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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 01-01-2012 , and ending 12-31-2012

Name of foundation TS & JUANITA BALLANCE FOUNDATION		A Employer identification number 26-4741427	
Number and street (or P O box number if mail is not delivered to street address) 132 S WATER ST NO 300		B Telephone number (see instructions) (217) 423-6000	
City or town, state, and ZIP code DECATUR, IL 62523		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 9,300,237		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,467,440			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	144,991	144,991		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	268,958			
	b Gross sales price for all assets on line 6a _____ 4,743,759				
	7 Capital gain net income (from Part IV, line 2)		268,958		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 533	0		
	12 Total. Add lines 1 through 11	8,881,922	413,949		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 3,100	3,100		0
	b Accounting fees (attach schedule)	 2,443	2,443		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 241	241		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 38,729	38,729		0
	24 Total operating and administrative expenses. Add lines 13 through 23	44,513	44,513		0
	25 Contributions, gifts, grants paid	22,900			22,900
	26 Total expenses and disbursements. Add lines 24 and 25	67,413	44,513		22,900
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	8,814,509			
	b Net investment income (if negative, enter -0-)		369,436		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	34,990	6,371	6,371
	2	Savings and temporary cash investments		2,140,657	2,140,657
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	30,210	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	0	5,533,616	6,004,155
	c	Investments—corporate bonds (attach schedule)	0	1,146,513	1,149,054
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	65,200	8,827,157	9,300,237	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	40,000	0	
	23	Total liabilities (add lines 17 through 22)	40,000	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	25,200	8,827,157	
	30	Total net assets or fund balances (see page 17 of the instructions)	25,200	8,827,157	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	65,200	8,827,157	

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	25,200
2	Enter amount from Part I, line 27a	2	8,814,509
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,839,709
5	Decreases not included in line 2 (itemize) ▶ _____	5	12,552
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,827,157

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	268,958
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	18,850	41,508	0 454129
2010	14,600	0	0 000000
2009	13,800	0	0 000000
2008			
2007			

2	Total of line 1, column (d).	2	0 454129
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 151376
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	7,037,305
5	Multiply line 4 by line 3.	5	1,065,279
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,694
7	Add lines 5 and 6.	7	1,068,973
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	22,900

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,389
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	7,389
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	7,389
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	0
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	166
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	7,555
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-A

Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of RICK TARRO Telephone no (217) 423-6000 Located at 132 S WATER ST STE 300 DECATUR IL ZIP +4 62523			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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? If "Yes," list the years 20 , 20 , 20 , 20		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD TARRO	DIRECTOR	0	0	0
132 SOUTH WATER STREET DECATUR,IL 62523	0 00			
T G BOLEN	DIRECTOR	0	0	0
202 S FRANKLIN STREET FLR 2 DECATUR,IL 62523	0 00			
CHARLOTTE A BALLANCE	DIRECTOR	0	0	0
425 TIMBER DR DECATUR,IL 62521	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	4,882,784
b	Average of monthly cash balances.	1b	2,261,688
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,144,472
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	7,144,472
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	107,167
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,037,305
6	Minimum investment return. Enter 5% of line 5.	6	351,865

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	351,865
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,389
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,389
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	344,476
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	344,476
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	344,476

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	22,900
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	22,900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	22,900
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				344,476
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				13,800
d From 2010.				14,600
e From 2011.				2,175
f Total of lines 3a through e.	30,575			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 22,900				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				22,900
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	30,575			30,575
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				291,001
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4	Dividends and interest from securities.			14	144,991	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	268,958	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a CLASS ACTION SETTLEMENT - CONSECO			14	9	
b	CLASS ACTION SETTLEMENT - BANK OF AMERICA			14	524	
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		0		414,482	0
13	Total. Add line 12, columns (b), (d), and (e).					414,482

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	LORI A MASSUTTI	LORI A MASSUTTI	2013-05-15		P01237424
	Firm's name <input type="checkbox"/>	SIKICH LLP			Firm's EIN <input type="checkbox"/> 36-3168081
		132 SOUTH WATER ST SUITE 300			
	Firm's address <input type="checkbox"/>	DECATUR, IL 62523			Phone no (217) 423-6000

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization TS & JUANITA BALLANCE FOUNDATION	Employer identification number 26-4741427
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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 TS & JUANITA BALLANCE FOUNDATION	Employer identification number 26-4741427
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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
<div>1</div>	<div>TS BALLANCE ESTATE</div> <div>132 S WATER ST SUITE 300</div> <div>DECATUR, IL 62523</div>	<div>\$</div> <div>1,696,522</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>2</div>	<div>TS BALLANCE TESTAMENTARY TRUST</div> <div>132 S WATER ST SUITE 300</div> <div>DECATUR, IL 62523</div>	<div>\$</div> <div>379,800</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>3</div>	<div>TS BALLANCE ESTATE</div> <div>132 S WATER ST SUITE 300</div> <div>DECATUR, IL 62523</div>	<div>\$</div> <div>6,391,118</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>			<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>			<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>			<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>			<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization TS & JUANITA BALLANCE FOUNDATION	Employer identification number 26-4741427
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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 <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ 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	

TY 2012 Accounting Fees Schedule

Name: TS & JUANITA BALLANCE FOUNDATION

EIN: 26-4741427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,443	2,443		0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: TS & JUANITA BALLANCE FOUNDATION
EIN: 26-4741427

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CRANE CO	15,361	15,600
BRINKER INTERNATIONAL INC	10,589	10,626
DELUXE CORP	10,475	10,659
RR DONNELLEY & SONS	14,982	14,936
WILLIS NORTH AMER INC	17,039	17,255
JARDEN CORP	17,113	17,127
CONSTELLATION BRANDS INC	17,507	17,801
JANUS CAPITAL GROUP INC	17,147	17,130
INTERPUBLIC GROUP COS INC	11,142	11,461
LIMITED BRANDS INC	17,236	17,690
AMERICAN TOWER CORP	16,431	16,711
BMC SOFTWARE INC	11,915	11,726
LEXMARK INTL INC	15,795	16,454
HUMANA INC	17,979	18,479
WEST CORP	15,767	16,309
DAVITA INC	16,028	16,284
MICHAELS STORES INC	15,940	16,694
ALTRIA GRIUP INC	14,045	14,177
VERSIK ANALYTICS INC	5,401	5,470
DELUXE CORP	5,297	5,391
HERTZ CORP	15,890	16,789
INTERNATIONAL GAME TECHNOLOGY	11,882	11,946
L-3 COMMUNICATIONS CORP	16,783	17,269
ARROW ELECTRS INC	16,948	17,099
AVNET INC	16,824	16,586
ALCOA INC	16,363	16,543
EXPEDIA INC	15,300	15,891
SCOTTS MIRACLE GRO CO	16,584	16,507
BEST BUY INC	13,778	12,955
GAP INC	16,618	17,324

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CENTURYLINK INC	17,075	16,607
VERISK ANALYTICS INC	5,030	5,182
FISERV INC	10,173	10,275
BMC SOFTWARE INC	4,962	5,129
SEAGATE TECHNOLOGY	11,075	11,420
BARCLAYS BK PLC	100,800	97,340
DUPONT E I DE NEMOURS & CO	52,546	51,240
GENERAL ELEC CAP CORP	53,001	53,426
BLACKROCK S-T MUNICIPAL BOND FD	70,692	70,277
DODGE & COX INCOME FUND	139,000	139,604
EATON VANCE FLOATING RATE FUND	50,000	50,667
PIMCO FDS TOTAL RETURN BOND FUND	140,000	137,432
TEMPLETON GLOBAL BOND FUND	52,000	53,566

**TY 2012 Investments Corporate
Stock Schedule**

Name: TS & JUANITA BALLANCE FOUNDATION
EIN: 26-4741427

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	124,681	138,043
BWAS INTERNATIONAL VALUE EQUITY LTD	250,000	259,903
BWAS LOCAL CURRENCY EMERGING MARKET DEBT LTD	250,000	254,395
COVIDIEN PLC	6,440	6,640
SEAGATE TECHNOLOGY	15,139	14,754
WEATHERFORD INTERNATIONAL	16,160	15,442
PENTAIR LTD	2,868	3,391
TE CONNECTIVITY	13,106	13,920
TYCO INTERNATIONAL LTD	8,087	8,482
ADT CORPORATION	5,289	6,741
AMC NETWORKS INC	3,319	4,207
ANADARKO PETROLEUM CORP	16,742	17,834
AUTODESK INC	9,907	11,312
BIOGEN IDEC INC	16,101	16,101
BROADCOM CORP	9,926	9,299
CABLEVISION SYSTEMS CORP	9,982	9,935
CITRIX SYSTEMS INC	7,864	6,890
CONMCAST CORPORATION	22,831	24,964
CREE INC	9,851	11,893
DIRECTV	6,536	6,270
DOLBY LABORATORIES INC	9,762	8,652
FLUOR CORP	9,785	11,161
FOREST LABORATORIES INC	16,159	16,424
FREEPORT MCMORAN COPPER & GOLD	5,043	4,788
IMMUNOGEN INC	3,300	2,932
ISIS PHARMACEUTICALS INC	3,266	2,506
L-3 COMMUNICATIONS HOLDINGS INC	12,971	14,175
LIBERTY MEDIA CORPORATION	6,776	7,541
LIBERTY INTERACTIVE CORPORATION	6,566	7,085
NATIONAL OILWELL VARCO INC	6,696	5,810

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUCOR CORP	9,815	11,222
PALL CORP	9,710	10,545
SANDISK CORP	9,878	10,440
UNITED HEALTH GROUP INC	19,294	19,255
VERTEX PHARMACEUTICALS INC	6,370	5,028
AT&T INC	13,730	12,608
ALTRIA GROUP INC	14,857	13,551
AMERICAN ELECTRIC POWER CO INC	3,937	3,927
ASTRAZENECA PLC	15,383	15,505
BCE INC	14,554	13,929
BRISTOL MYERS SQUIBB CO	12,462	12,352
CENTURYLINK INC	14,830	13,809
CHEVRON CORPORATION	3,556	3,460
COCA COLA COMPANY	3,703	3,589
CONOCOPHILLIPS	13,486	13,918
DOMINION RESOURCES INC	3,844	3,781
DUKE ENERGY CORPORATION	13,553	13,334
GLAXOSMITHKLINE PLC	15,350	14,649
HCP INC	5,093	5,058
HEALTH CARE REIT INC	6,010	6,313
H J HEINZ CO	13,927	14,420
JOHNSON & JOHNSON	9,578	10,024
KIMBERLY CLARK CORP	8,161	8,274
KRAFT FOODS GROUP INC	11,009	10,958
ELI LILLY & CO	9,939	10,949
LORILLARD INC	4,285	3,967
MCDONALDS CORP	8,891	8,821
MERCK & CO	12,947	12,364
NATIONAL GRID PLC	15,559	16,313
PPL CORPORATION	7,796	7,616

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC	3,821	3,627
PHILIP MORRIS INTERNATIONAL	6,233	5,771
PROCTOR & GAMBLE CO	4,011	4,073
REYNOLDS AMERICAN INC	14,091	12,885
ROYAL DUTCH SHELL PLC	16,078	15,808
SOUTHERN CO	14,476	13,656
TOTAL S.A.	14,993	15,759
UNILEVER PLC	3,578	3,872
VERIZON COMMUNICATIONS	14,749	14,928
VODAFONE GROUP PLC	15,948	13,880
WINDSTREAM CORP	2,779	2,327
CLICKSOFTWARE TECHNOLOGIES	833	883
DIANA SHIPPING INC	1,056	1,168
ACCO BRANDS CORP	2,294	2,532
AMAG PHARMACEUTICALS INC	2,675	2,648
ATMI INC	2,847	3,132
AMEDISYS INC	645	509
AMERICAN SUPERCONDUCTOR CORP	1,596	1,100
ANALOGIC CORP	5,569	5,944
ANN INC	4,987	4,738
ARIAD PHARMACEUTICALS INC	6,168	5,754
ASCENT CAPITAL GROUP INC	2,595	3,097
BTU INTERNATIONAL INC	683	546
BANCORPSOUTH INC	1,686	1,672
BEACON ROOFING SUPPLY INC	5,304	6,157
BERKSHIRE HILLS BANCORP INC	2,572	2,744
BOSTON PRIVATE FINANCIAL HLDGS	4,576	4,325
BRIGGS & STRATTON CORP	3,390	4,111
CSG SYSTEMS INTERNATIONAL INC	4,151	3,545
CABOT CORP	2,786	3,183

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CACHE INC	1,567	1,186
CALLAWAY GOLF CO	1,464	1,657
CARDIOVASCULAR SYSTEMS INC	2,616	3,577
CARRIZO OIL & GAS INC	2,373	1,987
CARTER'S INC	4,431	4,452
CHIQUITA BRANDS INTL INC	907	1,237
CITY NATIONAL CORP	3,359	3,219
COLUMBIA BANKING SYSTEMS INC	3,045	3,050
CROCS INC	3,270	3,382
CYTOKINETICS INC	732	634
DARLING INTERNATIONAL INC	4,471	4,331
DIGITAL RIVER INC	1,829	1,582
DOLAN COMPANY	1,158	1,245
DURECT CORP	2,049	1,748
DYCOM INDUSTRIES	2,613	3,465
ENERGYSOLUTIONS INC	1,425	1,778
FIRST NIAGARA FINANCIAL GROUP INC	2,066	2,062
FREIGHTCAR AMERICA INC	890	1,121
HANCOCK HOLDING CO	1,330	1,428
HANOVER INSURANCE GROUP INC	2,854	3,099
HUDSON GLOBAL INC	1,263	1,232
JOSEPH A BANK CLOTHIERS INC	6,678	5,961
KEY ENERGY SERVICES INC	2,413	2,120
KONA GRILL INC	2,096	2,131
LTX-CREDENCE CORPORATION	1,758	2,132
LIMELIGHT NETWORKS INC	1,892	1,676
STEVEN MADDEN LTD	6,639	6,552
MATERIAL SCIENCES CORP	1,714	1,761
MAXWELL TECHNOLOGIES INC	1,642	1,784
MEADOWBROOK INSURANCE GROUP	2,094	1,589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEASUREMENT SPECIALTIES INC	2,428	2,580
MENTOR GRAPHICS CORP	4,200	4,340
MERCURY SYSTEMS INC	4,104	3,910
METALICO INC	928	804
MODUSLINK GLOBAL SOLUTIONS INC	707	652
NAUTILUS INC	847	1,229
NEWPARK RESOURCES INC	2,630	3,022
NOVAVAX INC	1,479	1,370
OLD REPUBLIC INTL CORP	2,192	2,663
PATTERSON UTI ENERGY INC	1,742	1,863
PEGASYSTEMS INC	4,585	3,856
PERFICIENT INC	3,412	3,711
PROGRESS SOFTWARE CORP	4,537	4,933
QUIKSILVER INC	2,259	3,039
RTI INTERNATIONAL METALS INC	3,048	3,858
REX ENERGY CORP	3,666	3,906
ROCKVILLE FINANCIAL INC	3,118	3,354
SANDRIDGE ENERGY INC	2,604	2,540
A SCHULMAN INC	2,543	3,038
SHOE CARNIVAL INC	4,917	4,610
SONUS NETWORKS INC	1,454	1,275
SOUTHWEST AIRLINES CO	585	666
SOUTHWEST BANCORP INC	1,151	1,176
SPIRIT AIRLINES INC	3,242	3,369
STANCORP FINL GROUP INC	2,486	2,934
STRATEGIC DIAGNOSTICS INC	466	369
SUNOPTA INC	4,425	4,166
SYCAMORE NETWORKS INC	965	146
SYPRIS SOLUTIONS INC	2,587	1,505
TELEFLEX INC	3,618	3,922

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TELETECH HOLDINGS INC	3,389	3,649
TEMPUR PEDIC INTERNATIONAL INC	2,971	2,992
TENNANT CO	2,066	2,417
TEREX CORP	3,512	4,498
TRICO BANCSHARES	1,551	1,675
TRIQUINT SEMICONDUCTOR INC	2,331	2,029
US PHYSICAL THERAPY INC	6,571	6,885
UNIVERSAL FOREST PRODUCTS INC	1,722	1,712
VICOR CORP	1,138	1,003
VOLCANO CORP	3,653	3,069
WATTS WATER TECHNOLOGIES INC	3,508	4,084
WAUSAU PAPER CORP	2,972	2,858
BUNGE LTD	1,081	1,236
QIAGEN NV EUR	1,360	1,379
AIA GROUP LTD	2,434	2,732
AIR LIQUIDE-ADR	3,821	4,085
ALLIANZ SE	2,183	2,819
AMERICA MOVIL S A B DE C V	2,119	1,944
ANHEUSER-BUSCH INBEV SA	2,254	2,360
ARM HOLDINGS PLC	3,126	4,350
ATLAS COPCO AB-SPONSERED	1,600	2,001
BG GROUP PLC	2,176	1,745
CSL LTD	1,585	1,959
CANADIAN NATIONAL RAILWAY CO	2,011	1,998
COCHLEAR ORD PLC	1,476	1,725
DBS GROUP HOLDINGS LTD	1,610	1,701
DASSAULT SYSTEMS S A	3,396	3,887
FANUC CORPORATION	3,117	3,498
FRESENIUS MEDICAL CARE AG & CO	2,850	2,744
GAZPROM OAO	722	715

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HSBC HOLDINGS PLC	1,089	1,327
ICICI BANK LTD	1,961	2,617
IMPERIAL OIL LTD	1,826	1,718
ITAU UNIBANCO HOLDING	2,673	2,765
J G C CORP	2,114	2,043
LI & FUNG LTD	2,870	3,117
L OREAL CO	2,247	2,600
LVMH MOET HENNESSY LOUIS VUITTON	1,326	1,501
LONZA GROUP AG ZUERICH	992	1,192
MTN GROUP LTD	1,077	1,214
NESTLE SA-SPONSERED ADR	4,051	4,232
NOKIAN TYRES OYJ	1,518	1,568
PETROLEO BRASILEIRO SA	1,356	1,149
POTASH CORP OF SASKATCHEWAN INC	2,106	1,994
ROCHE HOLDINGS LTD	2,618	2,915
SAP AG	3,850	4,823
SASOL LTD	936	952
SCHLUMBERGER LTD	3,222	3,118
SCHNEIDER ELECTRIC SA	2,187	2,602
SONOVA HOLDING AG	1,565	1,905
SVENSKA HANDELSBANKEN	1,006	1,036
SWATCH GROUP AG	1,720	2,116
SYSMEX CORPORATION	1,870	1,834
TAIWAN SEMICONDUCTOR MFG CO	2,375	2,728
TESCO PLC	1,357	1,376
TURKIYE GARANTI BANKASI	2,110	2,595
UNICHARM CORP	2,860	2,516
UNILEVER PLC	1,183	1,278
WPP PLC	2,522	2,843
XINYI GLASS HOLDINGS LTD	672	900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALEXANDRIA REAL ESTATE	4,432	4,159
AMERICAN CAMPUS COMMUNITIES INC	5,082	5,074
AMERICAN TOWER CORPORATION	4,479	4,636
AMREIT INC	160	172
APARTMENT INVESTMENT & MANAGEMENT CO	2,558	2,706
ASSOCIATED ESTATES REALTY CORP	2,445	2,579
AVALONBAY COMMUNITIES INC	4,268	4,068
BOSTON PROPERTIES INC	3,338	3,174
BRANDYWINE REALTY TRUST	2,596	2,560
CBL & ASSOCIATES PROPERTIES INC	2,759	2,757
CAMDEN PROPERTY TRUST	3,486	3,411
DIGITAL REALTY TRUST	3,724	3,395
DOUGLAS EMMETT INC	3,335	3,262
EPR PROPERTIES	3,643	3,689
EASTGROUP PROPERTIES INC	2,652	2,691
ESSEX PROPERTY TRUST INC	3,040	2,933
FEDERAL REALTY INVT TRUST	4,296	4,161
HCP INC	2,719	2,710
HEALTH CARE REIT INC	4,078	4,290
HOSPITALITY PROPERTIES TRUST	3,623	3,513
HOST HOTELS & RESORTS INC	3,474	3,604
LTC PROPERTIES INC	2,014	2,111
LEXINGTON REALTY TRUST	2,712	3,031
MONMOUTH REAL ESTATE INVT CORP	1,342	1,243
NATIONAL RETAIL PROPERTIES INC	2,787	2,808
PUBLIC STORAGE	7,163	7,248
RAYONIER INC	3,909	4,146
REALTY INCOME CORP	3,375	3,217
SENIOR HSG PPTYS TR	2,428	2,600
SIMON PROPERTY GROUP INC	12,610	12,647

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TANGER FACTORY OUTLET CENTERS	3,686	3,762
VENTAS INC	3,239	3,236
WEINGARTEN REALTY INVESTORS	2,789	2,677
CBL & ASSOCIATES PPTYS INC	1,278	1,253
ASTON/MONTAG & CALDWELL GROWTH SMALL CAP FUND	45,639	45,570
AT&T INC	28,533	33,710
ABBOTT LABS	19,831	26,200
AMAZON COM INC	45,302	56,446
AMERISOURCEBERGEN CORP	26,717	30,226
AMGEN INC	50,521	86,200
ARCHER DANIELS MIDLAND CO	86,914	85,895
BARON ASSET FUND	160,306	146,709
CAPITAL ONE FINANCIALS	49,429	63,723
CELANESE CORP	39,641	40,077
CENTURY TEL INC	17,378	19,560
CHEVRON CORPORATION	59,750	66,614
CISCO	15,935	19,649
CITIGROUP INC	30,760	39,560
COACH INC	44,690	45,796
CONOCOPHILLIPS	25,775	28,995
CUMMINS ENGINES INC	42,944	48,758
DEVON ENERGY CORP	36,734	27,789
WALT DISNEY	66,443	99,580
DOMINION RES INC	67,858	72,520
DOVER CORP	48,639	57,496
EQUITY RESIDENTIAL PPTYS TR	59,790	56,670
EXXON MOBIL	51,069	60,585
FORD MOTOR CO	27,471	31,728
HARBOR FUNDS INTERNATIONAL	120,282	132,457
HARDING LOEVNER EMERGING MARKET	55,292	59,318

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HEWLETT PACKARD	80,414	35,554
INTEL CORP	83,030	82,480
ISHARES MSCI EAFE INDEX	17,960	19,162
ISHARES RUSSELL MIDCAP INDEX	166,418	198,377
JP MORGAN CHASE & CO	38,577	46,168
JOHNSON & JOHNSON	44,646	49,070
LIMITED BRANDS INC	34,705	47,060
LITMAN GREGORY MASTERS INTERNATIONAL FUND	127,280	139,748
MARATHON OIL	16,240	18,396
MARATHON PETE CORP	11,547	18,900
MICROSOFT	25,179	26,710
NEWMONT MINING CORP	6,038	4,876
NOBLE ENERGY INC	53,172	61,044
ORACLE	188,101	228,242
PPG INDUSTRIES INC	34,069	60,907
PEPSICO INC	28,468	30,793
PHILLIPS 66	7,659	13,275
T ROWE PRICE GROUP INC	38,797	48,838
PROCTOR AND GAMBLE	49,065	54,312
T ROWE PRICE HORIZONS FUND	76,074	76,979
ROYCE FUNDS TOTAL RETURN	40,184	44,895
SPDR NUVEEN BARCLAYS SHORT TERM MUNI	72,243	72,225
SHIRE PHARMACEUTICAL GROUP	28,738	27,654
UNION PAC CORP	46,689	62,860
UNITED TECHNOLOGIES	57,656	65,608
UNITED HEALTH GROUP INC	34,901	42,036
VANGUARD MSCI EMERGING MKT ETF	66,822	69,600
WALMART	49,740	68,230
WELLS FARGO & CO	24,666	34,180
COVIDIEN PLC	32,238	37,531

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON CORP	33,008	34,621
ISHARES TR MSCI EMERGING MKTS	23,250	27,586
ISHARES TR S&P SMALL CAP 600	11,923	13,269
ASTON FAIRPOINTE MID CAP FUND	62,000	67,462
ARTISAN FDS INC INTERNATIONAL FUND	25,000	27,956
BLACKROCK FUNDS EQUITY DIVIDEND	62,000	64,024
EAGLE SMALL CAP GROWTH FUND	12,500	13,958
HARBOR INTERNATIONAL FUND	98,000	109,295
HARBOR FD CAP APPRECIATION FD	120,000	126,328
MFS VALUE FUND CLASS	125,000	132,054
T ROWE PRICE VALUE FUND	114,000	123,504
T ROWE PRICE REAL ESTATE FUND	50,000	50,287
THIRD AVENUE INTERNATIONAL VALUE FUND	12,500	14,152
TOUCHSTONE SANDS CAPITAL SELECT GROWTH FUND	113,000	120,445

TY 2012 Legal Fees Schedule

Name: TS & JUANITA BALLANCE FOUNDATION

EIN: 26-4741427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,100	3,100		0

TY 2012 Other Decreases Schedule

Name: TS & JUANITA BALLANCE FOUNDATION

EIN: 26-4741427

Description	Amount
END OF YEAR SALES ACTIVITY	12,552

TY 2012 Other Expenses Schedule**Name:** TS & JUANITA BALLANCE FOUNDATION**EIN:** 26-4741427

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	25	25		0
FILING FEES	25	25		0
INVESTMENT FEES	38,554	38,554		0
OFFICE SUPPLIES	125	125		0

TY 2012 Other Income Schedule

Name: TS & JUANITA BALLANCE FOUNDATION

EIN: 26-4741427

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENT - CONSECO	9		9
CLASS ACTION SETTLEMENT - BANK OF AMERICA	524		524

TY 2012 Other Liabilities Schedule

Name: TS & JUANITA BALLANCE FOUNDATION

EIN: 26-4741427

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO BALLANCE ESTATE	40,000	0

TY 2012 Taxes Schedule

Name: TS & JUANITA BALLANCE FOUNDATION

EIN: 26-4741427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	241	241		0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			809
			128
			-2,060
			-6
			1,063
			602
			39
			102
			-366
			183
			83
			9
			524

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-336
			-10,755
			8,992
			-3,324
			495
			5,541
			123
			5,191
			5,764
			7,490
			0
			24,548
			7,599
			73,800
			44,792
			29,474
			6,508
			-64,855
			19,018
			8,710
			16,557
			-7,536
			11,412
			21,122
			48,553
			9,038
			-290
			8
			-26
			235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,555		4,746	809
4,672		4,544	128
8,515		10,575	-2,060
9,401		9,407	-6
3,315		2,252	1,063
6,497		5,895	602
1,217		1,178	39
1,355		1,253	102
2,005		2,371	-366
699		516	183
2,120		2,037	83
9			9
524			524

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
85,420		85,756	-336
110,487		121,242	-10,755
207,014		198,022	8,992
110,313		113,637	-3,324
87,556		87,061	495
205,195		199,654	5,541
87,320		87,197	123
429,576		424,385	5,191
204,755		198,991	5,764
799,887		792,397	7,490
10		10	0
65,317		40,769	24,548
148,464		140,865	7,599
228,040		154,240	73,800
263,149		218,357	44,792
245,970		216,496	29,474
158,779		152,271	6,508
105,252		170,107	-64,855
89,946		70,928	19,018
201,042		192,332	8,710
83,707		67,150	16,557
148,405		155,941	-7,536
183,637		172,225	11,412
134,077		112,955	21,122
212,689		164,136	48,553
79,719		70,681	9,038
14,580		14,870	-290
25		17	8
3,645		3,671	-26
3,899		3,664	235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ELI LILLY & CO	P	2012-08-30	2012-10-22
UNILEVER PLC	P	2012-08-30	2012-10-22
EXELON CORPORATION	P	2012-08-30	2012-12-07
KENEXA CORPORATION	P	2012-08-31	2012-09-19
CERADYNE INC-CALIF	P	2012-08-31	2012-11-21
SHAW GROUP INC	P	2012-08-31	2012-12-27
NOVARTIS AG	P	2012-08-30	2012-09-21
PETROLEO BRASILEIRO SA	P	2012-08-30	2012-10-03
HOYA CORP	P	2012-08-30	2012-11-28
ARM HOLDINGS PLC	P	2012-08-30	2012-12-12
PLUM CREEK TIMBER CO INC	P	2012-08-30	2012-10-03
BANK OF AMERICA CORP	P	2000-12-31	2012-12-18
CONSEO INC COM	P	2010-10-10	2012-11-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BLACKROCK FUNDS SHORT TERM MUNI INSTITUTIONAL	P	2011-08-13	2012-06-07
DODGE & COX INTERNATIONAL STOCK FUND	P	2011-08-13	2012-06-07
FIDELITY SPARTAN TAX-FREE BOND FUND	P	2011-08-13	2012-06-07
HARBOR FUNDS INTL GROWTH FUND	P	2011-08-13	2012-06-07
PNC TAX-EXEMPT LIMITED MATURITY BD	P	2011-08-13	2012-06-07
T ROWE PRICE SUMMIT MUNI INTER FD	P	2011-08-13	2012-06-07
SPDR NUVEEN BARCLAYS CAPITAL SHORT TERM MUNICIPAL	P	2011-08-13	2012-06-07
VANGUARD TOTAL BOND MARKET ETF	P	2012-06-07	2012-07-23
VANGUARD FUNDS INTER-TERM TAX EXEMPT	P	2011-08-13	2012-06-07
VANGUARD TOTAL STOCK MARKET	P	2012-06-07	2012-07-23
EATON CORP PLC	P	2012-12-04	2012-12-04
COOPER INDUSTRIES PLC	P	2011-08-13	2012-12-04
ALLIANCE HLDGS GP LP	P	2011-08-13	2012-02-24
CEDAR FAIR LP	P	2011-08-13	2012-02-24
ENTERPRISE PRODUCTS PARTNERS LP	P	2011-08-13	2012-02-24
ENERGY TRANSFER EQUITY LP	P	2011-08-13	2012-02-24
EL PASO PIPELINE PARTNERS LP	P	2011-08-13	2012-02-24
INERGY LP	P	2011-08-13	2012-02-24
KINDER MORGAN ENERGY PARTNERS LP	P	2011-08-13	2012-02-24
NUSTAR GP HOLDINGS LLC	P	2011-08-13	2012-02-24
ONEOK INC	P	2011-08-13	2012-02-24
PENN VA RESOURCE PARTNERS LP	P	2011-08-13	2012-02-24
REGENCY ENERGY PARTNERS LP	P	2011-08-13	2012-02-24
SPECTRA ENERGY PARTNERS LP	P	2011-08-13	2012-02-24
WESTERN GAS PARTNERS LP	P	2011-08-13	2012-02-24
WILLIAMS PARTNERS LP	P	2011-08-13	2012-02-24
WILLIAMS COMPANIES INC	P	2011-10-19	2012-02-24
PENTAIR LTD CASH IN LIEU	P	2012-08-31	2012-11-07
AT&T INC	P	2012-08-30	2012-10-11
ABBOTT LABORATORIES	P	2012-08-30	2012-10-11