94	369.71	-10.77	LT15	Y
868.0800 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		09/17/2012	868.08				
ACQ	868.0800	01/28/2009	868.08	891.95	-23.87	LT15	Y
1230.2700 FHLMC PC GOLD CASH 5.5% 10/01 - 31335HUH4 - MINOR = 35							
SOLD		09/17/2012	1230.27				
ACQ	1230.2700	05/29/2009	1230.27	1282.56	-52.29	LT15	Y
1733.0000 AVNET INC - 053807103 - MINOR = 50							
SOLD		09/25/2012	50255.36				
ACQ	1536.0000	07/08/2011	44542.55	49461.81	-4919.26	LT15	
	197.0000	02/29/2012	5712.81	7065.20	-1352.39	ST	
762.8400 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		09/25/2012	762.84				
ACQ	762.8400	06/10/2009	762.84	766.18	-3.34	LT15	Y
665.7300 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		10/15/2012	665.73				
ACQ	665.7300	10/28/2008	665.73	665.52	0.21	LT15	Y
474.0100 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		10/15/2012	474.01				
ACQ	474.0100	02/11/2009	474.01	488.23	-14.22	LT15	Y
709.3100 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		10/15/2012	709.31				
ACQ	709.3100	01/28/2009	709.31	728.82	-19.51	LT15	Y
1018.6300 FHLMC PC GOLD CASH 5.5% 10/01 - 31335HUH4 - MINOR = 35							
SOLD		10/15/2012	1018.63				
ACQ	1018.6300	05/29/2009	1018.63	1061.92	-43.29	LT15	Y
909.7900 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		10/25/2012	909.79				
ACQ	909.7900	06/10/2009	909.79	913.77	-3.98	LT15	Y
600.3500 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		11/15/2012	600.35				
ACQ	600.3500	10/28/2008	600.35	600.16	0.19	LT15	Y
382.9000 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		11/15/2012	382.90				
ACQ	382.9000	02/11/2009	382.90	394.39	-11.49	LT15	Y
783.4800 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		11/15/2012	783.48				
ACQ	783.4800	01/28/2009	783.48	805.03	-21.55	LT15	Y
1284.8000 FHLMC PC GOLD CASH 5.5% 10/01 - 31335HUH4 - MINOR = 35							
SOLD		11/15/2012	1284.80				
ACQ	1284.8000	05/29/2009	1284.80	1339.40	-54.60	LT15	Y
760.0600 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		11/26/2012	760.06				
ACQ	760.0600	06/10/2009	760.06	763.39	-3.33	LT15	Y
150000.0000 FEDERAL HOME LOAN BANKS CONS BD 1 75% 1 - 3133KVNT4 - MINOR = 30							
SOLD		12/14/2012	150000.00				
ACQ	150000.0000	04/12/2010	150000.00	150000.00	0.00	LT15	Y
667.0000 TRANSOCCEAN - H8817H100 - MINOR = 50							
SOLD		12/14/2012	29792.08				
ACQ	667.0000	02/29/2012	29792.08	35811.10	-6019.02	ST	
728.6500 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		12/17/2012	728.65				
ACQ	728.6500	10/28/2008	728.65	728.42	0.23	LT15	Y
355.3100 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		12/17/2012	355.31				
ACQ	355.3100	02/11/2009	355.31	365.97	-10.66	LT15	Y
617.5700 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		12/17/2012	617.57				
ACQ	617.5700	01/28/2009	617.57	634.55	-16.98	LT15	Y
1081.4900 FHLMC PC GOLD CASH 5.5% 10/01 - 31335HUH4 - MINOR = 35							
SOLD		12/17/2012	1081.49				
ACQ	1081.4900	05/29/2009	1081.49	1127.45	-45.96	LT15	Y
2879.9240 FIDELITY ADVISOR SMALL CAP - CL I - 315805655 - MINOR = 62							
SOLD		12/21/2012	68974.18				
ACQ	1604.4070	01/20/2009	38425.55	27002.18	11423.37	LT15	Y
	127.2910	05/27/2010	3048.62	2951.88	96.74	LT15	Y
	186.6630	11/12/2010	4470.58	4797.24	-326.66	LT15	Y
	961.5630	03/06/2012	23029.43	23414.06	-384.63	ST	
1777.0000 ISHARES CORE S&P MIDCAP ETF - 464287507 - MINOR = 62							
SOLD		12/21/2012	180973.80				
ACQ	230.0000	10/24/2008	23423.73	11607.96	11815.77	LT15	Y
	1429.0000	01/16/2009	145532.68	73628.80	71903.88	LT15	Y
	39.0000	05/28/2010	3971.85	2990.91	980.94	LT15	Y
	79.0000	11/11/2010	8045.54	6768.72	1276.82	LT15	Y
2690.4770 T ROWE PRICE MID CAP GROWTH - 779556109 - MINOR = 62							
SOLD		12/21/2012	152200.28				
ACQ	161.7640	10/27/2008	9150.99	5085.86	4065.13	LT15	Y
	2369.3410	01/20/2009	134033.62	72099.06	61934.56	LT15	Y
	56.4480	05/27/2010	3193.26	2852.34	340.92	LT15	Y
	102.9240	11/12/2010	5822.41	5825.46	-3.05	LT15	Y

BUSEY TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
GENE A SALMON CHARITABLE TRUST

TRUST YEAR ENDING 12/31/2012

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
7583 6630 THIRD AVENUE GBL REIT - 884116401 - MINOR = 62							
SOLD		12/21/2012	190956.62				
ACQ	4798.4350	10/27/2009	120824.58	97072.35	23752.23	LT15	Y
	2785.2280	02/12/2010	70132.04	54674.03	15458.01	LT15	Y
615.3600 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		12/26/2012	615.36				
ACQ	615.3600	06/10/2009	615.36	618.05	-2.69	LT15	Y
743.8600 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2 - 3128MBHU4 - MINOR = 35							
SOLD		12/31/2012	743.86				
ACQ	743.8600	10/28/2008	743.86	743.63	0.23	LT15	Y
CHANGED 02/12/13 DMR							
308.3000 FEDERAL HOME LOAN GOLD COMB 5% 06/01/202 - 3128MBY50 - MINOR = 35							
SOLD		12/31/2012	308.30				
ACQ	308.3000	02/11/2009	308.30	317.55	-9.25	LT15	Y
CHANGED 02/12/13 DMR							
813.9500 FHLMC PC GOLD COMB 5% 01/01/2024 - 3128MCAH8 - MINOR = 35							
SOLD		12/31/2012	813.95				
ACQ	813.9500	01/28/2009	813.95	836.33	-22.38	LT15	Y
CHANGED 02/12/13 DMR							
1101.4200 FHLMC PC GOLD CASH 5.5% 10/01 - 3133SHUH4 - MINOR = 35							
SOLD		12/31/2012	1101.42				
ACQ	1101.4200	05/29/2009	1101.42	1148.23	-46.81	LT15	Y
CHANGED 02/12/13 DMR							
934.6900 FNMA PASS-THRU INT 4.5% 03/01/2023 - 31414UG69 - MINOR = 35							
SOLD		12/31/2012	934.69				
ACQ	934.6900	06/10/2009	934.69	938.78	-4.09	LT15	Y
CHANGED 02/12/13 DMR							
TOTALS			2853532.37	2537432.24			

Asset Details

As of 12/31/2012

Account: 1020001275
 GENE A SALMON CHARITABLE
 TRUST

Combined Portfolios
 Settlement Date Basis

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH			15,654.22	15,654.22	15,654		0.17		0.00	
<u>AFL</u>	001055102 AFLAC INC.	<u>883.000000</u>	53.120	45,179.41	45,179.41	46,905	1,726	0.51	1,236	2.64	12/31/2012
<u>ADAIX</u>	00203H602 AQR DIVERSIFIED ARBITRAGE	<u>25,955.211000</u>	11.040	288,232.56	288,232.56	286,546	1,687-	3.09	3,322	1.16	12/31/2012
<u>AQMIX</u>	00203H859 AQR MANAGED FUTURES	<u>30,549.505000</u>	9.780	288,232.56	288,232.56	298,774	10,542	3.22	2,291	0.77	12/31/2012
<u>AEMGX</u>	00758M162 ACADIAN EMERGING MARKET	<u>22,854.784000</u>	19.210	365,173.10	365,173.10	439,040	73,867	4.73	7,245	1.65	12/31/2012
<u>AXP</u>	025816109 AMERICAN EXPRESS	<u>1,236.000000</u>	57.480	34,387.73	34,387.73	71,045	36,658	0.77	989	1.39	12/31/2012
<u>AMGN</u>	031162100 AMGEN INC	<u>645.000000</u>	86.200	36,818.04	36,818.04	55,599	18,781	0.60	1,213	2.18	12/31/2012
<u>AAPL</u>	037833100 APPLE COMPUTER INC COM	<u>152.000000</u>	532.173	83,650.77	83,650.77	80,890	2,760-	0.87	1,611	1.99	12/31/2012
<u>ADP</u>	053015103 ADP	<u>1,176.000000</u>	56.930	43,701.12	43,701.12	66,950	23,249	0.72	2,046	3.06	12/31/2012
	073902PR3 BEAR STEARNS COS INC SR NT 6.4% 10/02/2017	<u>50,000.000000</u>	120.100	57,249.47	57,249.47	60,050	2,801	0.65	3,200	5.33	12/31/2012
<u>BDX</u>	075887109 BECTON DICKINSON	<u>503.000000</u>	78.190	38,491.08	38,491.08	39,330	838	0.42	996	2.53	12/31/2012
<u>BHP</u>	088606108 BHP BILLITON	<u>584.000000</u>	78.420	41,890.89	41,890.89	45,797	3,906	0.49	1,308	2.86	12/31/2012
<u>BLK</u>	09247X101	<u>214.000000</u>	206.710	32,735.85	32,735.85	44,236	11,500	0.48	1,284	2.90	12/31/2012

BLACKROCK COM

<u>BLRYX</u>	112740303 BROOKFIELD GLB LISTD REAL ESTATE Y	<u>8,003.211000</u>	12 010	95,478.31	95,478.31	96,119	640	1.04	4,498	4.68	12/31/2012
	117068CV6 BRUNSWICK CNTY N C ENTERPRISE SYS REV BDS 4% 04/01/2017	<u>100,000.000000</u>	108.289	100,000.00	100,000.00	108,289	8,289	1.17	4,000	3.69	12/31/2012
<u>CAT</u>	149123101 CATERPILLAR	<u>483.000000</u>	89.609	18,691.28	18,691.28	43,281	24,590	0.47	1,005	2.32	12/31/2012
<u>CVX</u>	166764100 CHEVRON	<u>479.000000</u>	108.140	33,667.36	33,667.36	51,799	18,132	0.56	1,724	3.33	12/31/2012
	167485JH5 CHICAGO GO BDS 4.86% 01/01/2014	<u>50,000.000000</u>	103.658	50,984.69	50,984.69	51,829	844	0.56	2,430	4.69	12/31/2012
<u>CSCO</u>	17275R102 CISCO	<u>3,265.000000</u>	19.649	57,733.60	57,733.60	64,155	6,422	0.69	1,828	2.85	12/31/2012
<u>CSUIX</u>	192488404 COHEN & STEERS GLB INFR	<u>6,575.641000</u>	14.520	95,478.31	95,478.31	95,478		1.03	2,177	2.28	12/31/2012
<u>CL</u>	194162103 COLGATE PALMOLIVE	<u>589.000000</u>	104.540	38,075.90	38,075.90	61,574	23,498	0.66	1,461	2.37	12/31/2012
<u>COP</u>	20825C104 CONOCO PHILLIPS	<u>695.000000</u>	57.990	26,636.41	26,636.41	40,303	13,667	0.43	1,835	4.55	12/31/2012
	217482H84 COPPELL TEX RFGD & IMPT TAX AND R EV CERT OF OBLI 5.4% 02/01/2014	<u>50,000.000000</u>	105.002	51,196.36	51,196.36	52,501	1,305	0.57	2,700	5.14	12/31/2012
	219001518 PROQUEST INVESTMENTS II, LP	<u>1.000000</u>	1.000	1.00	1.00	1				0.00	04/30/2012
	219001617 PROQUEST INVESTMENTS LP	<u>14,400.000000</u>		14,400.00	14,400.00	14,400		0.16		0.00	01/01/1901
<u>DFRPX</u>	23337F888 DWS FLOATING RATE	<u>19,453.208000</u>	9.390	185,000.00	185,000.00	182,666	2,334	1.97	8,929	4.89	12/31/2012
<u>DHR</u>	235851102 DANAHER	<u>694.000000</u>	55.900	19,118.25	19,118.25	38,795	19,676	0.42	69	0.18	12/31/2012
<u>DRI</u>	237194105 DARDEN RESTAURANTS	<u>903.000000</u>	45.070	46,551.28	46,551.28	40,698	5,853	0.44	1,806	4.44	12/31/2012
<u>DEO</u>	25243Q205 DIAGEO PLC	<u>647.000000</u>	116.580	40,734.65	40,734.65	75,427	34,693	0.81	1,795	2.38	12/31/2012
<u>DIS</u>	254687106 WALT DISNEY	<u>1,048.000000</u>	49.790	23,922.12	23,922.12	52,180	28,258	0.56	786	1.51	12/31/2012

<u>STSVX</u>	26203EB51 DREYFUS/THE BOSTON CO SMALL-CAP VALUE I	<u>3,079.925000</u>	26.190	51,097.48	51,097.48	80,663	29,566	0.87	622	0.77	12/31/2012
<u>EMC</u>	268648102 EMC CORP	<u>2,495.000000</u>	25.300	56,974.67	56,974.67	63,124	6,149	0.68		0.00	12/31/2012
<u>EXPD</u>	302130109 EXPEDITORS	<u>773.000000</u>	39.550	23,320.95	23,320.95	30,572	7,251	0.33	433	1.42	12/31/2012
<u>XOM</u>	30231G102 EXXON MOBIL	<u>558.000000</u>	86.550	41,804.84	41,804.84	48,295	6,490	0.52	1,272	2.63	12/31/2012
	3128MBHU4 FEDERAL HOME LOAN GOLD COMB 5.5% 08/01/2022 OFV 125,000	<u>17,532.970000</u>	107.924	17,527.48	17,527.48	18,922	1,395	0.20	964	5.10	12/31/2012
	3128MBY50 FEDERAL HOME LOAN GOLD COMB 5% 06/01/2023 OFV 53,600	<u>9,481.680000</u>	107.244	9,766.11	9,766.11	10,169	402	0.11	474	4.66	12/31/2012
	3128MCAH8 FHLMC PC GOLD COMB 5% 01/01/2024 OFV 95,900	<u>17,827.640000</u>	107.244	18,317.89	18,317.89	19,119	801	0.21	891	4.66	12/31/2012
	31331GCR8 FEDERAL FARM CR BKS GLOBAL CONS BD 4.75% 09/30/2015	<u>100,000.000000</u>	111.862	98,617.34	98,617.34	111,862	13,245	1.21	4,750	4.25	12/31/2012
	31331GJT7 FEDERAL FARM CR BKS GLOBAL CONS BD 3.68% 01/12/2016	<u>100,000.000000</u>	110.068	101,672.01	101,672.01	110,068	8,396	1.19	3,680	3.34	12/31/2012
	31331LQZ4 FED FARM CREDIT BANK CONS BD 5.875% 10/03/2016	<u>50,000.000000</u>	119.313	53,654.90	53,654.90	59,657	6,002	0.64	2,938	4.92	12/31/2012
	31331QX36 FED FARM CREDIT BANK CONS BD 4.25% 06/18/2018	<u>50,000.000000</u>	116.842	56,975.66	56,975.66	58,421	1,445	0.63	2,125	3.64	12/31/2012
	31331XDE9 FED FARM CREDIT BANK CONS BD 5% 11/07/2016	<u>100,000.000000</u>	116.221	102,952.53	102,952.53	116,221	13,268	1.25	5,000	4.30	12/31/2012
	31335HUH4 FHLMC PC GOLD CASH 5.5% 10/01/2022 OFV 641,800	<u>24,862.650000</u>	107.934	25,919.31	25,919.31	26,835	916	0.29	1,367	5.10	12/31/2012
	313376BR5 FEDERAL HOME LOAN BANKS	<u>50,000.000000</u>	103.633	50,228.00	50,228.00	51,817	1,589	0.56	875	1.69	12/31/2012

CONS BD 1.75%
12/14/2018

31339Y7K2 FEDERAL HOME LOAN BANK CALL STEP 3.25% 07/16/2013	<u>140,000.000000</u>	102.554	140,260.63	140,260.63	143,576	3,315	1.55	4,550	3.17	12/31/2012
3133XBQF5 FEDERAL HOME LOAN BANK CONS BD 5.1% 05/12/2015	<u>25,000.000000</u>	110.868	25,372.78	25,372.78	27,717	2,344	0.30	1,275	4.60	12/31/2012
3133XDTL5 FEDERAL HOME LOAN BANK CONS BD 5% 12/21/2015	<u>50,000.000000</u>	113.543	51,914.35	51,914.35	56,772	4,857	0.61	2,500	4.40	12/31/2012
3133XEUG2 FEDERAL HOME LOAN BANK CONS BD 4.875% 03/11/2016	<u>100,000.000000</u>	113.998	105,697.34	105,697.34	113,998	8,301	1.23	4,875	4.28	12/31/2012
3133XFNL6 FEDERAL HOME LOAN BANK CONS BD 5.5% 06/12/2015	<u>50,000.000000</u>	112.277	50,940.40	50,940.40	56,139	5,198	0.60	2,750	4.90	12/31/2012
3133XL4N0 FEDERAL HOME LOAN BANK CONS BD 5.25% 06/05/2017	<u>100,000.000000</u>	119.392	106,468.69	106,468.69	119,392	12,923	1.29	5,250	4.40	12/31/2012
3133XN5L9 FEDERAL HOME LN BKS 4.75% 12/12/2014	<u>100,000.000000</u>	108.450	98,768.00	98,768.00	108,450	9,682	1.17	4,750	4.38	12/31/2012
3133XR5U0 FEDERAL HOME LOAN BANKS CONS BD 3.75% 06/14/2013	<u>100,000.000000</u>	101.599	100,936.33	100,936.33	101,599	663	1.09	3,750	3.69	12/31/2012
3133XT5J1 FEDERAL HOME LOAN BANKS 2.75% 02/19/2014	<u>50,000.000000</u>	102.741	50,632.85	50,632.85	51,371	738	0.55	1,375	2.68	12/31/2012
3133XUP20 FEDERAL HOME LOAN BANKS CONS BD 2.625% 09/13/2013	<u>50,000.000000</u>	101.703	50,215.42	50,215.42	50,852	636	0.55	1,313	2.58	12/31/2012
3133XXCV7 FEDERAL HOME LOAN BANKS CONS BD 3.625% 03/10/2017	<u>100,000.000000</u>	111.780	100,537.27	100,537.27	111,780	11,243	1.20	3,625	3.24	12/31/2012
31398ALG5 FEDERAL NATIONAL MORT ASSOC 4.377%	<u>100,000.000000</u>	117.443	115,849.83	115,849.83	117,443	1,593	1.27	4,377	3.73	12/31/2012

01/23/2018

	31414UG69 FNMA PASS-THRU INT 4.5% 03/01/2023 OFV 137,800	<u>11,690.960000</u>	107.627	11,742.11	11,742.11	12,583	841	0.14	526	4.18	12/31/2012
<u>BUSE</u>	319383105 FIRST BUSEY CORP	<u>11,789.300000</u>	4.650	158,904.40	158,904.40	54,820	104,084	0.59	1,886	3.44	12/31/2012
<u>GIOTX</u>	362013450 GMO INT'L OPP EQUITY ALLOC	<u>22,220.195000</u>	14.520	305,797.36	305,797.36	322,637	16,840	3.48	10,777	3.34	12/31/2012
<u>GE</u>	369604103 GENERAL ELECTRIC	<u>3,940.000000</u>	20.990	65,174.11	65,174.11	82,701	17,526	0.89	2,994	3.62	12/31/2012
	36962G3U6 GENERAL ELEC CAP CORP MTN BE SR NT 5.625% 05/01/2018	<u>50,000.000000</u>	118.753	55,519.66	55,519.66	59,377	3,857	0.64	2,813	4.74	12/31/2012
<u>FEDXX</u>	38142B880 GOLDMAN FED FUND 520 .01%			397,115.91	397,115.91	397,116		4.28	40	0.01	01/01/1901
<u>GSDIX</u>	38143H886 GOLDMAN SACHS EM DEBT - USD	<u>18,644.208000</u>	13.720	221,413.75	221,413.75	255,799	34,385	2.76	11,354	4.44	12/31/2012
	454624DB0 INDIANA BK REV SCH SEVER ANCE FDG BDS 4.73% 01/15/2014	<u>25,000.000000</u>	104.353	25,428.07	25,428.07	26,088	660	0.28	1,183	4.53	12/31/2012
	454624RB5 INDIANA BD BK REV SCH SEVERANCE FDG BDS 5.65% 07/15/2013	<u>50,000.000000</u>	102.752	50,727.12	50,727.12	51,376	649	0.55	2,825	5.50	12/31/2012
<u>IBM</u>	459200101 IBM	<u>493.000000</u>	191.550	47,928.71	47,928.71	94,434	46,505	1.02	1,676	1.77	12/31/2012
<u>EFA</u>	464287465 ISHARES MSCI EAFE INDEX	<u>2,927.000000</u>	56.860	150,262.66	150,262.66	166,429	16,167	1.79	5,149	3.09	12/31/2012
<u>IWM</u>	464287655 ISHARES RUSSELL 2000 INDEX	<u>920.000000</u>	84.318	52,689.90	52,689.90	77,572	24,882	0.84	1,552	2.00	12/31/2012
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>912.000000</u>	70.100	55,812.83	55,812.83	63,931	8,118	0.69	2,225	3.48	12/31/2012
<u>LLY</u>	532457108 LILLY EI	<u>1,036.000000</u>	49.320	36,581.75	36,581.75	51,096	14,514	0.55	2,031	3.97	12/31/2012
<u>MAT</u>	577081102 MATTEL INC COM	<u>1,443.000000</u>	36.620	51,509.33	51,509.33	52,843	1,333	0.57	1,789	3.39	12/31/2012
<u>MCD</u>	580135101 MCDONALDS	<u>747.000000</u>	88.210	46,388.49	46,388.49	65,893	19,504	0.71	2,301	3.49	12/31/2012

<u>MDT</u>	585055106 MEDTRONIC	<u>1,064.000000</u>	41.020	36,552.67	36,552.67	43,645	7,093	0.47	1,107	2.54	12/31/2012
<u>MON</u>	61166W101 MONSANTO	<u>504.000000</u>	94.650	32,461.81	32,461.81	47,704	15,242	0.51	756	1.58	12/31/2012
<u>NOV</u>	637071101 NATIONAL- OILWELL	<u>1,052.000000</u>	68.350	26,262.74	26,262.74	71,904	45,641	0.77	547	0.76	12/31/2012
<u>NKE</u>	654106103 NIKE	<u>946.000000</u>	51.600	23,640.79	23,640.79	48,814	25,173	0.53	397	0.81	12/31/2012
<u>NTRS</u>	665859104 NORTHERN TRUST	<u>652.000000</u>	50.160	29,021.31	29,021.31	32,704	3,683	0.35	782	2.39	12/31/2012
<u>ORCL</u>	68389X105 ORACLE	<u>2,224.000000</u>	33.320	38,691.31	38,691.31	74,104	35,412	0.80	534	0.72	12/31/2012
<u>PHIYX</u>	693390841 PIMCO HIGH YIELD BOND	<u>19,155.306000</u>	9.640	170,293.44	170,293.44	184,657	14,364	1.99	11,033	5.98	12/31/2012
<u>PEP</u>	713448108 PEPSICO INC	<u>850.000000</u>	68.430	46,638.10	46,638.10	58,166	11,527	0.63	1,828	3.14	12/31/2012
<u>PETM</u>	716768106 PETSMART	<u>624.000000</u>	68.340	32,399.64	32,399.64	42,644	10,245	0.46	412	0.97	12/31/2012
<u>PSX</u>	718546104 PHILLIPS 66	<u>347.000000</u>	53.100	7,900.54	7,900.54	18,426	10,525	0.20	347	1.88	12/31/2012
<u>PCRIX</u>	722005667 PIMCO COMMODITY REAL RETURN	<u>29,767.275000</u>	6.640	244,389.33	244,389.33	197,655	46,735	2.13	5,239	2.65	12/31/2012
<u>PEL BX</u>	72201F516 PIMCO EM DEBT - LOCAL CURRENCY	<u>26,516.236000</u>	10.980	293,961.06	293,961.06	291,148	2,813	3.14	12,595	4.33	12/31/2012
	729182KU8 PLOVER WI GO REF B DS 5.875% 11/01/2014	<u>50,000.000000</u>	108.526	50,162.26	50,162.26	54,263	4,101	0.58	2,938	5.41	12/31/2012
<u>PG</u>	742718109 PROCTER AND GAMBLE	<u>825.000000</u>	67.890	49,093.59	49,093.59	56,009	6,916	0.60	1,855	3.31	12/31/2012
<u>IMIDX</u>	74316J458 CONGRESS MID CAP GROWTH INSTL FUND	<u>24,130.960000</u>	10.170	244,596.26	244,596.26	245,412	816	2.64		0.00	12/31/2012
<u>SEIC</u>	784117103 SEI INVESTMENTS	<u>2,045.000000</u>	23.340	31,931.92	31,931.92	47,730	15,798	0.51	654	1.37	12/31/2012
	800732FX2 SANGAMON CNTY ILL CMNTY UNIT SCH BDS 3.875% 02/01/2015	<u>50,000.000000</u>	105.459	50,258.74	50,258.74	52,730	2,471	0.57	1,938	3.67	12/31/2012
<u>SLB</u>	806857108 SCHLUMBERGER	<u>757.000000</u>	69.299	33,261.55	33,261.55	52,459	19,197	0.57	833	1.59	12/31/2012
<u>XLU</u>	81369Y886	<u>963.000000</u>	34.921	32,107.16	32,107.16	33,628	1,521	0.36	1,393	4.14	12/31/2012

SPDR UTILITIES
SELECT SECTOR

<u>TFEQX</u>	880210505 TEMPLETON FOREIGN	<u>8,373.278000</u>	19.600	164,032.50	164,032.50	164,116	84	1.77	4,857	2.96	12/31/2012
<u>TEVA</u>	881624209 TEVA PHARMA	<u>871.000000</u>	37.340	36,968.98	36,968.98	32,523	4,446-	0.35	700	2.15	12/31/2012
<u>TAREX</u>	884116401 THIRD AVENUE GLBL REIT	<u>3,650.467000</u>	25.370	81,239.46	81,239.46	92,612	11,373	1.00	3,264	3.52	12/31/2012
<u>USB</u>	902973304 US BANCORP	<u>1,406.000000</u>	31.940	32,273.86	32,273.86	44,908	12,634	0.48	1,097	2.44	12/31/2012
<u>UTX</u>	913017109 UNITED TECHNOLOGIES	<u>407.000000</u>	82.010	21,676.22	21,676.22	33,378	11,702	0.36	871	2.61	12/31/2012
	917100AE9 URBANA ILL PK DIST GO BDS 3% 12/15/2015	<u>100,000.000000</u>	104.338	100,000.00	100,000.00	104,338	4,338	1.12	3,000	2.88	12/31/2012
<u>VINEX</u>	921946208 VANGUARD INTL EXPLORER	<u>20,174.084000</u>	14.710	285,903.81	285,903.81	296,761	10,857	3.20	8,171	2.75	12/31/2012
	92976WBH8 WACHOVIA CORP GLOBAL MTN NT 5.75% 02/01/2018	<u>125,000.000000</u>	119.804	138,502.31	138,502.31	149,755	11,253	1.61	7,188	4.80	12/31/2012
<u>WMT</u>	931142103 WAL MART	<u>1,605.000000</u>	68.230	85,793.65	85,793.65	109,509	23,716	1.18	2,552	2.33	12/31/2012
<u>WM</u>	941061109 WASTE MANAGEMENT	<u>918.000000</u>	33.740	23,254.00	23,254.00	30,973	7,719	0.33	1,304	4.21	12/31/2012
<u>WFC</u>	949746101 WELLS FARGO & CO	<u>1,294.000000</u>	34.180	29,450.22	29,450.22	44,229	14,779	0.48	1,139	2.57	12/31/2012
	CLHD00278 THE MARINA LIMITED PARTNERSHIP	<u>3.770000</u>	9,900.000	75,586.62	75,586.62	37,323	38,264-	0.40		0.00	01/01/1901
<u>ACN</u>	G1151C101 ACCENTURE	<u>1,228.000000</u>	66.500	38,959.78	38,959.78	81,662	42,702	0.88	1,989	2.44	12/31/2012
	PTRSH122 PARTNERSHIP SHERIDAN POND LTD	<u>0.300000</u>		6,720.00	6,720.00	6,720		0.07		0.00	09/20/2012
	REANTH200 20.96 ACRES E ANTHONY, URBANA	<u>0.300000</u>		75,000.00	75,000.00	75,000		0.82		0.00	09/20/2012
Total Portfolio				8,377,471.17	8,377,471.17	9,277,445	899,974	100.00	262,002	2.82	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BUSEY TRUST CO - CORP INT	43,237.	0.	43,237.
BUSEY TRUST CO - CORP INT AMORT	<7,491.>	0.	<7,491.>
BUSEY TRUST CO - DIV	181,047.	0.	181,047.
BUSEY TRUST CO - LT CAP GN DIST	26,543.	26,543.	0.
BUSEY TRUST CO - USG INT	59,979.	0.	59,979.
BUSEY TRUST CO - USG INT AMORT	<9,904.>	0.	<9,904.>
MARINA - INT FROM K-1	189.	0.	189.
PROQUEST INV - DIV FROM K-1	6,864.	0.	6,864.
PROQUEST INV - INT FROM K-1	19.	0.	19.
TOTAL TO FM 990-PF, PART I, LN 4	300,483.	26,543.	273,940.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARMLAND	1	1,733.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,733.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE TAXES		113.	
INSURANCE EXPENSE		32.	
- SUBTOTAL -	1		145.
TOTAL RENTAL EXPENSES			145.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			1,588.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SHERIDAN POND LIMITED PARTNERSHIP	<146.>	<146.>	
MARINA LIMITED PARTNERSHIP	1,651.	1,651.	
PROQUEST INVESTMENTS PARTNERSHIP	118.	118.	
CLASS ACTION SETTLEMENT	37.	37.	
PROQUEST INVESTMENTS II LP	101.	101.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,761.	1,761.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEE - MCGLADREY	4,200.	4,200.		0.
TAX PREP FEE - BUSEY	50.	50.		0.
TO FORM 990-PF, PG 1, LN 16B	4,250.	4,250.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX: BALANCE DUE WITH PRIOR YEAR RETURN	814.	814.		0.
FEDERAL TAX: ESTIMATE PAID FOR CURRENT YEAR	2,560.	2,560.		0.
FOREIGN TAX WITHHELD	3,733.	3,733.		0.
STATE TAXES WITHHELD FROM MARINA LP K-1	60.	60.		0.
REAL ESTATE TAXES	113.	113.		0.
TO FORM 990-PF, PG 1, LN 18	7,280.	7,280.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITY BUREAU FUND				
FILING FEE	15.	15.		0.
INTEREST INVESTMENT EXPENSE	435.	435.		0.
INSURANCE EXPENSE	32.	32.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	482.	482.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PROQUEST II - DIFFERENCE BETWEEN K-1 ITEMS AND CASH	1,781.
MARINA - DIFFERENCE BETWEEN K-1 ITEMS AND CASH	20.
SHERIDAN POND - DIFFERENCE BETWEEN K-1 ITEMS AND CASH	146.
2011 ACCRUED PURCHASE INT	139.
NONDIVIDEND DISTRIBUTIONS RECEIVED FROM SECURITIES IN 2012	1,114.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,200.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
2011 ACTIVITY ACCOUNTED FOR ON BOOKS AFTER 12/31/11	128,739.
PROQUEST - DIFFERENCE BETWEEN K-1 ITEMS AND CASH	6,932.
2012 ACTIVITY ACCOUNTED FOR ON BOOKS AFTER 12/31/12	7,217.
ADJ FOR ADDTL ITEMS POSTED IN 2012	20,201.
TOTAL TO FORM 990-PF, PART III, LINE 5	163,089.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BUSEY TRUST-SEE ATTACHED STATEMENT	X		1,461,694.	1,567,132.
BUSEY TRUST-SEE ATTACHED STATEMENT		X	478,757.	501,414.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,461,694.	1,567,132.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			478,757.	501,414.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,940,451.	2,068,546.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BUSEY TRUST-SEE ATTACHED STATEMENT	5,601,270.	6,393,504.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,601,270.	6,393,504.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BUSEY TRUST-SEE ATTACHED STATEMENT	251,271.	269,182.
TOTAL TO FORM 990-PF, PART II, LINE 10C	251,271.	269,182.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BUSEY TRUST-SEE ATTACHED STATEMENT	COST	171,708.	133,444.
TOTAL TO FORM 990-PF, PART II, LINE 13		171,708.	133,444.

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. GENE A. SALMON CHARITABLE TRUST BUSEY TRUST COMPANY, TRUSTEE	Employer identification number (EIN) or 20-7135495
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 260	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHAMPAIGN, IL 61824-0260	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

BUSEY TRUST COMPANY, TRUSTEE

- The books are in the care of ▶ **P.O. BOX 260 - CHAMPAIGN, IL 61824-0260**
Telephone No ▶ **217-351-6563** 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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ calendar year **2012** 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	\$	7,060.
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	\$	2,560.
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	\$	4,500.

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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)