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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

A Employer identification number
23-7423640

Number and street (or P O box number if mail is not delivered to street address)
121 S. 17TH STREET

Room/suite

B Telephone number
(217) 235-4410

City or town, state, and ZIP code
MATTOON, IL 61938

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 41,608,936.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	201,620.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,896.	8,896.		STATEMENT 1
	4 Dividends and interest from securities	1,192,016.	1,192,016.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	811,772.			
	b Gross sales price for all assets on line 6a 10,048,027.				
	7 Capital gain net income (from Part IV, line 2)		811,772.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	8,043.	5,018.		STATEMENT 3
	12 Total. Add lines 1 through 11	2,222,347.	2,017,702.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	305,071.	0.		305,071.
	15 Pension plans, employee benefits	50,592.	0.		50,592.
	16a Legal fees				
	b Accounting fees STMT 4	13,775.	0.		13,775.
	c Other professional fees STMT 5	252,144.	203,743.		48,401.
	17 Interest				
	18 Taxes STMT 6	59,314.	38,679.		3,632.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	67,347.	0.		67,347.
	22 Printing and publications	710.	0.		710.
	23 Other expenses STMT 7	30,636.	885.		29,751.
	24 Total operating and administrative expenses. Add lines 13 through 23	779,589.	243,307.		519,279.
	25 Contributions, gifts, grants paid	1,984,134.			1,984,134.
	26 Total expenses and disbursements. Add lines 24 and 25	2,763,723.	243,307.		2,503,413.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<541,376.>			
	b Net investment income (if negative, enter -0-)		1,774,395.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,003,388.	2,369,972.	2,369,972.
	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 9	0.	327,834.	335,026.
	b Investments - corporate stock STMT 10	27,028,525.	26,057,882.	30,460,632.
	c Investments - corporate bonds STMT 11	4,234,023.	4,346,691.	4,652,248.
	11 Investments - land, buildings, and equipment: basis ▶ 124,000.			
	Less accumulated depreciation ▶	124,000.	124,000.	144,700.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	4,002,980.	3,425,985.	3,646,358.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	37,392,916.	36,652,364.	41,608,936.
Liabilities	17 Accounts payable and accrued expenses		1,032.	
	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.	1,032.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,044,304.	16,079,115.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	21,348,612.	20,572,217.	
	30 **Total net assets or fund balances**	37,392,916.	36,651,332.	
	31 **Total liabilities and net assets/fund balances**	37,392,916.	36,652,364.	

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	37,392,916.
2	Enter amount from Part I, line 27a	2	<541,376.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	36,851,540.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	200,208.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,651,332.

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 - DETAILS			
b	AVAILABLE UPON REQUEST	P		
c	OPEN PRAIRIE VENTURE I, LP	P		
d	UNDISTRIBUTED LONG TERM CAPITAL GAIN	P		
e	CLASS ACTION PROCEEDS	P		

	(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	10,045,033.		9,497,045.	547,988.
c				260,790.
d	8.			8.
e	2,986.			2,986.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				547,988.
c				260,790.
d				8.
e				2,986.

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	811,772.
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	1,762,519.	40,892,988.	.043101
2010	1,872,990.	37,628,106.	.049776
2009	3,320,521.	34,299,593.	.096809
2008	2,451,933.	43,152,161.	.056821
2007	2,555,654.	49,716,300.	.051405

2	**Total** of line 1, column (d)	2	.297912
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	.059582
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	40,043,551.
5	Multiply line 4 by line 3	5	2,385,875.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,744.
7	Add lines 5 and 6	7	2,403,619.
8	Enter qualifying distributions from Part XII, line 4	8	2,503,413.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	17,744.
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	17,744.
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	17,744.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 31,634.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d: 3.		
7	Total credits and payments. Add lines 6a through 6d	7	31,637.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	13,893.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 13,893. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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) SEE STATEMENT 13	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ LUMPKINFOUNDATION.ORG

14 The books are in care of ▶ S.L. GRISSOM, ASSISTANT TREASURER Telephone no. ▶ 217-235-4410
Located at ▶ 121 SOUTH 17TH STREET, MATTOON, IL ZIP+4 ▶ 61938

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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		X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	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
BRUCE KARMAZIN 121 SOUTH 17TH ST., MATTOON IL 61938	EXECUTIVE DIRECTOR* 0.00	168,566.	7,722.	5,000.
ANDREA HERNANDEZ 121 SOUTH 17TH ST., MATTOON IL 61938	PROGRAM OFFICER* 0.00	76,892.	8,565.	1,605.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NEUBERGER BERMAN 190 S LASALLE ST, 23RD FLR, CHICAGO, IL 60603	INVESTMENT SERVICES	80,502.
R. W. BAIRD & COMPANY 777 E. WISCONSIN, MILWAUKEE, WI 53202	INVESTMENT SERVICES	54,693.
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 SEE STATEMENT 15	112,219.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	38,741,214.
b	Average of monthly cash balances	1b	1,912,137.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	40,653,351.
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	40,653,351.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	609,800.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,043,551.
6	**Minimum investment return.** Enter 5% of line 5	6	2,002,178.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,002,178.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,744.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	17,744.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,984,434.
4	Recoveries of amounts treated as qualifying distributions			4	3,025.
5	Add lines 3 and 4			5	1,987,459.
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	1,987,459.

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	2,503,413.
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	2,503,413.
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	17,744.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,485,669.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,987,459.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			204,885.	
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: ▶ $ 2,503,413.				
a Applied to 2011, but not more than line 2a			204,885.	
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				1,987,459.
e Remaining amount distributed out of corpus	311,069.			
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	311,069.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	311,069.			
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	311,069.			

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 16

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 ▶ [X] 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:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				1,984,134.
Total			▶ 3a	1,984,134.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,896.	
4 Dividends and interest from securities			14	1,192,016.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,018.	
8 Gain or (loss) from sales of assets other than inventory			18	811,772.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a GRANT RECOVERIES			01	3,025.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,020,727.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 2,020,727.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Steven Grissom — Signature of officer or trustee — Date 8/6/13 — ASSISTANT TREASURER — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN HUEFFNER		8/6/13		P01087725

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 111 SOUTH WACKER DRIVE CHICAGO, IL 60606 — Phone no. (312)486-1000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number
23-7423640

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
THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number
23-7423640

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	BENJAMIN I. LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 61938	$ 100,700.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	$ 100,700.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	SOLENE SPARKS 121 SOUTH 17TH STREET MATTOON, IL 61938	$ 220.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization
THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number
23-7423640

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5,300 SHARES CONSOLIDATED COMM. HLDGS	$ 100,700.	02/06/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	5,300 SHARES CONSOLIDATED COMM. HLDGS	$ 100,700.	02/06/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number
23-7423640

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST MID-ILLINOIS BANK & TRUST	8,249.
FIRST MID-ILLINOIS BANK & TRUST - CASH MANAGEMENT	423.
HARRIS TRUST & SAVINGS BANK	162.
U.S. TRUST BANK OF AMERICA	4.
U.S. TRUST BANK OF AMERICA - BRANDES	11.
U.S. TRUST BANK OF AMERICA - HARRIS	20.
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	1.
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	21.
U.S. TRUST BANK OF AMERICA - TRILLIUM	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,896.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COLES TOGETHER NOTE RECEIVABLE	14,110.	0.	14,110.
FIRST MID-IL BANCSHARES INC.	156,676.	0.	156,676.
OPEN PRAIRIE VENTURES I, LLP	21.	0.	21.
U.S. TRUST BANK OF AMERICA - BRANDES	302,547.	0.	302,547.
U.S. TRUST BANK OF AMERICA - HARRIS	329,561.	0.	329,561.
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	65,635.	0.	65,635.
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	281,732.	0.	281,732.
U.S. TRUST BANK OF AMERICA - TRILLIUM	41,734.	0.	41,734.
TOTAL TO FM 990-PF, PART I, LN 4	1,192,016.	0.	1,192,016.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KLD PASS THRU	29.	29.	
ACCION NM 2011C	4,989.	4,989.	
GRANT RECOVERIES	3,025.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,043.	5,018.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	13,775.	0.		13,775.
TO FORM 990-PF, PG 1, LN 16B	13,775.	0.		13,775.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - ROBERT W. BAIRD, INC.	54,693.	54,693.		0.
INVESTMENT FEES - FIRST MID-IL BANK & TRUST	306.	306.		0.
INVESTMENT FEES - HARRIS BANK & TRUST	19,040.	19,040.		0.
INVESTMENT FEES - NEUBERGER BERMAN	80,502.	80,502.		0.
INVESTMENT FEES - TRILLIUM	15,268.	15,268.		0.
INVESTMENT FEES - U.S. TRUST BANK OF AMERICA	33,934.	33,934.		0.
CONSULTING FEES - HIMMELFARB GROUP	10,000.	0.		10,000.
CONSULTING FEES - BALTIMORE MEDIATION	3,500.	0.		3,500.
CONSULTING FEES - MARY EDDY	3,375.	0.		3,375.
CONSULTING FEES - UNIVERSITY OF ILLINOIS	9,248.	0.		9,248.

CONSULTING FEES - EASTERN ILLINOIS UNIVERSITY	2,500.	0.		2,500.
CONSULTING FEES - CHRIS SCHEUFELE	480.	0.		480.
CONSULTING FEES - IRIS KRIEG & ASSOCIATES, INC.	7,020.	0.		7,020.
CONSULTING FEES - SMARTCAUSE DIGITAL	9,540.	0.		9,540.
CONSULTING FEES - SARAH SOMMERS	150.	0.		150.
CONSULTING FEES - JILL NILSEN	1,088.	0.		1,088.
CONSULTING FEES - RICHARD STUART	1,500.	0.		1,500.
TO FORM 990-PF, PG 1, LN 16C	252,144.	203,743.		48,401.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	38,679.	38,679.		0.
REAL ESTATE TAXES - REAL ESTATE HELD FOR CHARITABLE PURPOSES	3,632.	0.		3,632.
FIT - ESTIMATED PAYMENTS	17,000.	0.		0.
INCOME TAX WITHHELD - KLD	3.	0.		0.
TO FORM 990-PF, PG 1, LN 18	59,314.	38,679.		3,632.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & PUBLICATIONS	8,114.	0.		8,114.
POSTAGE/SHIPPING	756.	0.		756.
PASS-THRU EXPENSE FROM OPEN PRAIRIE VENTURES I, L.P. K-1	599.	599.		0.
PASS-THRU EXPENSE FROM NEUBERGER BERMAN	59.	59.		0.
SUPPLIES	3,269.	0.		3,269.
WEBSITE MAINTENANCE	1,460.	0.		1,460.
FILING & PAYROLL PROCESSING FEES	108.	0.		108.

PASS-THRU EXPENSE FROM NEUBERGER BERMAN	11.	11.		0.
REPAIRS AND MAINTENANCE	8,085.	0.		8,085.
INSURANCE	3,175.	216.		2,959.
SOFTWARE SUBSCRIPTION RENEWAL	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 23	30,636.	885.		29,751.

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

DESCRIPTION	AMOUNT
OPEN PRAIRIE VENTURES I, L.P. - BOOK TO TAX ADJUSTMENT	33,399.
DIFFERENCE BETWEEN TAX BASIS CAPITAL GAIN AND BOOK BASIS CAPITAL LOSS	166,809.
TOTAL TO FORM 990-PF, PART III, LINE 5	200,208.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE AND MUNICIPAL OBLIGATIONS		X	327,834.	335,026.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			327,834.	335,026.
TOTAL TO FORM 990-PF, PART II, LINE 10A			327,834.	335,026.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STMT	26,057,882.	30,460,632.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,057,882.	30,460,632.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT	4,346,691.	4,652,248.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,346,691.	4,652,248.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE STMT	COST	2,925,985.	3,146,358.
FIRST MID-IL BANC. SERIES C PFD - NOTE RECEIVABLE	COST	0.	0.
COLES TOGETHER - NOTE RECEIVABLE	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,425,985.	3,646,358.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 13

EXPLANATION
SEE ATTACHED STATEMENT

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN K. DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL 6193	TRUSTEE 5.00	0.	0.	0.
BARBARA S. FEDERICO 121 SOUTH 17TH STREET MATTOON, IL 6193	TRUSTEE 5.00	0.	0.	0.
RICHARD ANTHONY LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 6193	TREASURER 5.00	0.	0.	0.
S.L. GRISSOM 121 SOUTH 17TH STREET MATTOON, IL 6193	SECRETARY & ASSIS. TREAS. 5.00	0.	0.	0.
KARLA KOEBELE 121 SOUTH 17TH STREET MATTOON, IL 6193	ASSISTANT SECRETARY 5.00	0.	0.	0.
RICHARD DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL 6193	PRESIDENT* 5.00	0.	0.	0.
CHRISTINA DUNCAN 121 SOUTH 17TH STREET MATTOON, IL 6193	VICE-PRESIDENT* 5.00	0.	0.	0.
BENJAMIN I. LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 6193	VICE-PRESIDENT* 5.00	0.	0.	0.
ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 6193	TRUSTEE 5.00	0.	0.	0.
JOSEPH DIVELY 13179 E. CR 720N CHARLESTON, IL 61920	TRUSTEE 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

* ALSO SERVES AS TRUSTEE

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY ONE

DEVELOPEMENT AND SUPPORT OF GOOD WORKS CONNECT "GWC". GWC IS A NONPROFIT NETWORK AND ONLINE COMMUNITY THAT CONNECTS NONPROFIT LEADERS FROM THROUGHOUT ILLINOIS THROUGH COMMUNICATION AND COLLABORATION. IN 2012 GWC HAD OVER 1,200 MEMBERS BASED MOSTLY IN CENTRAL IL. DURING 2012 GWC CO-PRESENTED THE IL NONPROFIT CONFERENCE (501COMETOGETHER) AND SUPPORTED VARIOUS COMMUNITY CONVENINGS, MEETINGS, AND TRAININGS. GWC ALSO COMMISSIONED A STATEWIDE CAPACITY BUILDING NEEDS ASSESSMENT OF NONPROFITS IN IL.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	112,219.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 16

NAME OF MANAGER

RICHARD ANTHONY LUMPKIN
BENJAMIN I. LUMPKIN
ELIZABETH L. CELIO

THE LUMPKIN FAMILY FOUNDATION 23-7423640

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

	DESCRIPTION	US GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100,000 000	Cuyahoga Cnty OH 4 284% 6/1/19			100,422 00	110,002 00
200,000 000	New York NY City 4 075% 11/1/20			227,412 00	225,024 00
TOTAL TO FORM 990-PF, PART II, LINE 10A				327,834 00	335,026.00

CORPORATE STOCK

	DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4,380 000	3M Co	303,958 71	406,683 00
120 00	AARONS INC	1,907 37	3,393 60
40 00	ABAXIS INC	1,183 60	1,484 00
90 00	ABM INDS INC	1,937 40	1,795 50
1 00	ACADIA RLTY TR	26 97	25 08
185 00	ACCO BRANDS CORP	1,204 73	1,357 90
110 00	ACME PACKET INC	5,383 80	2,433 20
80 00	ACORDA THERAPEUTICS INC	2,471 24	1,988 80
120 00	ACTUANT CORP	3,787 09	3,349 20
70 00	ACUITY BRANDS INC	3,763 90	4,741 10
140 00	ACXIOM CORP	1,817 54	2,444 40
110 00	ADTRAN INC	4,375 15	2,149 40
110 00	ADVANCED AUTO PTS INC	4,733 07	7,958 50
70 00	ADVANCED ENERGY INDS	849 80	966 62
1,100 00	ADVANCED MICRO DEVICES INC	6,023 59	2,640 00
90 00	ADVENT SOFTWARE INC	1,349 48	1,924 20
80 00	AEGION CORP	1,759 20	1,775 20
19,904 000	Aegon	229,485 72	128,181 76
40 00	AFC ENTERPRISES INC	1,012 40	1,045 20
988 000	Akamai Technologies Inc	38,175 92	40,419 08
150 00	AKORN INC	976 43	2,004 00
4,635 000	Akzo Nobel	61,156 79	101,325 74
120 00	ALASKA AIR GROUP INC	4,003 45	5,170 80
130 00	ALERE INC	4,021 90	2,405 00
130 00	ALIGN TECHNOLOGY INC	3,058 71	3,607 50
2 00	ALLEGHANY CORP DEL	590 05	670 84
170 00	ALLEGHENY TECHNOLOGIES INC	6,311 26	5,161 20
30 00	ALLEGIANT TRAVEL CO	1,837 70	2,202 30
140 00	ALLIED NEV GOLD CORP	3,661 27	4,218 20
90.00	ALON USA ENERGY INC	1,080 90	1,628 10
19,435 000	Altera Corp	507,400 85	668,369 65
1,932 000	Altera Corp	34,443 02	66,441 48
170 00	ALTERRA CAPITAL HLDGS LTD	3,800 88	4,792 30
60 00	AMCOL INTL CORP	1,681 70	1,840 80
3,930 000	America Movil	93,201 65	90,940 20
140 00	AMERICAN AXLE & MFG HLDGS INC	1,309 60	1,568 00
168 00	AMERICAN CAMPUS CMNTYS INC	5,637 96	7,749 84
510 00	AMERICAN CAP LTD	3,001 60	6,130 46
310 00	AMERICAN EAGLE OUTFITTERS NEW	6,858 00	6,358 10

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

7,010 000	American Express Co	388,463 76	402,934 80
40 00	AMERICAN PUB ED INC	1,622 12	1,444 80
40 00	AMERICAN RAILCAR INDS INC	1,186 00	1,269 20
20 00	AMERICAN SCIENCE & ENGR INC	1,360 60	1,304 20
280 00	AMERICAN WTR WKS CO INC	6,707 87	10,396 40
375 00	AMETEK INC NEW	7,381 78	14,088 75
330 00	AMKOR TECHNOLOGY INC	2,038 24	1,399 46
60 00	AMSURG CORP	1,768 80	1,800 60
110 00	AMTRUST FINL SVCS INC	2,944 90	3,155 90
1,678 000	Analog Devices Inc	45,823 15	70,576 68
450 00	ANALOG DEVICES INC	17,862 38	18,927 00
1,965 000	Angiodynamics Inc	31,784 84	21,595 35
80 00	ANN INC	2,834 80	2,707 20
150 00	AOL INC	2,431 11	4,441 50
1 00	AON PLC	49 08	55 61
3 00	APACHE CORP	188 03	235 50
50 00	APOGEE ENTERPRISES INC	1,185 50	1,198 50
330 00	APOLLO INVT CORP	3,535 57	2,758 80
70 00	APPLIED INDL TECHNOLOGIES INC	2,856 00	2,940 70
100 00	APPLIED MICRO CIRCUITS CORP	695 00	842 00
60 00	APPROACH RES INC	1,371 00	1,500 60
110 00	APTARGROUP INC	4,050 20	5,249 20
40 00	ARBITRON INC	1,049 10	1,867 20
210 00	ARCH CAP GROUP LTD	5,705 09	9,244 20
380 00	ARES CAP CORP	6,383 54	6,650 00
40 00	ARGO GROUP INTL HLDGS LTD	1,164 80	1,343 60
260 00	ARIAD PHARMACEUTICALS INC	1,570 20	4,986 80
180 00	ARRIS GROUP INC	2,284 11	2,689 20
180 00	ARUBA NETWORKS INC	4,724 95	3,733 20
110 00	ASPEN INS HLDGS LTD	2,498 45	3,528 80
150 00	ASPEN TECHNOLOGY INC	3,191 93	4,146 00
320 00	ASSOCIATED BANC CORP	7,687 46	4,198 40
130 00	ASSURANT INC	3,194 34	4,511 00
70 00	ASTEC INDS INC	2,181 47	2,335 20
2,070 000	Astellas Pharma Inc	69,420 65	92,769 12
160 00	ASTORIA FINL CORP	1,499 20	1,497 60
3,050 000	Astrazenca	134,986 61	144,173 50
80 00	ATMI INC	1,316 80	1,670 40
140 00	ATMOS ENERGY CORP	4,942 00	4,916.80
110 00	ATWOOD OCEANICS INC	3,254 47	5,036 90
1,197 000	Atwood Oceanics Inc	43,307 23	54,810 63
350 00	AUTODESK INC	10,811 96	12,372 50
150 00	AUTOLIV INC	10,827 28	10,108 50
80 00	AUXILIUM PHARMACEUTICALS INC	1,848 78	1,483 15
70 00	AVEO PHARMACEUTICALS INC	935 57	563 50
160 00	AVERY DENNISON CORP	5,442 01	5,587 20
170 00	AVIS BUDGET GROUP INC	2,886 52	3,369 40
1,995 000	Avista Corp	45,042 91	48,099 45
670 00	AVON PRODS INC	9,413 50	9,621 20
200 00	AXIS CAP HLDGS LTD	6,294 98	6,928 00
50 00	BALCHEM CORP	2,031 50	1,822 50

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

260 00	BALDWIN & LYONS INC	6,601 40	6,203.60
240 00	BALL CORP	7,142 30	10,740 00
5,455 000	Banco Santander Brasil	43,497 08	39,712 40
70 00	BANK HAWAII CORP	3,135 30	3,083 50
5 00	BANK MONTREAL QUE	412 17	306 50
60 00	BANK OF THE OZARKS INC	2,015 40	2,008 20
5,295 000	Barclays Plc	153,544 94	91,709 40
110 00	BARNES & NOBLE INC	4,264 70	1,659 90
100 00	BARNES GROUP INC	2,228 95	2,246 00
80 00	BASIC ENERGY SVCS INC	1,657 00	912 80
130 00	BBCN BANCORP INC	1,242 50	1,504 10
80 00	BEACON ROOFING SUPPLY INC	1,083 20	2,662 40
5,005 000	Becton Dickinson & Co	388,081 08	391,340 95
70 00	BELDEN INC	2,408 70	3,149 30
150 00	BELO CORP	873 00	1,150 50
160 00	BEMIS INC	4,773 01	5,353 60
100 00	BENCHMARK ELECTRS INC	1,351 00	1,662 00
130 00	BENEFICIAL MUTUAL BANCORP INC	1,238 64	1,235 00
1,761 000	Berkley W R Corp	52,178 17	66,460 14
530 00	BEST BUY INC	10,317 20	6,280 50
25,962 000	BG Group Plc	389,377 62	427,282 60
40 00	BIO RAD LABS INC	3,564 80	4,202 00
50 00	BJS RESTAURANTS INC	1,896 50	1,645 00
50 00	BLACK BOX CORP DEL	1,654 30	1,217 00
90 00	BLACKBAUD INC	2,154 60	2,054 70
1,245 000	Blackrock Inc	202,399 59	257,353 95
70 00	BLUCORA INC	876 40	1,099 70
20 00	BLUE NILE INC	737 86	769 60
50 00	BOB EVANS FARMS INC	1,475 00	2,010 00
200 00	BOISE INC	1,187 98	1,590 00
4,110 000	Borg Warner Inc	255,563 71	294,358 20
180 00	BORG WARNER INC	7,627 75	12,891.60
130 00	BOSTON PRIVATE FINL HLDGS INC	1,033 49	1,171 30
410 000	Boston Properties Inc	19,185.74	43,382 10
3,670 000	BP P L C	157,403 49	152,818 80
80 00	BRADY CORP	1,446 00	2,672 00
120 00	BRINKER INTL INC	2,943 59	3,718 80
80 00	BRINKS CO	1,800 80	2,282 40
200 00	BROADRIDGE FINL SOLUTIONS INC	3,341 71	4,576 00
190 00	BROOKDALE SENIOR LIVING INC	3,291.38	4,810 80
70 00	BROWN SHOE INC NEW	810 60	1,285 90
70 00	BUCKEYE TECHNOLOGIES INC	928 90	2,009 70
80 00	BUCKLE INC	2,486 40	3,571 20
160.00	BUILDERS FIRSTSOURCE INC	596 72	892 80
220 00	BUNGE LTD	13,090 88	15,991 80
90 00	C&J ENERGY SVCS INC	1,621 80	1,929 60
110 00	CABELAS INC	2,844 45	4,592 50
330 00	CABLEVISION SYS CORP	8,392 62	4,930 20
40 00	CABOT MICROELECTRONICS CORP	1,380 80	1,420 40
430 00	CADENCE DESIGN SYSTEM INC	4,557 30	5,809 30
140 00	CADENCE PHARMACEUTICALS INC	589 40	670 60

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

80 00	CALIX NETWORKS INC	556 80	615 20
280 00	CALLAWAY GOLF CO	1,876 62	1,820 00
720 00	CALPINE CORP	8,746 22	13,053 60
6,395 000	Cameron Intl Corp	325,258 21	361,061 70
380 00	CAMERON INTL CORP	15,228 90	21,454 80
549 000	Canadian Pac Ry Ltd	24,911 06	55,789 38
2,765 000	Canon Inc	97,521 98	108,415 65
10 00	CAPITAL SOUTHWEST CORP	873 38	996 30
400 00	CAPITALSOURCE INC	2,462 07	3,032 00
40 00	CARBO CERAMICS INC	2,341 60	3,133 60
350 00	CARMAX INC	9,112 43	13,139 00
80 00	CARPENTER TECHNOLOGY CORP	3,784 24	4,130 40
34,680 000	Carrefour SA	215,285 03	177,908 40
80 00	CARRIZO OIL & CO INC	2,925 68	1,673 60
100 00	CARTER HLDGS INC	3,017 97	5,565 00
70 00	CASEYS GEN STORES INC	2,260 00	3,717 00
160 00	CATHAY GENERAL BANCORP	1,506 98	3,124 80
2,850 000	CB Richard Ellis Group Inc	52,468 50	56,715 00
140 00	CBOE HLDGS INC	3,651 90	4,124 40
510 00	CBRE GROUP INC	12,992 56	10,149 00
250 00	CELANESE CORP DEL	7,776 05	11,132 50
8,916 000	Cemex	74,989 04	88,000 92
80 00	CENTENE CORP	1,931 35	3,280 00
660 00	CENTERPOINT ENERGY INC	8,953 15	12,705 00
8,545 000	Centrais Eletricas Brasileiras	74,377 77	26,660 40
110 00	CEPHEID	1,389 33	3,724 60
879 000	Cerner Corp	50,703 44	68,131 29
50 00	CH ENERGY GROUP INC	2,262 60	3,261 00
50 00	CHART INDUSTRIES INC	2,406 00	3,334 46
300 00	CHECKPOINT SYS INC	2,394 00	3,222 00
100 00	CHEESECAKE FACTORY INC	3,041 90	3,271 00
40 00	CHEFS WHSE HLDGS LLC	626 73	632 40
30 00	CHEMED CORP	1,608 60	2,057 70
340 00	CHENIERE ENERGY INC	4,365 58	6,385 20
60 00	CHESAPEAKE UTILS CORP	2,359 19	2,724 00
260 00	CHICOS FAS INC	2,223 35	4,799 60
50 00	CHIPOTLE MEXICAN GRILL INC	14,066 70	14,873 00
90 00	CHOICE HOTELS INTL INC	2,803 76	3,025 80
1,300 000	Church & Dwight Co Inc	14,192 84	69,641 00
140 00	CIMAREX ENERGY CO	6,424 00	8,082 20
5,836 000	Cimarex Energy Co	425,657 63	336,912 28
400 00	CINCINNATI BELL INC	1,025 10	2,192 00
260 00	CINCINNATI FINL CORP	7,409 43	10,181 60
190 00	CINEMARK HLDGS INC	3,701 06	4,936 20
40.00	CIRCOR INTL INC	1,206 40	1,583 60
100 00	CIRRUS LOGIC CORP	2,914 41	2,897 00
70 00	CITIZENS REP BANCORP INC	778 40	1,327 90
290 00	CITRIX SYS INC	21,770 96	19,029 80
80 00	CLARCOR INC	2,830 35	3,822 40
140 00	CLEAN ENERGY FUELS CORP	1,991 30	1,743 00
40 00	CLEARWATER PAPER CORP	1,590 40	1,566 40

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

100 00	CLECO CORP NEW	3,492 90	4,001 00
220 00	CLIFFS NAT RES INC	15,595 73	8,485 40
4,714 000	CME Group Inc	269,731 72	238,858 38
460.00	COCA-COLA ENTERPRISES INC	11,585 25	14,595 80
70 00	COGNEX CORP	1,559 95	2,575 31
70 00	COHEN & STEERS INC	1,892 42	2,132 90
40 00	COHERENT INC	1,820 00	2,025 29
50 00	COINSTAR INC	1,713 00	2,600 50
150 00	COLFAX CORP	4,187 20	6,052 50
140 00	COLONIAL PPTYS TR	2,305 72	2,991 80
60 00	COLUMBIA SPORTSWEAR CO	3,523 10	3,201 60
304 00	COMERICA INC	8,525 99	9,223 36
144.00	COMMERCE BANCSHARES INC	4,240 65	5,048 64
180 00	COMMERCIAL METALS CO	5,839 40	2,674 80
40.00	COMPASS MINERALS INTL INC	3,154 80	2,988 40
360 00	COMPUWARE CORP	4,277 52	3,913 20
80 00	COMSTOCK RES INC	2,171 23	1,209 61
120 00	CONCEPTUS INC	2,042 80	2,520 00
170 00	CONCHO RES INC	14,591 85	13,695 20
50 00	CONMED CORP	1,305.50	1,397 50
180 00	CONVERGYS CORP	1,597 18	2,953 80
90 00	CON-WAY INC	3,365 09	2,503 80
200 00	COPART INC	4,522 67	5,900 00
70 00	CORE LABORATORIES N V	8,435 00	7,651 70
60 00	CORPORATE EXECUTIVE BRD CO	3,651 55	2,847 60
130 00	CORPORATE OFFICE PPTYS TR	4,671 19	3,247 40
2 00	COUSINS PPTYS INC	15 11	16 70
210 00	COVANTA HLDG CORP	3,298 93	3,868 20
7,230 000	Covidien Ltd	331,954 18	417,460 20
40 00	CRACKER BARREL OLD CTRY STORE	1,807 60	2,570 40
60 00	CRAY INC	870 60	957 00
40 00	CREDIT ACCEP CORP MICHIGAN	3,028 40	4,067 20
2,046 000	Cree Inc	55,066 97	69,523 08
7,435 000	CRH Plc	137,416 95	151,227 90
80 00	CROSSTEX ENERGY INC	1,007 20	1,147 20
100 00	CULLEN / FROST BANKERS INC	5,546 95	5,427 00
140 00	CVR ENERGY INC	3,141 64	6,830 60
50 00	CYBERONICS INC	1,113 00	2,626 50
230 00	CYPRESS SEMICONDUCTOR CORP	2,790 95	2,493 20
4,345 000	Dai Nippon Prtg Ltd Japan	65,576 45	33,821 48
4,015 000	Daiichi Sankyo Co	86,874 96	61,385 34
1,675.000	Daimler Ag	73,527 98	92,074 75
12,030 000	Danaher Corp	467,388 40	672,477 00
200 00	DARDEN RESTAURANTS INC	9,087 51	9,014 00
200 00	DARLING INTL INC	1,202 60	3,208 00
420 00	DCT INDUSTRIAL TRUST INC	2,151 54	2,725 80
920 00	DE MASTER BLENDER 1753 NV	9,311 05	10,575 52
735 000	Deckers Outdoor Corp	22,912 70	29,598 45
70 00	DECKERS OUTDOOR CORP	3,634 52	2,818 90
100 00	DELEK US HLDGS INC	1,215 75	2,532 00
90 00	DELUXE CORP	2,164 50	2,901 60

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
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140 00	DEMAND MEDIA INC	1,297 54	1,300 60
610 00	DENBURY RES INC	9,835 46	9,882 00
220 00	DENTSPLY INTL INC NEW	8,153 09	8,714 20
10,875 000	Deutsche Telekom Ag	168,980 29	123,235 50
110 00	DEVRY INC DEL	3,122 81	2,610 30
1 00	DIAMONDROCK HOSPITALITY CO	21 34	9 00
50 00	DIGITAL GENERATION INC	537 50	545 50
30 00	DINEEQUITY INC	1,566 00	2,010 00
80 00	DIODES INC	1,201 61	1,388 00
230 00	DISCOVERY COMMUNICATIONS INC	6,855 36	14,600 40
150 00	DISCOVERY COMMUNICATIONS INC	3,242 93	8,775 00
90 00	DOMINOS PIZZA INC	1,641 55	3,919 50
63 00	DOMTAR CORP	3,927 39	5,261 76
1,722 000	Donaldson Inc	40,820 69	56,550 48
240 00	DONEGAL GROUP INC	4,303 50	3,369 60
290 00	DONNELLEY R R & SONS CO	3,114 36	2,607 10
60 00	DORMAN PRODS INC	999 20	2,120 40
230 00	DOUGLAS EMMETT INC	2,957 43	5,359 00
290 00	DOVER CORP	14,477 47	19,055 90
330 00	DR PEPPER SNAPPLE INC	13,467 95	14,579 40
120 00	DREAMWORKS ANIMATION INC	2,120 34	1,988 40
1 00	DSW INC	39 24	65 69
430 00	DUKE RLTY CORP	9,972 08	5,964 10
70 00	DUN & BRADSTREET CORP DEL NEW	4,924 20	5,505 50
170 00	DUNKIN BRANDS GROUP INC	5,671 20	5,640 60
30 00	DXP ENTERPRISES INC	1,034 70	1,472 10
450 00	E TRADE FINL CORP	6,079 66	4,027.50
2,074 000	Eagle Bancorp Inc	35,670 67	41,417 78
170 00	EARTHLINK INC	1,332 17	1,098 20
5,029 000	East West Bancorp Inc	114,993 48	108,073 21
220 00	EAST WEST BANCORP INC	6,531 60	4,727 80
240 00	EASTMAN CHEM CO	6,674 03	16,332 00
2 00	EATON CORP PLC	103 80	108 36
180 00	EATON VANCE CORP	4,282 94	5,733 00
3,647 000	Ecolab Inc	169,149 65	262,219 30
4 00	ECOLAB INC	173 81	287 60
180 00	EDWARDS LIFESCIENCES CORP	15,875 64	16,230 60
160 00	ELECTRONICS FOR IMAGING INC	4,660 80	3,038 40
50 00	ELIZABETH ARDEN INC	1,412 00	2,250 50
110 00	EMCOR GROUP INC	4,074 12	3,807 10
70 00	ENBRIDGE ENERGY MGMT L L C	2,057 30	2,022 30
40 00	ENCORE CAP GROUP INC	944 00	1,224 80
180 00	ENDO HEALTH SOLUTIONS INC	6,278 62	4,721 42
70 00	ENDURANCE SPECIALITY HLDGS LTD	2,353 53	2,778 30
120 00	ENERGEN CORP	5,233 23	5,410 80
100 00	ENERGIZER HLDGS INC	7,381 85	7,998 00
2.00	ENERGY TRANSFER PARTNERS L P	57 87	85 86
120 00	ENERGY XXI (BERMUDA) LTD	3,769 20	3,860 40
3,130 000	Enerplus Corp	51,375 82	40,564 80
90 00	ENERSYS	2,850 60	3,386 70
4,305 000	ENI S P A	190,128 37	211,547 70

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
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40 00	ENPRO INDS INC	1,568 00	1,636 00
20 00	ENSTAR GROUP LTD	2,008 20	2,239 60
250 00	ENTEGRIS INC	729 97	2,295 00
140 00	ENTROPIC COMMUNICATIONS INC	796 53	740 60
240 00	EQT CORP	9,194 07	14,155 20
190 00	EQUIFAX INC	6,291 30	10,282 80
1 00	EQUINIX INC	94 54	206 20
190 00	EQUITY ONE INC	3,282 57	3,991 90
7,690 000	Ericsson L M Tel Co	113,226 02	77,669 00
50 00	ESCO TECHNOLOGIES INC	1,846 50	1,870 50
50 00	ESTERLINE TECHNOLOGIES CORP	3,123 50	3,180 50
50 00	ETHAN ALLEN INTERIORS INC	1,449 50	1,285 50
50 00	EVERCORE PARTNERS INC	496 58	1,509 50
290 00	EXELIXIS INC	2,633 75	1,325 30
330 00	EXPEDITORS INTL WASHINGTON INC	14,375 30	13,051 50
150 00	EXPRESS INC	2,990 33	2,263 50
127 00	EXTERRAN HLDGS INC	6,709 86	2,783 84
545 000	F5 Networks Inc	28,336 02	52,946 75
50 00	FABRINET	609 00	657 00
245 000	Factset Resh Sys Inc	16,141 97	21,574 70
70 00	FACTSET RESH SYS INC	4,848 13	6,164 20
60 00	FAIR ISAAC CORP	1,696 20	2,521 80
30 00	FARO TECHNOLOGIES INC	1,046 40	1,070 40
460 00	FASTENAL CO	11,707 35	21,459 00
60.00	FBL FINL GROUP INC	1,774 20	2,052 60
160 00	FEDERAL MOGUL CORP	3,596 48	1,283 20
100.00	FEDERAL REALTY INVT TR	5,820 15	10,402 00
60 00	FEI CO	1,050 60	3,328 22
140 00	FERRO CORP	1,151 10	585 20
80 00	FINANCIAL ENGINES INC	1,871 10	2,219 20
147.00	FINISAR CORP	2,059 37	2,394 63
90 00	FINISH LINE INC	1,964 70	1,703 70
170 00	FIRST AMERN FINL CORP	2,612 71	4,095 30
500.00	FIRST BUSEY CORP	3,811 00	2,325 00
220 00	FIRST CMNTY BANCSHARES INC	2,816 37	3,513 40
170 00	FIRST COMWLTH FINL CORP PA	1,154 28	1,159 40
20 00	FIRST CTZNS BANCSHARES INC N C	3,929 00	3,270 00
50.00	FIRST FINL BANKSHARES	1,954 00	1,950 50
388 00	FIRST HORIZON NATL CORP	6,156 89	3,845 08
160 00	FIRST INDUSTRIAL REALTY TRUST	1,364 95	2,252 80
100 000	First Mid-IL Banc Series B Pfd	500,000 00	500,000 00
100 000	First Mid-IL Banc Series C Pfd	500,000 00	500,000 00
112,467 000	First Mid-Illinois Bancshares	565,696 56	2,558,624 25
130 00	FIRST MIDWEST BANCORP DEL	1,503 28	1,627 60
620 00	FIRST NIAGARA FINL GROUP INC	7,026.68	4,916 60
89 00	FLAGSTAR BANCORP INC	763 18	1,726 60
11,020 000	Flextronics	83,103 32	68,434 20
1,120 00	FLEXTRONICS	7,837 24	6,955 20
80 00	FLOTEK INDS INC	808 00	976.00
220 00	FLOWERS FOODS INC	3,453 97	5,119 40
370 00	FMC TECHNOLOGIES INC	12,653 33	15,847 10

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230 00	FNB CORP PA	1,992 89	2,442 60
240 00	FOOT LOCKER INC	5,331 70	7,708 80
5,007 000	Forest City Enterprises Inc	80,076 21	80,863 05
240 00	FOREST CITY ENTERPRISES INC	9,614 45	3,876 00
250 00	FORTINET INC	5,888 35	5,255 00
250 00	FORTUNE BRANDS HOME & SEC INC	5,505 48	7,305 00
10,218 000	France Telecom	235,855 55	112,908 90
40 00	FRANKLIN ELEC INC	1,859 60	2,481 23
200 00	FRANKLIN STR PPTYS CORP	3,185 21	2,462 00
400 00	FREESCALE SEMICONDUCTOR LTD	3,692 21	4,404 00
1,550 00	FRONTIER COMMUNICATIONS CORP	10,250 88	6,634 00
3,720 000	Fujifilm Holdings Corp	121,643 92	74,128 44
80 00	FULLER H B CO	2,371 60	2,785 60
150 00	FUSION-IO INC	2,691 06	3,439 50
190 00	GALLAGHER ARTHUR J & CO	4,351 31	6,583 50
200 00	GAMESTOP CORP	3,808 30	5,018 00
80 00	GARDNER DENVER INC	2,949 25	5,480 00
80 00	GATX CORP	3,021 60	3,464 00
8,105 000	GDF Suez	192,850 47	166,428 07
80 00	GENERAL CABLE CORP DEL NEW	4,653 80	2,432 80
40 00	GENESCO INC	1,731 20	2,200 00
70 00	GENESEE & WYO INC	2,638 50	5,325 60
50 00	GENOMIC HEALTH INC	1,194 00	1,362 00
60 00	GENTIVA HEALTH SERVICES INC	668 40	603 00
240 00	GENUINE PARTS CO	10,589 65	15,259 20
780 00	GENWORTH FINL INC	7,002 20	5,857 80
40 00	GEOEYE INC	1,291 20	1,229 20
30 00	GEOSPACE TECHNOLOGIES CORP	1,219 20	2,666 10
190 00	GFI GROUP INC	519 65	615 60
70 00	GIBRALTAR INDS INC	904 40	1,116 50
40 00	G-III APPAREL GROUP LTD	802 00	1,369 20
190 00	GLACIER BANCORP INC	3,220 12	2,794 90
2,570 000	Glaxosmithkline	109,429 57	111,717 90
130 00	GLOBAL PMTS INC	4,724 90	5,889 00
130 00	GLOBE SPECIALTY METALS INC	2,767 68	1,787 50
160 00	GNC HLDGS INC	6,022 75	5,324.80
70 00	GOODRICH PETE CORP	1,075 70	652 40
627 000	Google Inc	333,852 48	443,527 26
40 00	GORMAN RUPP CO	1,154 40	1,193 20
100 00	GRACO INC	3,174 06	5,149 00
230 00	GRAFTECH INTL LTD	3,902 55	2,159 70
1,243 000	Grainger W W Inc	135,359 67	251,545 91
264 000	Grainger W W Inc	13,303 08	53,425 68
110 00	GRAINGER W W INC	13,104 96	22,260 70
100 00	GRANITE CONSTR INC	5,048 90	3,362 00
690 000	Green Mountain Coffee Roasters	5,910 42	28,524 60
245 00	GREEN MOUNTAIN COFFEE ROASTERS	6,939 57	10,128 30
50 00	GREENHILL & CO INC	3,278 20	2,599 50
210 00	GT ADVANCED TECHNOLOGIES INC	2,485 90	636 30
50 00	GULFMARK OFFSHORE INC	1,589 00	1,722 50
60 00	H & E EQUIP SVCS INC	478 67	904 20

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4,070 000	H Lundbeck A/S ADR	101,742 04	59,621 43
80 00	HAEMONETICS CORP	1,594 72	3,267 20
70 00	HAIN CELESTIAL GROUP INC	1,846 64	3,795 40
137 00	HANCOCK HLDG CO	3,213 37	4,347 01
160 00	HANESBRANDS INC	4,146 76	5,731 20
60 00	HANGER INC	1,256 40	1,641 60
80 00	HARRIS TEETER SUPERMARKETS INC	2,832 90	3,084 80
3,472 000	Hartford Finl Svcs Group Inc	69,160 16	77,911 68
210 00	HASBRO INC	8,935 15	7,539 00
1,125 000	HCP Inc	25,338 77	50,805 00
400 00	HEALTH CARE REIT INC	19,395 32	24,516 00
410 00	HEALTH MGMT ASSOC INC NEW	2,070 55	3,821 20
140 00	HEALTHCARE RLTY TR	2,437 18	3,361 40
100 00	HEIDRICK & STRUGGLES INTL INC	5,146 50	1,526 00
180 00	HERBALIFE LTD	8,065 53	5,929 20
260 00	HERCULES OFFSHORE INC	1,400 46	1,604 20
160 00	HEXCEL CORP NEW	3,051 87	4,313 60
90 00	HIGHER ONE HLDGS INC	1,537 33	948 60
110 00	HILL ROM HLDGS INC	2,920 90	3,135 00
184 00	HILLSHIRE BRANDS CO	4,146 20	5,177 76
90 00	HILLTOP HLDGS INC	1,299 60	1,218 60
50 00	HITTITE MICROWAVE CORP	2,939 00	3,103 00
140 00	HMS HLDGS CORP	2,198 30	3,628 80
80 00	HNI CORP	2,234 55	2,404 80
2,804 000	Hologic Inc	60,322 73	56,108 32
3,140 000	Honda Motor Ltd	109,688 27	115,991 60
100 00	HORACE MANN EDUCATORS CORP NEW	1,525 60	1,996 00
410 00	HORMEL FOODS CORP	8,958 01	12,796 10
60 00	HORNBECK OFFSHORE SVCS INC	1,588 10	2,060 40
1,117 00	HOST HOTELS & RESORTS INC	11,737 95	17,503 39
330 00	HOUSTON WIRE & CABLE CO	3,630 30	4,049 10
1,925 000	HSBC Hldgs	87,025 75	102,159 75
90 00	HSN INC DEL	1,518 90	4,957 20
820 00	HUDSON CITY BANCORP	9,872 43	6,666 60
250 00	HUMANA INC	19,961 48	17,157 50
3,950 000	Hunt J B Trans Svcs Inc	211,038 27	235,854 50
190 00	HUNT J B TRANS SVCS INC	6,792 50	11,344 90
1,330 00	HUNTINGTON BANCSHARES INC	8,301 23	8,498 70
50 00	IBERIABANK CORP	2,734 04	2,456 00
40 00	ICF INTL INC	861 60	937 60
130 00	ICONIX BRAND GROUP INC	1,888 93	2,901 60
80 00	IDACORP INC	2,917 57	3,468 00
90.00	IDEXX LABS INC	4,811 83	8,352 00
110 00	IHS INC	9,619 61	10,560 00
140 00	IMMUNOGEN INC	1,279 14	1,785 00
210 00	INCYTE CORP	939 50	3,488 10
160 00	INDEPENDENT BANK CORP MASS	4,815 20	4,632 00
180 00	INFINERA CORP	1,643 80	1,045 78
170 00	INFORMATICA CORP	3,769 50	5,154 40
240 00	INGRAM MICRO INC	3,984 62	4,060 80
80 00	INNERWORKINGS INC	942 40	1,102 40

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40 00	INNOPHOS HLDGS INC	1,261 20	1,860 00
50 00	INTEGRA LIFESCIENCES HLDGS CORP	1,841 00	1,948 50
300 00	INTEGRATED DEVICE TECHNOLOGY	1,782 00	2,190 00
130 00	INTEGRYS ENERGY GROUP INC	6,579 90	6,788 60
50 00	INTER PARFUMS INC	1,001 00	973 00
40 00	INTERACTIVE INTELLIGENCE GROUP	1,238 30	1,341 60
3,210 000	Intercontinental Exchange Inc	419,557 64	397,430 10
120 00	INTERCONTINENTAL EXCHANGE INC	13,064 97	14,857 20
70 00	INTERDIGITAL INC PA	2,893 70	2,876 30
110 00	INTERFACE INC	723 72	1,767 70
130 00	INTERNATIONAL BANCSHARES CORP	1,935 30	2,351 70
130 00	INTERNATIONAL FLAVORS&FRAGRANC	4,654 12	8,650 20
110 00	INTERNATIONAL RECTIFIER CORP	2,941 40	1,950 30
50 00	INTERNATIONAL SPEEDWAY CORP	1,331 50	1,382 47
200 00	INTERSIL CORP	2,584 61	1,658 00
7,875 000	Intesa Sanpaolo	219,851 63	80,986 50
50 00	INVACARE CORP	703 00	815 00
690 00	INVESCO LTD	14,052 85	18,002 10
120 00	INVESTMENT TECHNOLOGY GRP NEW	4,296 61	1,080 00
180 00	INVESTORS BANCORP INC	3,070 80	3,200 40
270 00	ION GEOPHYSICAL CORP	2,376 01	1,757 70
80 00	IPG PHOTONIC CORP	5,985 82	5,332 00
120 00	IRIDIUM COMMUNICATIONS INC	705 59	806 40
50 00	IROBOT CORP	1,166 50	937 00
292 00	IRON MTN INC PA	7,143 41	9,066 60
120 00	IRONWOOD PHARMACEUTICALS INC	1,720 10	1,329 60
7,000 000	Italcementi Fabriche Riunite	89,385 11	39,130 00
536 000	ITC Hldgs Corp	39,561 87	41,223 76
80 00	ITC HLDGS CORP	4,227 57	6,152 80
1,465 000	Itron Inc	100,054 95	65,265 75
70 00	ITRON INC	5,179 12	3,118 50
150 00	ITT CORP	2,946 63	3,519 00
2,275 000	ITV Plc	26,443.24	38,902 50
3,870 000	J Sainsbury	79,653 68	86,835 06
70 00	J2 GLOBAL INC	1,706 76	2,142 00
320 00	JABIL CIRCUIT INC	4,011 96	6,172 80
120 00	JACK IN THE BOX INC	2,643 60	3,432 00
290 00	JANUS CAP GROUP INC	3,290 39	2,470 80
2,026 000	Jarden Corp	47,270 36	104,744 20
330 00	JEFFERIES GROUP INC NEW	4,441 64	6,128 10
70 00	JONES LANG LASALLE INC	4,598 70	5,875 80
170 00	JOY GLOBAL INC	15,284 80	10,842 60
60 00	K12 INC	1,335 60	1,226 40
20 00	KANSAS CITY LIFE INS CO	740 00	763 20
1,237 000	Kansas City Southern	50,151 76	103,264 76
80 00	KAPSTONE PAPER & PACKAGING CORP	1,208 80	1,775 20
220 00	KAR AUCTION SVCS INC	4,337 23	4,452 80
60 00	KELLY SVCS INC	823 80	944 40
100 00	KEMPER CORP DEL	2,843 09	2,950 00
240 00	KEY ENERGY SVCS INC	1,660 21	1,668 00
1,460 00	KEYCORP NEW	11,593 21	12,293 20

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120 00	KILROY RLTY CORP	6,644 55	5,684 40
176 00	KINDER MORGAN MGMT LLC	10,520 82	13,280 96
8,430 000	Kingfisher Plc	55,293 21	77,859 48
90 00	KIRBY CORP	3,936 51	5,570 10
80 00	KNOLL INC	1,136 00	1,228 80
420 00	KODIAK OIL & GAS CORP	2,935 53	3,717 00
8,493 000	Koninklijke Ahold	77,249 53	113,483 47
90 00	KORN FERRY INTL	2,342 70	1,427 40
60 00	KRATON PERFORMANCE POLYMERS INC	978 59	1,441.80
190 00	KRONOS WORLDWIDE INC	3,018 91	3,705 00
90 00	LA Z BOY INC	388 60	1,273 50
351 00	LAKELAND BANCORP INC	4,024 04	3,573 18
280 00	LAM RESEARCH CORP	10,443 72	10,116 40
50 00	LANCASTER COLONY CORP	2,902 00	3,459 50
80 00	LANDSTAR SYS INC	3,906 10	4,196 80
150 00	LASALLE HOTEL PPTYS	4,245 10	3,808 50
1,546 000	LaSalle Hotel Pptys	39,965 67	39,252 94
40 00	LAYNE CHRISTENSEN CO	912 00	970 80
10,357 000	Lazard Ltd	312,200 40	309,052 88
210 00	LEGG MASON INC	5,489 76	5,401 20
340 00	LEVEL 3 COMMUNICATIONS INC	7,131 90	7,857 40
110 00	LEXMARK INTL NEW	3,705.15	2,550 90
230 00	LIBERTY GLOBAL INC	6,798 47	14,480 80
180 00	LIBERTY GLOBAL INC	3,858 88	10,575 00
800 00	LIBERTY INTERACTIVE CORP	5,765 99	15,744 00
170 00	LIBERTY MEDIA CORP NEW	14,493 66	19,721 70
190 00	LIBERTY PPTY TR	6,144 19	6,800 10
279 00	LIFE TECHNOLOGIES CORP	12,805 24	13,679 37
80 00	LIFEPOINT HOSPITALS INC	2,625 03	3,020 00
2,609 000	Lincoln Elec Hldgs	80,306 69	127,006 12
130 00	LINCOLN ELEC HLDGS INC	3,481 20	6,328 40
50 00	LIQUIDITY SVCS INC	1,568 50	2,043 00
40 00	LITHIA MTRS INC	857 20	1,496 80
40 00	LITTELFUSE INC	1,496 65	2,468 40
460 00	LKQ CORP	4,430 75	9,706 00
40 00	LOGMEIN INC	790 00	896 40
1,125 000	Logmein Inc	44,325 34	25,211 25
230 00	LOUISIANA PAC CORP	2,504 37	4,443 60
1 00	LTX-CREDENCE CORP	7 87	6 56
80 00	LUMINEX CORP DEL	1,221 40	1,343 88
213 00	MACERICH CO	9,841 49	12,417 90
70 00	MADDEN STEVEN LTD	2,704 10	2,958 90
100 00	MADISON SQUARE GARDEN CO	3,566 85	4,435 00
50 00	MAGELLAN HEALTH SVCS INC	2,424 70	2,450 00
60 00	MAIN STR CAP CORP	1,830 10	1,830 60
80 00	MAKO SURGICAL CORP	2,368 80	1,028 00
370 00	MANNKIND CORP	1,433 35	854 70
130 00	MANPOWERGROUP INC	6,323 89	5,517 20
40 00	MANTECH INTL CORP	979 20	1,037 60
20 00	MARKEL CORP	9,213 30	8,668 40
16,070 000	Marks and Spencer Ltd	180,570 39	199,734 03

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560 00	MASCO CORP	6,016 00	9,329 60
110 00	MASIMO CORP	3,599 03	2,311 10
412 000	Mastercard Inc	80,710 80	202,407 36
530 00	MATTEL INC	12,578 30	19,408 60
110 00	MB FINL INC	2,267 10	2,172 50
190 00	MCCORMICK & CO INC	8,104 20	12,070 70
3,976 000	McCormick & Co Inc	160,917 51	252,595 28
572 00	MCEWEN MNG INC	2,588 20	2,190 76
300 00	MDU RES GROUP INC	5,866 25	6,372 00
270 00	MEADWESTVACO CORP	4,947 23	8,604 90
100 00	MEDASSETS INC	1,612 27	1,677 00
220 00	MEDICAL PPTYS TR INC	2,008 34	2,631 20
40 00	MEDIDATA SOLUTIONS INC	844 30	1,567 20
80 00	MENS WEARHOUSE INC	2,635 00	2,492 80
1,367 000	Mens Wearhouse Inc	51,375 00	42,595 72
60 00	MERITAGE HOMES CORP	1,009 90	2,241 00
170 00	MERITOR INC	721 91	804 10
40 00	MGE ENERGY INC	2,045 60	2,038 00
320 00	MGIC INVT CORP WIS	607 25	851 20
300 00	MICROCHIP TECHNOLOGY INC	9,323 63	9,777 00
70 00	MID-AMER APT CMNTYS INC	4,855 20	4,532 50
30 00	MIDDLEBY CORP	1,283 64	3,846 30
779 000	Middleby Corp	52,847 08	99,875 59
100 00	MILLER HERMAN INC	2,294 45	2,146 00
9,990 000	Miller Herman Inc	157,787 06	214,385 40
80 00	MINERALS TECHNOLOGIES INC	1,593 50	3,193 60
2,786 000	Minerals Technologies Inc	82,380 57	111,217 12
50 00	MISTRAS GROUP INC	1,091 50	1,234 50
21,425 000	Mitsubishi UFJ Finl Group Inc	197,629 82	116,123 50
9,900 000	Mitsui Sumitomo Ins Group Hldgs	185,625 00	97,614 00
90 00	MKS INSTRUMENT INC	1,867 30	2,320 20
80 00	MOBILE MINI INC	1,165 60	1,667 92
100 00	MODINE MFG CO	701 00	813 00
110 00	MOHAWK INDS INC	6,935 43	9,951 70
130 00	MOLEX INC	1,865 01	2,901 60
150 00	MOLEX INC	3,878 19	4,099 50
80 00	MOLINA HEALTHCARE INC	1,955 36	2,164 80
200 00	MOLYCORP INC DEL	3,972 59	1,888 00
90 00	MOMENTA PHARMACEUTICALS INC	1,095 61	1,061 10
170 00	MONTPELIER RE HLDGS LTD	2,899 35	3,886 20
30 00	MOVADO GROUP INC	1,079 40	920 40
70 00	MSC INDL DIRECT INC	4,139 61	5,276 60
250 00	MUELLER WTR PRODS INC	895 20	1,402.50
340 00	MVC CAP INC F/K/A MVC CAP FD	4,324 69	4,131 00
20 00	MWI VETERINARY SUPPLY INC	1,413 60	2,200 00
40 00	MYR GROUP INC DEL	875 60	890 00
260 00	NASDAQ OMX GROUP	5,711 34	6,497 40
90 00	NATIONAL BEVERAGE CORP	1,160 99	1,313 10
90 00	NATIONAL CINEMEDIA INC	1,359 00	1,271.70
70 00	NATIONAL FINL PARTNERS CORP	1,203 29	1,199 80
195 00	NATIONAL INSTRS CORP	4,220 34	5,032 95

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14,387 000	National Instrs Corp	240,988 61	371,328 47
280 00	NATIONAL PENN BANCSHARES INC	1,548 40	2,609 60
20 00	NATIONAL WESTN LIFE INS CO	3,451 90	3,154 80
30 00	NEENAH PAPER INC	827 70	854 10
180 00	NEKTAR THERAPEUTICS	1,278 59	1,333 80
90 00	NETFLIX COM INC	5,820 70	8,333 10
60 00	NETGEAR INC	1,567 20	2,365 80
2,459 000	Netgear Inc	58,408 53	96,958 37
110 00	NETSUITE INC	4,734 52	7,403 00
110 00	NEUROCRINE BIOSCIENCES INC	842 35	822 80
110 00	NEUSTAR INC	3,343 95	4,612 30
70 00	NEW JERSEY RES	2,860 20	2,773 40
680 00	NEW YORK CMNTY BANCORP INC	10,523 36	8,908 00
260 00	NEW YORK TIMES CO	5,147 72	2,217 80
450 00	NEWELL RUBBERMAID INC	7,627 06	10,021 50
12,170 000	Newell Rubbermaid Inc	267,466 69	271,025 90
220 00	NEWFIELD EXPL CO	11,437 98	5,891 60
150 00	NEWPARK RES INC	1,390 03	1,177 50
80 00	NEWSTAR FINL INC	1,075 20	1,120 80
110 00	NIC INC	1,260 53	1,797 40
7,565 000	Nippon Teleg & Tel	156,827 24	159,091 95
440 00	NISOURCE INC	6,383 00	10,951 60
3,897 000	Noble Energy Inc	292,797 77	396,480 78
100 00	NORDSON CORP	2,850 47	6,312 00
310 00	NORDSTROM INC	11,928 20	16,585 00
1,618 000	Nordstrom Inc	65,061 41	86,563 00
489 00	NORTHEAST UTILS	14,425 78	19,110 12
100 00	NORTHERN OIL & GAS INC NEV	1,353 67	1,682 00
1 00	NORTHSTAR RLTY FIN CORP	12 94	7 04
50 00	NORTHWEST NAT GAS CO	2,195 00	2,210 00
4,200 000	Novozymes	66,017 26	118,154 40
100 00	NU SKIN ENTERPRISES INC	2,517 90	3,705 00
480 00	NUANCE COMMUNICATIONS INC	10,145 19	10,713 60
70 00	NUVASIVE INC	2,289 70	1,082 20
360 00	NV ENERGY INC	6,315 90	6,530 40
1,918 000	NV Energy Inc	31,317 68	34,792 52
960.00	NVIDIA CORP	17,650 31	11,769 60
100 00	NXSTAGE MED INC	1,878 69	1,125 00
380 00	NYSE EURONEXT	8,918 65	11,985 20
180 00	O REILLY AUTOMOTIVE INC	9,609 27	16,095 60
150 00	OASIS PETE INC NEW	4,269 03	4,770 00
170 00	OCEANEERING INTL INC	4,819 02	9,144 30
550 00	OFFICE DEPOT INC	1,093 51	1,804 00
180 00	OFFICEMAX INC DELAWARE	1,027 50	1,756 80
1,630 000	Oil Co Lukoil	101,391 25	106,727 51
90 00	OIL STS INTL INC	5,835 90	6,438 60
180 00	OLD NATL BANCORP IND	2,046 60	2,136 60
60 00	OM GROUP INC	1,627 97	1,332 00
100 00	OMNIVISION TECHNOLOGIES INC	2,269 80	1,408 00
90 00	ON ASSIGNMENT INC	1,461 70	1,825 20
710 00	ON SEMICONDUCTOR CORP	4,412 19	5,005 50

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1,563 000	Oneok Inc	35,910 67	66,818 25
300 00	ONEOK INC NEW	7,200 13	12,825 00
110 00	ONYX PHARMACEUTICALS INC	5,263 60	8,308 30
40 00	OPENTABLE INC	1,667 60	1,952 00
130 00	OPTIMER PHARMACEUTICALS INC	1,730 80	1,176 50
4,157 000	O'Reilly Automotive Inc	343,166 61	371,718 94
80 00	ORMAT TECHNOLOGIES INC	1,961 60	1,542 40
30 00	OSI SYSTEMS INC	1,402 20	1,921 20
100 00	OWENS & MINOR INC NEW	2,424 43	2,851 00
190 00	OWENS CORNING INC	5,005 47	7,028 10
260 00	OWENS ILL INC	7,051 74	5,530 20
1,519 000	Owens Ill Inc	36,279 64	32,309 13
30 00	OXFORD INDS INC	1,542 40	1,390 80
60 00	PACWEST BANCORP DEL	1,132 41	1,486 20
180 00	PALL CORP	8,573 11	10,846 80
5,357 000	Pall Corp	307,529 39	322,812 82
680 000	Pall Corp	43,562 36	40,976 80
50 00	PANERA BREAD CO	4,037 35	7,941 50
580 000	Panera Bread Co	43,703 98	92,121 40
40 00	PAPA JOHNS INTL INC	1,689 50	2,197 20
30 00	PARK NATL CORP	1,917 90	1,938 90
290 00	PARKER DRILLING CO	2,507 97	1,334 00
240 00	PARKER HANNIFIN CORP	20,268 11	20,414 40
90 00	PARTNERRE LTD BERMUDA	6,844 29	7,244 10
170 00	PATTERSON COS INC	5,654 01	5,819 10
50 00	PDC ENERGY INC	1,457 10	1,660 50
220 00	PDL BIOPHARMA INC	1,414 16	1,548 80
340 00	PENNEY J C CO INC	12,079 19	6,701 40
320 00	PENTAIR LTD	15,374 02	15,728 00
550 00	PEOPLES UTD FINL INC	6,808 47	6,649 50
360 00	PEPCO HLDGS INC	9,146 42	7,059 60
190 00	PERICOM SEMICONDUCTOR CORP	1,642 18	1,525 70
180 00	PERKINELMER INC	4,772 45	5,713 20
4,405 000	Petroleo Brasileiro	126,349 03	85,060 55
160 00	PETSMART INC	5,186 40	10,934 40
100 00	PHH CORP	1,499 64	2,275 00
30 00	PHOENIX COS INC NEW	4,928 43	741 90
120 00	PIEDMONT NAT GAS INC	3,697 56	3,757 20
270 00	PIEDMONT OFFICE RLTY TR INC	5,441 21	4,873 50
160.00	PIER 1 IMPORTS INC	987 30	3,200 00
160 00	PINNACLE WEST CAP CORP	6,657 44	8,156 80
100 00	PIONEER ENERGY SVCS CORP	1,101 90	726 00
190 00	PIONEER NAT RES CO	9,800 45	20,252 10
50 00	PIPER JAFFRAY COS	1,102 60	1,606 50
310 00	PITNEY BOWES INC	6,072 86	3,298 40
200 00	PLAINS EXPL & PRODTN CO	5,539 27	9,388 00
80 00	PLATINUM UNDERWRITERS HLDGS LTD	3,318 40	3,680 00
60 00	PLEXUS CORP	1,291 98	1,548 00
130 00	PNM RES INC	1,608 58	2,666 30
280 00	POLYCOM INC	4,891 57	2,928 80
160 00	POLYONE CORP	2,334 63	3,267 20

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FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

80 00	POLYPORE INTL INC	3,475 30	3,720 00
70 00	POOL CORP	2,460 85	2,962 40
181 00	POPULAR INC	4,912 38	3,762 99
20 00	PORTFOLIO RECOVERY ASSOCS INC	1,417 00	2,137 20
110 00	PORTLAND GEN ELEC CO	2,236 29	3,009 60
10,108 000	Portugal Telecom	102,772 86	50,337 84
1,035 000	Posco	87,399 20	85,025 25
80 00	POST PPTYS INC	2,078 28	3,996 00
60 00	POTLATCH CORP	2,307 00	2,348 95
40 00	POWER INTEGRATIONS INC	1,712 40	1,344 40
190 00	POWER ONE INC	792 83	780 56
3,052 000	Powershares Dyn Biotechnology	42,618 74	69,698 52
2,381 000	Praxair Inc	149,769 31	260,600 45
70 00	PRESTIGE BRANDS HLDGS INC	798 00	1,402 10
40 00	PRICESMART INC	2,099 70	3,079 60
90 00	PRIMERICA INC	1,884 68	2,700 90
450 00	PRINCIPAL FINL GROUP INC	9,669 28	12,834 00
120 00	PRIVATEBANCORP INC	1,776 05	1,838 40
80 00	PROASSURANCE CORP	3,586 12	3,375 20
6,725 000	Procter & Gamble Co	415,957 24	456,560 25
24,820 000	Progressive Corp Ohio	456,872 10	523,702 00
3 00	PROLOGIS INC	96 25	109 47
320 00	PROSPECT CAP CORP	3,463 96	3,478 40
120 00	PROTECTIVE LIFE CORP	1,300 80	3,429 60
80 00	PSS WORLD MED INC	1,601 45	2,310 40
1 00	PULTEGROUP INC	15 26	18 16
270 00	QEP RES INC	8,527 45	8,172 90
90 00	QUALITY SYS INC	3,700 80	1,562 40
120 00	QUANEX BLDG PRODS CORP	2,157 60	2,449 20
320 00	QUANTA SVCS INC	6,183 67	8,732 80
450 00	QUANTUM CORP	1,138 50	558 00
300 00	QUICKSILVER RESOURCES INC	4,004 58	858 00
50 00	QUIDEL CORP	903 50	933 50
270 00	QUIKSILVER INC	1,191 57	1,147 50
260 00	RADIAN GROUP INC	2,140 18	1,588 60
210 00	RAIT FINL TR	877 69	1,186 50
180 00	RAMBUS INC DEL	2,483 12	876 60
250 00	RANGE RES CORP	9,803 92	15,707 50
80 00	REALD INC	958 40	896 80
130 00	REGENCY CTRS CORP	4,203 96	6,125 60
2,180 00	REGIONS FINL CORP	12,536 82	15,543 40
110 00	REINSURANCE GROUP AMER INC	6,717 79	5,887 20
1,115 000	Reinsurance Group Amer Inc	53,942 92	59,674 80
70 00	RENAISSANCERE HOLDINGS LTD	5,035 10	5,688 20
370 00	RENTECH INC	764 73	973 10
220 00	RESMED INC	5,804 27	9,145 40
70 00	REVLON INC	1,008 00	1,015 00
80 00	REX ENERGY CORP	917 00	1,041 60
440 00	RF MICRODEVICES INC	1,996 70	1,971 20
210 00	ROBERT HALF INTL INC	5,327 65	6,682 20
8,955 000	Roche Hldg Ltd	362,155 04	450,024 57

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

100 00	ROCK-TENN CO	5,385 64	6,991 00
210 00	ROCKWELL AUTOMATION INC	11,965 59	17,637 90
210 00	ROCKWELL COLLINS	12,622 99	12,215 70
120 00	ROCKWOOD HLDGS INC	6,004 50	5,935 20
50 00	ROFIN SINAR TECHNOLOGIES INC	891 50	1,084 00
150 00	ROPER INDS INC NEW	9,789 15	16,722 00
340 00	ROSS STORES INC	13,779 68	18,390 60
170 00	ROVI CORP	3,797 80	2,623 10
90 00	ROYAL GOLD INC	5,094 90	7,322 40
1 00	RPC INC	9 96	12 24
40 00	RTI INTL METALS INC	980 00	1,102 40
100 00	RUBY TUESDAY INC	651 40	786 00
40 00	RUE21 INC	1,066 00	1,135 60
80 00	RYDER SYS INC	3,546 99	3,994 40
70 00	RYLAND GROUP INC	1,517 40	2,555 00
67 90	RYMAN HOSPITALITY PPTYS INC	1,916 71	2,611 51
340 00	S Y BANCORP INC	6,415 80	7,622 80
2 00	SAFEGUARD SCIENTIFICS INC	23 11	29 50
400 00	SAFEWAY INC	8,252 00	7,236 00
250 00	SAKS INC	2,140 70	2,627 50
90 00	SALIX PHARMACEUTICALS LTD	1,418 78	3,642 45
260 00	SALLY BEAUTY HLDGS INC	3,178 24	6,128 20
2 00	SANDRIDGE ENERGY INC	68 65	12 70
3,440 000	Sanofi-Aventis	148,308 77	162,987 20
70 00	SAUER-DANFOSS INC	3,073 70	3,735 90
180 00	SBA COMMUNICATIONS CORP	7,100 28	12,776 40
50 00	SCANSOURCE INC	1,249 10	1,588 50
40 00	SCHAWK INC	546 00	526 40
130 00	SCHEIN HENRY INC	9,155 70	10,454 60
30 00	SCHIFF NUTRITION INTL INC	1,259 40	1,260 00
30 00	SCHNITZER STL INDS	1,848 32	909 90
40 00	SCHOLASTIC CORP	1,264 40	1,182 40
40 00	SCHULMAN A INC	918 42	1,157 44
6,493 000	Scripps Networks Interactive	246,189 01	376,074 56
170 00	SCRIPPS NETWORKS INTERACTIVE INC	9,635 43	9,846 40
30 00	SEACOR HLDGS INC	2,422 61	2,514 00
2,105 000	Seagate Tech	62,287 59	64,034 10
1,130 000	Sealed Air Corp	21,605.26	19,786 30
300 00	SEALED AIR CORP NEW	8,572 80	5,253 00
680 00	SEALY CORP	1,094 46	1,475 60
13,140 000	Seiko Epson Corp	159,913 54	52,967 34
240 00	SELECT MED HLDGS CORP	1,809 48	2,263 20
350 00	SERVICE CORP INTL	4,034 34	4,833 50
110 00	SERVICESOURCE INTL LLC	1,339 75	643 50
995 000	Seven & I Hldgs Co	46,507 49	56,088 15
30 00	SHENANDOAH TELECOMMUNICATIONS	397 80	459 30
150 00	SHERWIN WILLIAMS CO	15,527.85	23,073 00
60 00	SHUTTERFLY INC	1,668 90	1,792 20
180 00	SIGMA ALDRICH CORP	10,202 30	13,244 40
70 00	SIGNATURE BK NEW YORK N Y	2,624 60	4,993 80
120 00	SIGNET JEWELERS LTD	5,296.35	6,408 00

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

90 00	SIMPSON MFG CO INC	2,493 27	2,951 10
80 00	SIRONA DENTAL SYS INC	2,486 60	5,156 80
220 00	SJW CORP	5,247 04	5,852 00
290 00	SKYWORKS SOLUTIONS INC	3,579 34	5,887 00
100 00	SM ENERGY CO	3,883 80	5,221 00
60 00	SMITH A O	2,421 70	3,784 20
170 00	SMUCKER J M CO	10,854 21	14,660 80
4,255 000	Smucker J M Co	252,974 10	366,951 20
80 00	SNAP ON INC	4,119 05	6,319 20
50 00	SOLAR CAP LTD	1,146 50	1,195 50
110 00	SOLARWINDS INC	2,674 05	5,769 50
90 00	SOLAZYME INC	1,101 60	707.40
90 00	SONIC CORP	760 50	936 90
150 00	SONOCO PRODS CO	5,940 89	4,459 50
1,614 000	Sonoco Prods Co	49,745 26	47,984 22
450 00	SONUS NETWORKS INC	1,375 19	765 00
3,890 000	Sony Corp New Amer Dep Shs	88,194 29	43,568 00
40 00	SOUTH JERSEY INDS INC	1,989 60	2,013 20
1,200 00	SOUTHWEST AIRLS CO	10,799 40	12,288 00
180 00	SPIRIT AEROSYSTEMS HLDGS INC	3,166 07	3,054 60
20 00	SPS COMM INC	732 80	745 40
70 00	STANCORP FINL GROUP INC	2,889 92	2,566 90
1,050 00	STAPLES INC	12,045 90	11,970 00
300 00	STARWOOD HOTELS & RESORTS	8,468 95	17,208 00
1,015 000	Starwood Hotels & Resorts WW	48,166 15	58,220 40
60 00	STATE AUTO FINL CORP	872 40	896 40
130 00	STEELCASE INC	1,182 87	1,656 20
40 00	STEPAN CO	1,377 10	2,221 60
90 00	STERIS CORP	2,798 40	3,125 70
180 00	STILLWATER MNG CO	3,051 70	2,300 40
10,140 000	Stmicroelectronics	120,237 01	73,413 60
70 00	STONE ENERGY CORP	1,410 50	1,436 40
20 00	STRAYER ED INC	2,073 40	1,123 40
9,345 000	Suez Environnement Co S A	52,018 94	56,116 73
13,440 000	Sumitomo Mitsui	199,663 34	98,649 60
102 00	SUNCOKE ENERGY INC	1,398 39	1,590 18
220 00	SUNPOWER CORP	9,319 39	1,236 40
1 00	SUNSTONE HOTEL INVS INC	30 02	10 71
242 00	SUPERIOR ENERGY SVCS INC	4,322 98	5,014 24
2,565 000	Superior Energy Svcs Inc	57,745 04	53,146 80
290 00	SUSQUEHANNA BANCSHARES INC PA	2,613 54	3,039 20
30 00	SUSSER HLDGS CORP	1,074 30	1,034 70
60 00	SVB FINL GROUP	2,892 67	3,358 20
1,331 000	SVB Finl Group	56,074 12	74,496 07
2,095 000	Swiss RE Ltd	119,921.44	150,827 43
60 00	SYKES ENTERPRISES INC	863 40	913 20
220 00	SYMETRA FINL CORP	2,479 18	2,855 60
60 00	SYNAPTICS INC	1,436 61	1,798 20
50 00	SYNNEX CORP	1,557 00	1,719 00
100 00	SYNTA PHARMACEUTICALS CORP	721 20	902 00
4,745 000	Takeda Pharmaceutical Co Ltd	118,312 51	105,775 54

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

50 00	TAL INTERNATIONAL GROUP INC	2,060 54	1,819 00
50 00	TANGOE INC	1,020 50	593 50
4,340 000	Target Corp	226,705 45	256,797 80
260 00	TCF FINL CORP	6,476 61	3,159 00
1,020 000	TDK Corp	62,781 71	36,687 36
4,108 000	TE Connectivity Ltd	143,914 86	152,488 96
100 00	TEAM HEALTH HOLDINGS INC	2,211 80	2,877 00
30 00	TEAM INC	935 40	1,141 20
60 00	TECH DATA CORP	1,907 94	2,731 80
50 00	TECHNE CORP	3,175 70	3,417 00
18,843 000	Telecom Italia Spa	449,944 91	170,529 15
984 000	Telecomunicacoes De Sao Paulo	15,885 79	23,675 04
2,691 000	Telefonica De Espana S A	21,829 71	36,301 59
570 00	TELLABS INC	3,189 99	1,299 60
100 00	TEMPUR-PEDIC INTL INC	2,994 45	3,149 00
20 00	TENNANT CO	753 60	879 00
100 00	TENNECO INC	1,436 54	3,511 00
260 00	TERADATA CORP	17,714 11	16,091 40
280 00	TERADYNE INC	2,765 86	4,729 20
6,305 000	Tesco	101,217 95	103,307 43
50 00	TESCO CORP	540 50	569 50
170 00	TESLA MTRS INC	4,946 70	5,757 90
1,828 000	Tesla Mtrs Inc	44,261 18	61,914 36
90 00	TETRA TECH INC NEW	2,244 20	2,382 30
120 00	TETRA TECHNOLOGIES INC DEL	1,594 68	910 80
60 00	TEXAS CAP BANCSHARES INC	1,366 20	2,689 20
21,765 000	Texas Instruments Inc	529,358 65	672,320 85
140 00	THERAVANCE INC COM	2,378 80	3,113 60
340 00	THL CR INC	4,218 45	5,028 60
190 00	TIFFANY & CO NEW	10,142 20	10,894 60
4,671 000	Tim Participacoes	98,459 68	92,579 22
150 00	TIMKEN CO	3,570 09	7,174 50
30 00	TNS INC	624 30	621 90
3,195 000	Tokio Marine Hldgs Inc	77,700 50	88,054 20
70 00	TORNIER NV	1,500 10	1,175 30
3,645 000	Total S A	198,808 47	189,576 45
1,775 000	Toyota Motor Corp	129,580 55	165,518 75
40 00	TREDEGAR CORP	756 80	816 80
60 00	TREEHOUSE FOODS INC	2,001 00	3,127 80
1,230 000	Trimble Navigation Ltd	57,836 57	73,529 40
260 00	TRIQUINT SEMICONDUCTOR INC	3,139 18	1,255 80
60 00	TRUEBLUE INC	901 20	945 00
110 00	TRUSTMARK CORP	2,632 33	2,470 60
130 00	TTM TECHNOLOGIES INC	1,612 60	1,194 70
90 00	TUPPERWARE BRANDS CORP	3,279 70	5,769 00
230 00	TW TELECOM INC	4,622 55	5,858 10
170 00	U S G CORP	2,449 80	4,771 90
5,385 000	UBS AG	82,013 55	84,759 90
1 00	UDR INC	28 07	23 78
170 00	UGI CORP NEW	5,297 08	5,560 70
40 00	ULTIMATE SOFTWARE GROUP INC	1,194 20	3,776 40

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

240 00	ULTRA PETE CORP	9,963 94	4,351 20
50 00	ULTRATECH INC	1,477 00	1,865 00
60 00	UMB FINL CORP	2,512 79	2,629 20
220 00	UMPQUA HLDGS CORP	1,762 73	2,593 80
120 00	UNDER ARMOUR INC	2,888 83	5,823 60
4,005 000	Unilever N V	82,077 82	153,391 50
13,865 000	Unilever N V	441,588 46	531,029 50
81 00	UNISYS CORP	1,267 85	1,401 30
80 00	UNIT CORP	4,352 10	3,604 00
70 00	UNITED BANKSHARES INC WEST VA	1,691 20	1,703 80
1 00	UNITED CONTL HLDGS INC	9 67	23 38
300 00	UNITED FINL BANCORP INC MD	4,224 55	4,716 00
40 00	UNITED FIRE GROUP INC	908 80	873 60
70 00	UNITED NAT FOODS INC	1,979 43	3,751 30
140 00	UNITED RENTALS INC	4,262 49	6,372 80
90 00	UNITED STATES CELLULAR CORP	4,150 46	3,171 60
10 00	UNITED STATES LIME & MINERALS	486 80	471 20
80 00	UNITED STATIONERS INC	2,568 85	2,479 20
80 00	UNITED THERAPEUTICS CORP DEL	4,122 87	4,273 60
70 00	UNIVERSAL DISPLAY CORP	1,826 90	1,793 40
640 00	UNIVERSAL TECHNICAL INST INC	6,096 19	6,425 60
60 00	UNS ENERGY CORP	2,404 80	2,545 20
50 00	VAIL RESORTS INC	1,828 10	2,704 50
90 00	VALASSIS COMMUNICATIONS INC	1,328 48	2,320 20
40 00	VALMONT INDS INC	3,939 20	5,462 00
540 000	Valmont Inds Inc	63,862 88	73,737 00
140 00	VALSPAR CORP	4,133 59	8,736 00
120 00	VALUECLICK INC	2,136 51	2,329 20
460 00	VANTAGE DRILLING COMPANY	631 13	841 80
120 00	VECTREN CORP	3,439 70	3,528 00
1,526 000	Veeco Instrs Inc	69,309 29	45,001 74
2,181 000	Verifone Systesm Inc	82,036 22	64,732 08
330 00	VERTEX PHARMACEUTICALS INC	17,798 00	13,827 00
30 00	VIAD CORP	678 90	814 80
410 00	VIRGIN MEDIA INC	5,084 98	15,067 50
110 00	VIROPHARMA INC	2,056 94	2,503 60
1 00	VISHAY PRECISION GROUP INC	10 47	13 22
150 00	VIVUS INC	824 04	2,013 00
3,150 000	Vodafone Group	87,588 15	79,348 50
370 00	VONAGE HLDGS CORP	1,717 03	876 90
110 00	WABASH NATL CORP	521 29	986 70
90 00	WABCO HLDGS INC	2,376 07	5,867 10
70 00	WABTEC CORP	2,803 10	6,127.80
673 000	Wabtec Corp	51,148 67	58,914 42
50 00	WALKER & DUNLOP INC	814 50	833 00
50 00	WALTER INVT MGMT CORP	1,330 30	2,151 00
60 00	WARNACO GROUP INC	2,035 13	4,294 20
10 00	WASHINGTON POST CO	3,869 60	3,652 10
100 00	WASHINGTON REAL ESTATE INVT TR	1,994 02	2,615 00
130 00	WATERS CORP	8,720 66	11,325 60
554 000	Waters Corp	25,824 05	48,264 48

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

40 00	WATSCO INC	2,831 20	2,996 00
3,418 000	Webster Finl Corp	76,901 49	70,239 90
150 00	WEBSTER FINL CORP CONN	1,215 56	3,082 50
80 00	WEIGHT WATCHERS INTL INC	4,276 15	4,188 80
40 00	WEIS MKTS INC	1,535 20	1,566 80
130 00	WESCO AIRCRAFT HLDGS INC	1,774 50	1,717 30
60 00	WESCO INTL INC	3,524 60	4,045 80
190 00	WESTAR ENERGY INC	4,756 20	5,437 80
120 00	WESTERN ALLIANCE BANCORP	1,285 14	1,263 60
140 00	WESTERN REFNG INC	2,362 64	3,946 60
550 00	WESTFIELD FINL INC	4,314 26	3,976 50
100 00	WESTLAKE CHEM CORP	5,533 47	7,930 00
1,460 000	Westport Innovations Inc	37,337 75	38,996 60
70 00	WGL HLDGS INC	2,710 40	2,743 30
110 00	WHIRLPOOL CORP	7,030 88	11,192 50
180 00	WHITING PETE CORP	5,096 02	7,806 60
514 000	Whole Foods Mkt Inc	18,632 50	46,856 24
80 00	WILEY JOHN & SONS INC	3,162 90	3,114 40
970 000	Wiley John & Sons Inc	25,479 44	37,762 10
10 00	WILLIAMS CLAYTON ENERGY INC	385 30	400 00
140 00	WILLIAMS SONOMA INC	4,683 16	6,127 80
900 00	WINDSTREAM CORP	10,693 72	7,452 00
60 00	WINTRUST FINL CORP	955 58	2,202 00
350 00	WISCONSIN ENERGY CORP	10,290 36	12,897 50
190 00	WISDOMTREE INVTS INC	1,320 41	1,162 80
3,910 000	Wolters Kluwer N V	60,414 36	79,771 82
100 00	WOODWARD INC	3,280 54	3,813 00
110 00	WORLD FUEL SVCS CORP	4,220 80	4,528 70
130 00	WORTHINGTON INDS INC	2,968 55	3,378 70
300 00	WPX ENERGY INC	4,716 00	4,464 00
60 00	WRIGHT MED GROUP INC	983 39	1,259 40
60 00	XENOPORT INC	465 00	466 20
280 00	XYLEM INC	7,197 26	7,588 00
280 00	ZIONS BANCORPORATION	6,259 45	5,992 00
60 00	ZIPCAR INC	512 39	494 40
TOTAL TO FORM 990-PF, PART II, LINE 10B		26,057,881.56	30,460,632.38

CORPORATE BONDS

	DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
150,000 000	Bear Stearns & Co 5 7% 11/15/14	155,166 00	163,000 50
150,000 000	Bk of America 5 375% 6/15/14	153,391 50	158,526 00
250,000 000	Blackrock Inc 5% 12/10/19	251,125 00	299,132 50
200,000 000	BP Cap Mkts 4 5% 10/1/20	216,740 00	230,492 00
100,000 000	Brown Forman Corp 5% 2/1/14	107,722 00	104,829 00
300,000 000	Burlington N SF 5 75% 3/15/18	324,907 08	362,943 00
100,000 000	Cisco Sys Inc 4 95% 2/15/19	107,470 00	118,382 00
100,000 000	CME Group Inc 5 4% 8/1/13	100,534 00	102,850 00
175,000 000	Costco Whsl Corp 5 5% 3/15/17	177,787 75	206,311 00
400,000 000	Emerson Elec Nts 5 25% 10/15/18	415,920 00	483,872 00

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Part II Balance Sheets

75,000 000	Exelon Generation Co 5.2% 10/1/	77,156 25	85,023 00
150,000 000	FPL Group Cap Inc 5 35% 6/15/13	163,987 50	153,081 00
150,000 000	General Elec Cap 5 625% 5/1/18	162,660 00	178,129 50
100,000 000	Goldman Sachs 5 25% 10/15/13	103,388 00	103,501 00
150,000 000	Goldman Sachs 5 95% 1/18/18	174,099 00	174,553 50
100,000 000	Hewlett Packard 4 375% 9/15/21	104,490 00	99,131 00
400,000 000	Pfizer Inc 5 35% 3/15/15	414,104 00	440,524 00
200,000 000	Raytheon Co Sr 3 125% 10/15/20	214,708 00	212,780 00
100,000 000	SBC Comm GI Nt 5 625% 6/15/16	99,338 00	114,778 00
150,000 000	Total Cap 4 45% 6/24/20	154,918 50	173,749 50
150,000 000	Toyota Mtr Cr Corp 2% 9/15/16	151,924 50	155,512 50
150,000 000	Verizon Comm Inc 3% 4/1/16	158,700 00	159,721 50
200,000 000	Wachovia Corp Nt 5 25% 8/1/14	206,454 00	213,268 00
150,000 000	Wells Fargo & Co 3 75% 10/1/14	150,000 00	158,157 00
TOTAL TO FORM 990-PF, PART II, LINE 10C		4,346,691.08	4,652,247 50

OTHER INVESTMENTS

	DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
150,000 000	Fed Natl Mtg 4 375% 3/15/13	161,007 00	151,293 00
200,000 000	Federal Farm Cr 2 02% 8/16/21	200,000 00	199,224 00
200,000 000	Federal Farm Cr 2 18% 9/20/21	200,000 00	200,938 00
100,000 000	Federal Farm Cr 2 625% 4/17/14	99,883 00	102,260 00
150,000 000	Federal Farm Cr 3% 9/22/14	150,424 50	157,131 00
200,000 000	Federal Farm Cr 5 05% 11/15/17	204,538 00	240,200 00
250,000 000	FHLB 4 75% 9/11/15	247,542 50	279,232 50
200,000 000	FHLB 5% 11/17/17	202,090 00	239,770 00
75,000 000	FHLB 5 375% 5/15/19	78,233 25	94,048 50
150,000 000	FHLB Cons Bd 3 875% 6/14/13	155,604 00	152,524 50
100,000 000	FHLB Cons Bd 4 25% 3/9/18	96,341 00	116,880 00
100,000 000	FHLB Cons Bd 4 625% 9/11/20	104,021 00	122,545 00
150,000 000	FHLB Cons Bd 4 75% 12/12/14	158,799 00	162,675 00
425,000 000	FHLB Cons Bd 5% 12/11/15	425,360 50	481,788 50
175,000 000	FHLM Nt 4 5% 7/15/13	175,397 25	179,103 75
	OPV Liquidating Trust - Epiworks	11,685 76	11,685 76
	ACCION NM 2011C	255,058 00	255,058 00
TOTAL TO FORM 990-PF, PART II, LINE 13		2,925,984 76	3,146,357.51

☐ VOID ☐ CORRECTED

Name, address, and ZIP code of RIC or REIT	OMB No. 1545-0145	**Notice to Shareholder of Undistributed Long-Term Capital Gains**
CAPITAL SW COR FUND COM 12900 PRESTON ROAD, SUITE 700 DALLAS, TX 75230 NOMINEE: BANK OF AMERICA ID: 94-1687665	**2012** Form **2439**	For calendar year , or other tax year of the regulated investment company (RIC) or the real estate investment trust (REIT) beginning _____, 2011, and ending _____, _____

Identification number of RIC or REIT	1a Total undistributed long-term capital gains		**Copy B**
75-1072796	8.48		Attach to the shareholder's income tax return for the tax year that includes the last day of the RIC's or REIT's tax year.
Shareholder's identifying number 23-7423640	1b Unrecaptured section 1250 gain		
Shareholder's name, address, and ZIP code LUMPKIN FAMILY FDN - KLD 2500 C/O US TRUST, BANK OF AMERICA 231 S LASALLE ST: IL1-231-10-05 CHICAGO, IL 60604	1c Section 1202 gain	1d Collectibles (28%) gain	
	2 Tax paid by the RIC or REIT on box 1a gains 2.97		

Form **2439** Department of the Treasury - Internal Revenue Service

Account: 41 01 100 5861976

918 / 37

☐ VOID ☐ CORRECTED

Name, address, and ZIP code of RIC or REIT	OMB No. 1545-0145	**Notice to Shareholder of Undistributed Long-Term Capital Gains**
CAPITAL SW COR FUND COM 12900 PRESTON ROAD, SUITE 700 DALLAS, TX 75230 NOMINEE: BANK OF AMERICA ID: 94-1687665	**2012** Form **2439**	For calendar year , or other tax year of the regulated investment company (RIC) or the real estate investment trust (REIT) beginning _____, 2011, and ending _____, _____

Identification number of RIC or REIT	1a Total undistributed long-term capital gains		**Copy C**
75-1072796	8.48		For shareholder's records
Shareholder's identifying number 23-7423640	1b Unrecaptured section 1250 gain		
Shareholder's name, address, and ZIP code LUMPKIN FAMILY FDN - KLD 2500 C/O US TRUST, BANK OF AMERICA 231 S LASALLE ST: IL1-231-10-05 CHICAGO, IL 60604	1c Section 1202 gain	1d Collectibles (28%) gain	
	2 Tax paid by the RIC or REIT on box 1a gains 2.97		

Form **2439** Department of the Treasury - Internal Revenue Service

Account: 41 01 100 5861976

THE LUMPKIN FAMILY FOUNDATION 23-7423640

SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2012
Schedule of Controlled Entities
Part VII-A Question 11

	(A) Name and address of each controlled entity	(B) Employer identification number
a	ACCION NM 2011C LLC 2000 Zearing Ave NW Albuquerque, NM 87104	45-4151679
b		
c		
Total		

The Lumpkin Family Foundation
23-7423640
Form 990PF, Part VII-A, Question 12
2012

In 2012, The Lumpkin Family Foundation distributed $5,558 to a donor advised fund over which a disqualified person had advisory privileges. This distribution was treated as a qualifying distribution by the foundation. The qualifying distribution was made to a donor advised fund within The Philadelphia Foundation which is a 501(c)(3) organization. These funds will be further distributed for the purpose of the donor advised fund, which is to provide funds and support for organizations that aim to enhance the quality of life for all Philadelphians through assisting citizens to envision, advocate for, and maintain community spaces, both natural and developed. Prior to distribution by the donor advised fund to a charitable organization, The Philadelphia Foundation ensures that the work of the charitable organization is aligned with the official purpose of the donor advised fund and that the organization is an active public charity with an active 501 (c)(3) IRS designation.

THE LUMPKIN FAMILY FOUNDATION
23-7423640
FORM 990-PF
EXPENDITURE RESPONSIBILITY REPORT

ACCION 2011C, LLC
2000 Zearing Ave, NW
Albuquerque, NM 87104

Report on Receipt of Program Related Investment
From The Lumpkin Family Foundation
For the Fiscal Year ended December 31, 2012

Date received:	**December 27, 2011**
Amount received:	**$250,000**
Organization:	**ACCION 2011C, LLC is a wholly consolidated subsidiary of ACCION New Mexico, Inc., a 501(c)3 non-profit organization under the Internal Revenue Code whose mission is to make business loans and provide training to small businesses that have limited or no access to credit.**
Purpose:	**Formation of capital to be deployed by ACCION New Mexico, a New Mexico non-profit organization in support of its mission.**
Expenditures:	**$250,000 as of December 31, 2012 was used by ACCION New Mexico to support its lending capital structure. In 2012, ACCION made 543 loans for a total of $5.4 million to businesses in New Mexico, Arizona and Colorado who created or sustained 1,379 jobs. 88% of the entrepreneurs who received loans in 2012 were low-to-moderate income, minority, or female borrowers.**
Other:	**None of the funds received have been spent for purposes other than the purpose above. No funds were used to carry on propaganda, attempt to influence legislation, influence the outcome of a public election, carry on a voter registration drive, or otherwise not comply with the requirements for private foundation grants.**

The Lumpkin Family Foundation
23-7423640
Form 990PF, Part XV
2012

2a) Bruce Karmazin, 121 South 17th Street, Mattoon, IL 61938 (217) 234-5915

2b) All application submissions must be made on-line by going to the link listed below to register with the system. The following information will be requested: the organization's mission statement; geographic locations that the organization serves; name and contact information for the Executive Director including email; estimated budget of the organization for the current fiscal year; amount the organization is requesting and how the funds will be spent; and a brief description of the project for which funding is being sought and the desired outcomes of the project.

(https://www.grantinterface.com/lumpkin/Common/LogOn.aspx)

If unable to use the online system, please contact Bruce Karmazin at bruce@lumpkinfoundation.org or 217-234-5915.

2c) Deadlines for letters of inquiry to The Lumpkin Family Foundation are February 24, April 5, and August 31 depending on the program area. Deadlines for full grant applications are also dependent on the specific program area. Those deadlines are April 13, May 31 and October 12.

2d) Applications will be considered for organizations operated exclusively for one or more of the following purposes: Educational, Environmental, Scientific, Religious, Literary, or Charitable. At the present time no scholarships or grants are given to any individual person or persons.

THE LUMPKIN FAMILY FOUNDATION 23-7423640

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
350.org Brooklyn, New York	N/A	501(c)(3)	Charitable	500.00
40 North / 88 West Inc. Champaign, Illinois	N/A	501(c)(3)	Charitable	5,000.00
Academy for Global Citizenship Chicago, Illinois	N/A	501(c)(3)	Charitable	5,000.00
ACCION New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	1,000.00
Albuquerque Museum Foundation Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	250.00
Albuquerque Youth Symphony Program, Inc. Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	5,000.00
All Saints Episcopal Day School Carmel, California	N/A	501(c)(3)	Education	1,000.00
Alliance for the Great Lakes Chicago, Illinois	N/A	501(c)(3)	Environmental	1,000.00
American Farmland Trust Washington, D.C.	N/A	501(c)(3)	Environmental	12,500.00
Angel Island Conservancy Tiburon, California	N/A	501(c)(3)	Charitable	500.00
Animal Care League Oak Park, Illinois	N/A	501(c)(3)	Charitable	100.00
Animal Rescue League of Boston Boston, Massachusetts	N/A	501(c)(3)	Charitable	770.00
Art in the School Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	5,000.00
Ashville Free Library Ashville, New York	N/A	501(c)(3)	Education	750.00
Audubon Canyon Ranch Stinson Beach, California	N/A	501(c)(3)	Environmental	350.00
Bard College Annandale-on-Hudson, New York	N/A	501(c)(3)	Education	250.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Berea College Berea, Kentucky	N/A	501(c)(3)	Education	500.00
Blackout Theatre, Inc. Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	3,000 00
Blue Planet Run Foundation Redwood City, California	N/A	501(c)(3)	Environmental	5,000.00
Bridge the Gap Sausalito, California	N/A	501(c)(3)	Charitable	500.00
Camp New Hope Mattoon, Illinois	N/A	501(c)(3)	Charitable	16,000.00
Canal Alliance San Rafael, California	N/A	501(c)(3)	Charitable	3,000.00
Champaign Co. Regional Planning Comm. Urbana, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Changing Worlds Chicago, Illinois	N/A	501(c)(3)	Charitable	2,500.00
Chautauqua Lake Association Lakewood, New York	N/A	501(c)(3)	Environmental	500.00
Chautauqua Watershed Conservancy Lakewood, New York	N/A	501(c)(3)	Environmental	5,000.00
Chicago Run Chicago, Illinois	N/A	501(c)(3)	Charitable	500.00
Chicago Symphony Orchestra Chicago, Illinois	N/A	501(c)(3)	Charitable	5,000.00
Children's Grief Centers of New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	3,000.00
Chris4Life Colon Cancer Foundation Burke, Virginia	N/A	501(c)(3)	Charitable	500 00
Christopher Newport University Newport News, Virginia	N/A	501(c)(3)	Education	1,000.00
City of Mattoon Mattoon, Illinois	N/A	501(c)(3)	Charitable	67,000.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Climate Cycle Chicago, Illinois	N/A	501(c)(3)	Environmental	30,000.00
Coles Co. Soil & Water Conservation Dist. Charleston, Illinois	N/A	501(c)(3)	Environmental	15,000.00
Coles Community Health Program Mattoon, Illinois	N/A	501(c)(3)	Medical	25,000.00
Coles County Historical Society Mattoon, Illinois	N/A	501(c)(3)	Charitable	25,000.00
Coles County Mental Health Association Mattoon, Illinois	N/A	501(c)(3)	Medical	5,500.00
Collaboration for Early Childhood Oak Park, Illinois	N/A	501(c)(3)	Charitable	10,000.00
Community Action, Inc. Haverhaill, Massachusetts	N/A	501(c)(3)	Charitable	1,500.00
Community Fndn of Decatur/Macon Co. Decatur, Illinois	N/A	501(c)(3)	Charitable	9,500.00
Community Foundation for Land of Lincoln Springfield, Illinois	N/A	501(c)(3)	Charitable	9,500.00
Community Foundation of E. Central IL Champaign, Illinois	N/A	501(c)(3)	Charitable	9,500.00
Community Plates, Inc. Norwalk, Connecticut	N/A	501(c)(3)	Charitable	100.00
Concord Academy Concord, Massachusetts	N/A	501(c)(3)	Education	50,000.00
Cool the Earth Kentfield, California	N/A	501(c)(3)	Environmental	2,000.00
Corazon Community Services Cicero, Illinois	N/A	501(c)(3)	Charitable	1,000.00
CT NOFA Stevenson, Connecticut	N/A	501(c)(3)	Charitable	4,200.00
Cultural Alliance of Fairfield County Fairfield, CT	N/A	501(c)(3)	Charitable	1,000.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Doctors Without Borders New York, New York	N/A	501(c)(3)	Medical	1,700.00
Donors Forum Chicago, Illinois	N/A	501(c)(3)	Charitable	21,000.00
Douglas Co. Mental Health & Family Couns. Arcola, Illinois	N/A	501(c)(3)	Medical	5,000.00
Douglas-Hart Nature Center Mattoon, Illinois	N/A	501(c)(3)	Charitable	3,700.00
Dressage4Kids Bedford, New York	N/A	501(c)(3)	Charitable	1,500.00
Eastern Illinois University Foundation Charleston, Illinois	N/A	501(c)(3)	Education	200,000.00
El Rancho De Las Golondrinas Santa Fe, New Mexico	N/A	501(c)(3)	Charitable	500.00
Elizabeth Glaser Pediatric Aids Fndn Washington, D.C.	N/A	501(c)(3)	Medical	2,500 00
Emerson College Boston, Massachusetts	N/A	501(c)(3)	Education	250.00
Environmental Law & Policy Center Chicago, Illinois	N/A	501(c)(3)	Environmental	10,000.00
Epiphany School Dorchester, Massachusetts	N/A	501(c)(3)	Education	2,500.00
Escuela Del Sol Montessori, Inc. Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	250.00
Experimental Station Chicago, Illinois	N/A	501(c)(3)	Charitable	6,000.00
Faith In Place Chicago, Illinois	N/A	501(c)(3)	Charitable	10,000.00
Family ReEntry Norwalk, Connecticut	N/A	501(c)(3)	Charitable	1,000.00
Free Library of Philadelphia Foundation Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	500.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Friends of Ambler Farm Wilton, Connecticut	N/A	501(c)(3)	Charitable	1,000.00
Friends of Ryerson Woods Deerfield, Illinois	N/A	501(c)(3)	Charitable	1,000.00
Friends of the Oak Park Conservatory Oak Park, Illinois	N/A	501(c)(3)	Charitable	500.00
Friends of the Oak Park Public Library Oak Park, Illinois	N/A	501(c)(3)	Education	1,000.00
Gads Hill Center Chicago, Illinois	N/A	501(c)(3)	Charitable	8,500.00
Generations Incorporated Boston, Massachusetts	N/A	501(c)(3)	Charitable	5,000.00
Georgetown University Washington D.C.	N/A	501(c)(3)	Education	250.00
Girls Rock Philly Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	2,000.00
Grand Prairie Friends Urbana, Illinois	N/A	501(c)(3)	Environmental	44,000.00
Greater Philadelphia Cultural Alliance Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	500.00
Greater Philadelphia Film Office Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	25.00
Growing Home, Inc. Chicago, Illinois	N/A	501(c)(3)	Charitable	1,000.00
Harborlight Montessori School Beverly, Massachusetts	N/A	501(c)(3)	Education	1,000.00
Healthy Schools Campaign Evanston, Illinois	N/A	501(c)(3)	Education	100,000.00
Heart and Soul Animal Sanctuary Santa Fe, New Mexico	N/A	501(c)(3)	Charitable	660.00
Hephzibah Children's Association Oak Park, Illinois	N/A	501(c)(3)	Charitable	1,000.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
IL Environmental Council Education Fund Springfield, Illinois	N/A	501(c)(3)	Environmental	15,000.00
Illinois Partners for Human Service Chicago, Illinois	N/A	501(c)(3)	Charitable	2,500.00
Illinois Stewardship Alliance Springfield, Illinois	N/A	501(c)(3)	Charitable	15,000.00
Illinois Symphony Orchestra Springfield, Illinois	N/A	501(c)(3)	Charitable	12,500.00
KQED Inc. San Francisco, California	N/A	501(c)(3)	Charitable	250.00
Lake Land College Mattoon, Illinois	N/A	501(c)(3)	Education	25,000.00
Lincoln Sargent Farm Foundation Charleston, Illinois	N/A	501(c)(3)	Charitable	5,600.00
Littleglobe, Inc. Santa Fe, New Mexico	N/A	501(c)(3)	Charitable	500.00
Lumity Chicago, Illinois	N/A	501(c)(3)	Charitable	3,538.56
Maritime Aquarium at Norwalk Norwalk, Connecticut	N/A	501(c)(3)	Charitable	1,000.00
Marlborough School Los Angeles, California	N/A	501(c)(3)	Education	250.00
Mattoon Area Family YMCA Mattoon, Illinois	N/A	501(c)(3)	Charitable	245,000.00
Mattoon Area P.A.D.S. Mattoon, Illinois	N/A	501(c)(3)	Charitable	200.00
Mattoon Arts Council Mattoon, Illinois	N/A	501(c)(3)	Charitable	7,500.00
Mattoon Community Food Center Mattoon, Illinois	N/A	501(c)(3)	Charitable	2,500.00
Mattoon School District Mattoon, Illinois	N/A	501(c)(3)	Education	40,000.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Memorial Sloan-Kettering Cancer Center New York, New York	N/A	501(c)(3)	Medical	1,000.00
Mid-Illinois Big Brothers Big Sisters Mattoon, Illinois	N/A	501(c)(3)	Charitable	14,510.00
Mighty Writers Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	10,000.00
Mill Valley Livearts Mill Valley, California	N/A	501(c)(3)	Charitable	500 00
Mill Valley Streamkeepers Mill Valley, California	N/A	501(c)(3)	Environmental	150.00
Millikin Univ. Center for Social Entrep. Decatur, Illinois	N/A	501(c)(3)	Education	250.00
Millikin University Decatur, Illinois	N/A	501(c)(3)	Education	2,500.00
National Dance Institute of New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	2,000.00
Native American Rights Fund Boulder, Colorado	N/A	501(c)(3)	Charitable	1,000.00
Need In Deed Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	7,500.00
Nepal Youth Foundation Sausalito, California	N/A	501(c)(3)	Charitable	51,250.00
New Venture Fund Washington, D.C.	N/A	501(c)(3)	Environmental	37,500.00
Nineteenth Century Charitable Association Oak Park, Illinois	N/A	501(c)(3)	Charitable	1,000.00
Norwalk River Watershed Association, Inc. Oak Park, Illinois	N/A	501(c)(3)	Environmental	500.00
Norwalk Tree Alliance Oak Park, Illinois	N/A	501(c)(3)	Environmental	3,000.00
Oak Park & River Forest Infant Welfare Oak Park, Illinois	N/A	501(c)(3)	Environmental	2,000.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Oak Park Area Arts Council Oak Park, Illinois	N/A	501(c)(3)	Charitable	1,000.00
Oak Park Education Foundation Oak Park, Illinois	N/A	501(c)(3)	Education	1,000.00
Oak Park River Forest Food Pantry Oak Park, Illinois	N/A	501(c)(3)	Charitable	2,000.00
Oasis for Girls San Francisco, California	N/A	501(c)(3)	Charitable	2,000.00
Pacific Repertory Theatre Carmel, California	N/A	501(c)(3)	Charitable	1,000.00
Parkland College Champaign, Illinois	N/A	501(c)(3)	Education	7,000.00
PB&J Family Services Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	250.00
Pesticide Action Network San Francisco, California	N/A	501(c)(3)	Environmental	4,974.00
Phantom Lake YMCA Camp, Inc. Mukwanago, Wisconsin	N/A	501(c)(3)	Charitable	500.00
Philadelphia Futures Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	500.00
Philadelphia Young Playwrights Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	5,000.00
Phillips Academy Andover, Massachusetts	N/A	501(c)(3)	Education	25,000.00
Philly Youth Poetry Movement Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	5,000.00
Physicians Comm. for Responsible Medicine Washington, D.C.	N/A	501(c)(3)	Medical	1,000.00
Pilgrim School Los Angeles, California	N/A	501(c)(3)	Education	250.00
Planned Parenthood Mar Monte, Inc. Salinas, California	N/A	501(c)(3)	Charitable	2,000.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Play On, Philly Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	45,000.00
Prairie Rivers Network Champaign, Illinois	N/A	501(c)(3)	Environmental	20,000.00
Project Harambee Berwyn, Illinois	N/A	501(c)(3)	Charitable	22,000 00
Ridgefield Academy Ridgefield, Connecticut	N/A	501(c)(3)	Education	2,250 00
Roadrunner Food Bank, Inc. Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	500.00
Robert Louis Stevenson School Pebble Beach, California	N/A	501(c)(3)	Education	250.00
Rollins College Winter Park, Florida	N/A	501(c)(3)	Education	1,000.00
Roswell Park Alliance Foundation Buffalo, New York	N/A	501(c)(3)	Medical	1,000.00
Saint Mary-of-the-Woods College Saint Mary-of-the-Woods, IN	N/A	501(c)(3)	Education	500.00
San Francisco Night Ministry San Francisco, California	N/A	501(c)(3)	Charitable	250.00
San Francisco Symphony San Francisco, California	N/A	501(c)(3)	Charitable	10,000.00
Sandia Preparatory School Albuquerque, New Mexico	N/A	501(c)(3)	Education	1,000.00
Sarah Bush Lincoln Health Foundation Mattoon, Illinois	N/A	501(c)(3)	Medical	347,500.00
Sarah's Inn Oak Park, Illinois	N/A	501(c)(3)	Charitable	6,000.00
Save The Bay Oakland, California	N/A	501(c)(3)	Environmental	250.00
Scenic Philadelphia Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	250.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
School Year Abroad Lawrence, Massachusetts	N/A	501(c)(3)	Education	6,000.00
Seven Generations Ahead Oak Park, Illinois	N/A	501(c)(3)	Environmental	20,000.00
Silvermine Guild Arts Center New Canaan, Connecticut	N/A	501(c)(3)	Charitable	10,000.00
SingersMarin Mill Valley, California	N/A	501(c)(3)	Charitable	250.00
Southeastern IL Community Foundation Effingham, Illinois	N/A	501(c)(3)	Charitable	29,500.00
SPCA of Monterey County Monterey, California	N/A	501(c)(3)	Charitable	2,000.00
SpectorDance Carmel, California	N/A	501(c)(3)	Charitable	250.00
St. Andrews School Boca Raton, Florida	N/A	501(c)(3)	Education	750.00
St. John's Episcopal Cathedral Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	1,000.00
St. John's Preparatory School Danvers, Massachusetts	N/A	501(c)(3)	Education	1,250.00
St. Martin's Hospitality Center Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	250.00
Stanford Hospital Menlo Park, California	N/A	501(c)(3)	Medical	5,000.00
Sudanese Youth Opportunity San Jose, California	N/A	501(c)(3)	Charitable	350.00
Switchboard International San Francisco, California	N/A	501(c)(3)	Charitable	110.00
The Bay School of San Francisco San Francisco, California	N/A	501(c)(3)	Education	250.00
The Big Sur Land Trust Carmel, California	N/A	501(c)(3)	Environmental	5,000.00

THE LUMPKIN FAMILY FOUNDATION **23-7423640**

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
The Devon Horse Show Foundation Devon, Pennsylvania	N/A	501(c)(3)	Charitable	1,000.00
The Imagine Bus Project San Francisco, California	N/A	501(c)(3)	Charitable	3,000.00
The Kensington Conservancy Lake Forest, Illinois	N/A	501(c)(3)	Charitable	1,000.00
The Leukemia & Lymphoma Society San Francisco, California	N/A	501(c)(3)	Medical	3,000.00
The Lionheart Foundation Boston, Massachusetts	N/A	501(c)(3)	Charitable	4,724.00
The Philadelphia Foundation Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	5,558.00
The Village of Arts and Humanities Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	5,000.00
Tricklock Repertory Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	10,500.00
Trustees of Phillips Academy Andover, Massachusetts	N/A	501(c)(3)	Education	250.00
U.S. Dressage Federation Nat'l Educ. Ctr. Lexington, Kentucky	N/A	501(c)(3)	Charitable	1,000.00
United States Equestrian Team, Inc. Lexington, Kentucky	N/A	501(c)(3)	Charitable	1,359.00
United Way of Coles County Mattoon, Illinois	N/A	501(c)(3)	Charitable	19,250.00
Univ. of IL/Social Entrepreneurship Inst. Champaign, Illinois	N/A	501(c)(3)	Education	1,000 00
University of Illinois at Springfield Springfield, Illinois	N/A	501(c)(3)	Education	9,400.00
Water for Sudan Rochester, New York	N/A	501(c)(3)	Environmental	30.00
Water.org Kansas City, Missouri	N/A	501(c)(3)	Environmental	150.00

FOR THE YEAR ENDED 12/31/2012
Grants and Contributions Paid During the Year or Approved for Future Payment

NAME ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Wellesley College Wellesley, Massachusetts	N/A	501(c)(3)	Education	250.00
White Violet Center for Eco-Justice Saint Mary-of-the-Woods, Indiana	N/A	501(c)(3)	Charitable	125.00
Wilton Library Association Wilton, Connecticut	N/A	501(c)(3)	Education	900.00
Women for Women International Central Islip, New York	N/A	501(c)(3)	Charitable	2,000.00
Woodcock Nature Center Wilton, Connecticut	N/A	501(c)(3)	Charitable	500.00
Woodrow Wilson Int'l Center for Scholars Washington, D.C.	N/A	501(c)(3)	Education	1,000.00
Working Classroom Albuquerque, New Mexico	N/A	501(c)(3)	Education	2,000.00
Yale University New Haven, Connecticut	N/A	501(c)(3)	Education	100.00
Young Imaginations San Rafael, California	N/A	501(c)(3)	Charitable	7,000 00
Youth Music Monterey Monterey, California	N/A	501(c)(3)	Charitable	250.00
Total Grants and Contributions Paid				**1,984,133.56**

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE LUMPKIN FAMILY FOUNDATION C/O S.L. GRISSOM	23-7423640
	Number, street, and room or suite no If a P.O box, see instructions 121 S. 17TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MATTOON, IL 61938	

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

- The books are in the care of ▶ S.L. GRISSOM, ASSISTANT TREASURER
  121 SOUTH 17TH STREET, MATTOON, IL - 61938
  Telephone No ▶ 217-235-4410 FAX No ▶ 217-234-8586
- 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:
▶ [X] 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	$ 17,759.
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	$ 31,634.
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	$ 0.

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