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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

, 2012, and ending

, 20

Name of foundation Bussing-Koch Foundation, Inc.		A Employer identification number 35-1780862
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (812) 473-1060
2905 Bayard Park Drive		
City or town, state, and ZIP code Evansville, IN 47714		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,805,988.44	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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) (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)	26.00			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	30,890.50	30,890.50	30,890.50	
	4 Dividends and interest from securities	47,841.88	47,841.88	47,841.88	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	156,076.36			
	b Gross sales price for all assets on line 6a 1,043,515.69				
	7 Capital gain net income (from Part IV, line 2)		156,076.36		
	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)	2,077.12	2,077.12	2,077.12	
	12 Total. Add lines 1 through 11	236,911.86	236,911.86		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	42,771.30	42,771.30	42,771.30	42,771.30
	17 Interest	326.83	326.83	326.83	326.83
	18 Taxes (attach schedule) (see instructions)	4,636.04	804.07	804.07	804.07
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	810.00	810.00	810.00	810.00
	24 Total operating and administrative expenses. Add lines 13 through 23	48,544.17	44,712.20	44,712.20	44,712.20
	25 Contributions, gifts, grants paid	475,370.00			475,370.00
	26 Total expenses and disbursements. Add lines 24 and 25	523,914.17	44,712.20	44,712.20	520,082.20
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(287,002.31)			
	b Net investment income (if negative, enter -0-)		192,199.66		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)ENVELOPE
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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	70,741.96	241,981.58	241,981.58
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	151,878.15	151,460.59	156,948.90
	b Investments—corporate stock (attach schedule)	1,736,124.08	1,407,261.19	1,686,515.76
	c Investments—corporate bonds (attach schedule)	414,812.61	324,088.40	299,110.28
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans	616,600.00	616,600.00	616,600.00
	13 Investments—other (attach schedule)	834,568.29	794,531.11	804,831.92
	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)	3,824,725.09	3,535,922.87	3,805,988.44
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,824,725.09	3,535,922.87	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,824,725.09	3,535,922.87	
	31 Total liabilities and net assets/fund balances (see instructions)	3,824,725.09	3,535,922.87	

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	3,824,725.09
2	Enter amount from Part I, line 27a	2	(287,002.31)
3	Other increases not included in line 2 (itemize) ▶ see attached list	3	43.20
4	Add lines 1, 2, and 3	4	3,537,765.98
5	Decreases not included in line 2 (itemize) ▶ see attached list	5	1,843.11
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,535,922.87

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a see attached list				
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				
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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	156,076.36
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	219,924.25	3,922,649.98	.0560652
2010	410,992.54	3,648,607.62	.1126437
2009	408,825.01	3,680,727.71	.1110718
2008	480,319.98	4,906,111.59	.0979024
2007	704,269.52	6,439,607.30	.1093653
2 Total of line 1, column (d)			2 .4870484
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 .09740968
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,667,341.93
5 Multiply line 4 by line 3			5 357,234.60
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 192,199.66
7 Add lines 5 and 6			7 549,434.25
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.			8 520,082.20

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	3,843	99
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	3,843	99
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,843	99
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500	00
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,500	00
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,343	99
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Indiana		
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? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ Wilfred C. Bussing, III Telephone no. ▶ (812) 473-1060			
	Located at ▶ 2709 Washington Avenue, Suite 18, Evansville, IN ZIP+4 ▶ 47714			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				✓

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)? ☐ Yes ☒ No	1b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
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 ▶ 20____, 20____, 20____, 20____		
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	✓
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	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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
Wilfred C. Bussing, III 2905 Bayard Park Drive, Evansville, IN 47714	President—4	0	0	0
Marie A. Bussing 625 Winterwood Dr., Evansville, IN 47715	Vice President—0	0	0	0
Constance K. Bussing 2905 Bayard Park Drive	Secretary, Treasurer—0	0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

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 ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,710,044.85
b	Average of monthly cash balances	1b	102,544.93
c	Fair market value of all other assets (see instructions)	1c	910,600.00
d	Total (add lines 1a, b, and c)	1d	3,723,189.78
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,723,189.78
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	55,847.85
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,667,341.93
6	Minimum investment return. Enter 5% of line 5	6	183,367.10

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	183,367.10
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	1,343.99
c	Add lines 2a and 2b	2c	1,343.99
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	182,023.11
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	182,023.11
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	182,023.11

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	520,082.20
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	520,082.20
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	520,082.20

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				182,023.11
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	383,910.39			
b From 2008	238,047.63			
c From 2009	226,107.36			
d From 2010	230,769.58			
e From 2011	27,500.33			
f Total of lines 3a through e	1,106,335.29			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 520,082.20				
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				182,023.11
e Remaining amount distributed out of corpus	338,059.09			
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	1,444,394.38			
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				0
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)	383,910.39			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,060,483.99			
10 Analysis of line 9:				
a Excess from 2008	238,047.63			
b Excess from 2009	226,107.36			
c Excess from 2010	230,769.58			
d Excess from 2011	27,500.33			
e Excess from 2012	338,059.09			

Part XIV Private 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 **NA**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ 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).)

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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> see attached list				
Total			▶ 3a	475,370
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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			14	30,890 50	
4	Dividends and interest from securities			14	47,841 88	
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	2,077.12	
8	Gain or (loss) from sales of assets other than inventory			18	156,076.36	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				236,885 86	
13	Total. Add line 12, columns (b), (d), and (e)				236,885 86	

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

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

[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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
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.

[illegible]

**Sign
Here**

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

Signature of officer or trustee

11/15/13
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

BUSSING-KOCH FOUNDATION, INC. EIN 35-1780862
SCHEDULE OF INFORMATION FOR FORM 2012 990-PF

PART I, LINE 1, CONTRIBUTIONS, GIFTS, GRANTS, ETC., RECEIVED

IPO securities litigation	10.00
Apple securities litigation	6.00
Apple securities litigation	<u>10.00</u>
	26.00

PART I, LINE 11, OTHER INCOME

Fifth Third Bond Fund	23.92
Fifth Third Value Fund	653.16
Fifth Third Total Return Fund	1,132.77
Pimco All Asset All Authority Fund	<u>267.27</u>
	2,077.12

PART I, LINE 16c, OTHER PROFESSIONAL FEES

Evansville Commerce Bank agency fees	16,439.54
Fifth Third Bank agency fees	3,194.00
Old National Trust Co., agency fees	3,090.32
Wells Fargo Securities, Special Account B, Macs quarterly fees	3,456.40
Wells Fargo Securities, Special Account C, Macs quarterly fees	5,426.31
Wells Fargo Securities, Special Account G, Macs quarterly fees	<u>11,164.73</u>
	42,771.30

PART I, LINE 18, TAXES

The excise tax on 2011 net investment income	3,831.97
Foreign taxes (Wells Fargo Securities, Special Acct. C)	780.76
Foreign taxes (Wells Fargo Securities, Special Acct. G)	<u>23.31</u>
	4,636.04

PART I, LINE 23, OTHER EXPENSES

Indiana Grantmakers Alliance, annual membership	300.00
Council on Foundations, annual membership	500.00
Indiana Secretary of State	<u>10.00</u>
	810.00

PART II, LINE 10a, U.S. AND STATE GOVERNMENT OBLIGATIONS

	Book Value	Fair Market Value
U.S. Treasury Notes 0.375% 03/15/15	18,931.72	19,037.05
FNMA Notes 0.375% 3/16/15	36,905.28	37,036.63
FNMA Notes 1.625% 10/26/15	7,873.00	8,278.48
U.S. Treasury Notes 0.875% 11/30/16	44,767.95	45,625.95

U.S. Treasury Notes 0.750% 10/31/17	3,016.40	3,008.43
FHLMC Gold Pass Thru Pool C91447 3.5%	5,034.24	5,009.36
Federal Farm Credit Bank 4.375% 02/17/15	14,767.80	16,296.00
Franklin, TN GO 4.55% 03/01/19	10,164.20	11,643.10
Racine, WI GO 4% 12/01/17	<u>10,000.00</u>	<u>11,013.90</u>
Total	151,460.59	156,948.90

PART II, LINE 10b, CORPORATE STOCK

<u>Corporate Name</u>	<u>No. of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Allergan, Inc.	250	11,229.75	22,932.50
Berkshire Hathaway, Inc. Cl. B	400	34,798.00	35,880.00
CVS Corporation	1,040	42,051.20	50,284.00
Cisco Systems, Inc.	1,600	35,737.50	31,439.03
Comcast Corp., Cl. A	900	18,113.80	33,624.00
Dell, Inc.	1,400	26,753.10	14,196.00
Walt Disney Co.	1,200	34,539.00	59,748.00
Exxon Mobil Corp.	400	24,160.00	34,620.00
General Electric Co.	1,500	47,240.10	31,485.00
Harley Davidson, Inc.	500	22,135.00	24,415.00
Home Depot, Inc.	1,190	33,335.08	73,601.50
J.P. Morgan Chase & Co.	1,000	42,623.94	43,969.10
Jacobs Engineering Group	500	18,494.95	21,285.00
Johnson & Johnson	700	46,674.70	49,070.00
Mattel, Inc.	1,300	27,329.97	47,606.00
Microsoft Corp.	1,270	36,914.90	33,921.32
Northern Trust Corp.	600	29,428.07	30,096.00
Omnicom Group, Inc.	600	23,105.80	29,976.00
Pfizer, Inc.	1,400	40,580.04	35,111.03
Progressive Corp. Ohio	1,300	22,229.86	27,430.00
Staples, Inc.	2,100	33,382.97	23,940.00
TJX Cos., Inc.	1,000	15,638.80	42,450.00
U.S. Bancorp	1,400	43,823.16	44,716.00
Walmart Stores, Inc.	425	21,742.96	28,997.75
Wells Fargo & Co.	1,500	39,232.00	51,270.00
TE Connectivity, Ltd.	1,000	34,142.75	37,120.00
DirectTV Class A	70	3,247.31	3,511.20
McDonalds Corp.	27	1,249.16	2,381.67
Select Sector SPDR Consumer Disc.	27	471.90	1,280.86
TJX Co., Inc.	43	962.31	1,825.35
Target Corp.	49	2,617.35	2,899.33
Church & Dwight, Inc.	38	977.93	2,035.66
Costco Wholesale Corp.	22	1,284.78	2,172.06
Select Sector SPRD Consumer Staples	40	1,360.40	1,396.00
Walmart Stores, Inc.	42	2,375.92	2,865.66
Walgreen Co.	72	2,529.52	2,664.72

BUSSING-KOCH FOUNDATION, INC.

35-1780862

Chevron Corp.	16	1,695.03	1,730.24
Exxon Mobil Corp.	49	1,405.86	4,240.95
Noble Energy, Inc.	16	415.38	1,627.84
Schlumberger, Ltd.	24	1,354.32	1,663.17
Citigroup, Inc.	45	2,020.45	1,780.20
Franklin Resources, Inc.	11	616.74	1,382.70
Goldman Sachs	16	2,687.20	2,040.96
J.P. Morgan Chase & Co.	72	2,835.83	3,165.78
MetLife, Inc.	73	2,366.26	2,404.62
Wells Fargo & Co.	93	2,446.91	3,178.74
Abbott Labs	51	2,769.45	3,340.50
Allergan, Inc.	23	2,144.27	2,109.79
Humana, Inc.	22	1,613.54	1,509.86
Perrigo Co.	12	1,246.30	1,248.36
Thermo Fisher Scientific, Inc.	47	2,499.41	2,997.66
Danaher Corp.	66	2,110.42	3,689.40
Deere & Co.	33	1,602.69	2,851.86
Emerson Electric Co.	46	1,894.89	2,436.16
Quanta Services, Inc.	72	1,428.77	1,964.88
Stericycle, Inc.	19	594.67	1,772.32
Apple, Inc.	12	1,353.00	6,386.07
EMC Corp.	111	1,889.91	2,808.30
International Business Machines	20	2,083.48	3,831.00
Oracle Corp.	104	3,519.32	3,465.28
Qualcomm, Inc.	54	2,891.43	3,340.42
Visa, Inc. Class A	28	1,868.06	4,244.24
Albemarle Corp.	24	1,449.78	1,490.88
Praxair, Inc.	25	1,110.95	2,736.25
Select Sector SPDR Trust Utilities	37	1,346.85	1,292.06
Goldman Sachs Mid-Cap Value #864	331.282	9,990.69	13,016.07
Goldman Sachs Growth Opp. #1132	332.206	6,723.39	8,208.81
Eagle Small Cap. Growth #3933	70.253	2,842.42	3,074.27
Federated Clover Small Val. #659	141.908	2,842.41	2,957.36
Driehaus Emngng. Mkts. Growth #3	243.038	6,026.98	7,439.39
Thornburg Intl. Value Cl. I #209	259.957	6,640.50	7,302.19
Barclays Bk. Ipath Indl. Com.	68	1,906.54	2,371.17
Vanguard REIT	81	3,574.53	5,329.80
AFLAC, Inc.	5	265.60	273.38
American International Group	10	353.00	351.90
Apple, Inc.	5	2,660.86	464.15
Berkshire Hathaway, Inc.	10	897.00	859.63
Bristol Myers Squibb Co.	30	977.70	1,007.26
Chevron Corp.	25	2,703.50	1,768.60
Coca-Cola Co.	40	1,450.00	883.62
ConocoPhillips	30	1,739.70	1,156.58
Walt Disney Co.	40	1,991.60	1,351.16
East West Bancorp, Inc.	50	1,074.50	1,171.65
Emerson Electric Co.	30	1,588.80	526.87
Exxon Mobil Corp.	29	2,509.95	1,015.58
F5 Networks, Inc.	10	971.50	974.90
Google, Inc. Class A	3	2,122.14	840.03
International Business Machines	8	1,532.40	554.24
Johnson & Johnson	38	2,663.80	761.19
Medtronic, Inc.	28	1,148.56	1,044.49

BUSSING-KOCH FOUNDATION, INC.

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Microsoft Corp.	36	961.55	269.16
Moodys Corp.	10	503.20	307.15
Mylan, Inc.	88	2,415.60	1,563.98
NIKE, Inc. Cl. B	40	2,064.00	1,378.26
Oracle Corp.	50	1,666.00	243.06
Oppenheimer Developing Markets--Y	109.428	3,816.85	3,161.38
Pepsico, Inc.	20	1,368.60	485.72
Praxair, Inc.	15	1,641.75	401.62
Spectra Energy Corp.	82	2,245.16	1,213.57
Stericycle, Inc.	29	2,705.12	695.46
Teva Pharmaceutical Inds., Ltd.	23	858.82	746.81
3M Co.	20	1,857.00	1,508.37
Unilever	20	766.00	642.35
Verizon Communications	52	2,250.04	1,565.45
Walgreen Co.	40	1,480.40	1,494.80
Cognizant Technology Solutions Corp.	132	474.48	9,752.46
Anheuser Busch	93	4,601.96	8,129.13
Assa Abloy AB	270	2,627.17	4,997.70
Assoc. British Foods Ltd.	79	1,934.43	2,013.71
Atlantia	423	3,927.08	3,819.69
Bayer	45	2,911.48	4,316.40
Bayerische Motoren Werk	99	2,845.52	3,227.40
BG Group PLC	154	3,059.00	2,573.34
BHP Billiton	81	5,797.76	6,352.02
BNP Paribas	142	4,075.30	4,147.82
British Amern TOB	60	3,803.33	6,075.00
British Sky Broadcasting Group	39	1,680.52	1,965.21
Canon, Inc. Sponsored PLC	73	2,502.47	2,862.33
Daihatsu Motor Co., Ltd.	70	2,639.57	2,804.90
Daito Trust Construction	141	2,444.55	3,317.73
ENI SPA	59	2,811.54	2,899.26
Experian	136	2,139.35	2,184.16
Fanuc, Ltd.	87	1,787.06	2,703.09
Getinge AB	98	3,009.64	3,332.00
Informa PLC	238	3,152.92	3,536.68
ING Groep	411	3,894.62	3,900.39
Komatsu Ltd.	124	3,588.52	3,188.04
Lixil Group Corp.	72	3,276.67	3,204.72
Lloyd's Banking Group	626	1,888.52	2,003.20
LVMH Moet Hennessy Louis Vuitton	69	1,506.74	2,600.61
Merck KGAA	97	3,069.73	4,263.15
Novartis AG Sponsored ADR	112	5,271.36	7,089.60
Orica Ltd.	71	2,014.92	1,863.75
Petrofac	226	2,783.67	3,003.54
Petroleum Geo	110	1,527.42	1,915.10
Potash Corp. of Saskatchewan, Inc.	59	2,660.65	2,400.71
Prudential PLC	166	2,806.14	4,739.30
Red Electrica Corp.	153	1,374.49	1,522.35
Rexam PLC	113	3,337.91	4,038.62
Rogers Communications	70	2,444.81	3,186.40
Royal Dutch Shell PLC	61	3,757.14	4,205.95
Ryanair Holdings PLC	79	2,091.28	2,708.12
Sampo OY J-A	215	2,605.97	3,446.45
Sands China Ltd.	48	1,860.80	2,150.40

BUSSING-KOCH FOUNDATION, INC.

35-1780862

Sandvik AB	150	2,109.83	2,422.50
Sanofi	180	5,539.85	8,528.40
SAP	85	4,124.01	6,832.30
Seven & I Holdings ADR	42	2,812.12	2,366.70
Softbank Corp.	105	2,011.96	1,905.75
Sumitomo Mitsui Finl Group, Inc.	734	4,964.77	5,387.56
Swatch Group	83	1,849.02	2,108.20
Swedbank AB	114	1,948.00	2,257.20
Technip	95	2,215.30	2,799.65
Telestra Corporation	88	1,328.66	2,002.00
Tullow Oil PLC	216	2,027.31	2,250.72
Unilever PLC	182	5,693.41	7,047.04
Valeo	93	2,240.33	2,390.10
Wolseley PLC Jersey	658	2,135.04	3,112.34
Yahoo Japan Corporation	215	2,686.64	2,313.40
Agilent Tech, Inc.	154	6,606.15	6,304.76
Air Products & Chemicals, Inc.	54	4,682.88	4,537.08
Alleghany Corp.	17	4,312.76	5,702.14
American Express Co.	353	15,829.73	20,290.44
Ameriprise Financial, Inc.	75	4,496.78	4,697.25
Bank New York Mellon	784	21,106.33	20,148.80
Bed Bath & Beyond, Inc.	178	8,529.33	9,951.98
Berkshire Hathaway, Inc. Series B	177	15,067.13	15,876.90
Canadian National Railway Co.	288	14,148.93	8,314.56
Coca-Cola Co.	170	5,413.48	6,162.50
Costco Wholesale Corp.	211	15,132.82	20,832.03
CVS Caremark Corp.	460	15,429.08	22,241.00
Devon Energy Corp.	163	14,405.04	8,482.52
Diageo PLC	93	6,955.13	10,841.94
Disney Walt Co.	165	5,903.45	8,215.35
EOG Resources, Inc.	168	19,068.72	20,292.72
Express Scripts, Inc.	149	7,910.98	8,046.00
Google, Inc.	19	10,815.88	13,440.22
Harley Davidson, Inc.	217	8,707.36	10,596.11
Hewlett-Packard Co.	118	5,109.82	1,681.50
Iron Mountain, Inc.	225	6,628.61	6,986.25
Loews Corp.	355	15,275.18	14,466.25
Microsoft Corp.	115	2,907.12	3,071.61
Monsanto Co.	70	4,819.03	6,625.50
Occidental Petroleum Corp.	185	18,573.47	14,172.85
Oracle Corp.	102	2,849.70	3,398.64
Pfizer, Inc.	197	3,688.01	4,940.62
Philip Morris Intl., Inc.	77	4,901.44	6,440.28
Potash Corp. of Saskatchewan, Inc.	85	3,757.77	3,458.65
Progressive Corp. Ohio	416	8,533.71	8,777.60
Texas Instruments, Inc.	231	7,679.82	7,135.59
Transocean	43	3,427.83	1,920.38
Wells Fargo Co.	597	<u>13,910.29</u>	<u>20,405.46</u>
Total		1,407,261.19	1,686,515.76

PART II, LINE 10c, CORPORATE BONDS

<u>Corporate Name</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Touchstone Investment Trust High-Yield Fund Class Y	10,189.01	10,543.48
PIMCO Moderate Duration Instl. Fund #120	3,287.25	3,327.61
Vanguard Inter Term Bond Index Fund #1350	2,572.31	2,650.78
Vanguard Short Term Bond Index Fund #1349	5,055.31	5,025.64
J. P. Morgan Chase & Co. 4.5% 1/15/12	5,062.95	5,005.35
Natural Rural Utilities 4.75% 3/01/14	25,077.50	26,973.00
Fifth Third Total Return Bond Fund	39,655.16	37,937.50
Fifth Third High Yield Bond Fund	15,000.00	14,562.37
Verizon New England, Inc. Senior Notes 6.50% DTD 8/21/01	7,167.44	7,521.29
Household Finance Corp. 6.375% DTD 11/27/02	5,408.40	5,490.00
GMAC LLC 2.2% DTD 12/19/12	8,985.69	9,258.21
Wachovia Corp. Med. Term Sr. Notes 5.50% DTD 4/25/08	5,784.19	6,519.90
US Bancorp Senior Notes 2.00% DTD 6/14/10	8,988.75	9,125.55
Cellco Part/Veri Wireless Sr. Unsecured Notes 5.55% DTD 2/1/14	5,500.85	5,525.40
Berkshire Hathaway, Inc. Sr. Unsecured Notes 2.125% DTD 2/11/10	6,095.22	6,095.34
Verizon Communications Sr. Unsecured Notes 1.95% DTD 3/28/11	8,988.03	9,197.28
Caterpillar, Inc. Sr. Unsecured 1.375% DTD 5/27/11	4,996.20	5,068.40
JP Morgan Chase & Co. Global Sub Notes 5.125% DTD 9/15/04	7,374.01	7,465.57
DirectTV Holdings, LLC GTD 3.55% DTD 3/15/15	5,107.10	5,264.25
3M Co. Sr. Unsecured Notes 1.375% DTD 9/29/11	4,957.80	5,111.50

Intl Corp. Sr. Unsecured 1.95% DTD 9/19/11	4,992.35	5,180.10
Toyota Motor Credit Corp. 2.05% DTD 1/12/12	4,991.75	5,168.85
Walt Disney Co. 1.125% DTD 2/14/12	4,952.00	5,021.15
AT&T, Inc. Sr. Notes 1.6% DTD 2/13/12	4,994.00	5,056.00
American Express Credit Med. Term Notes 2.375% DTD 3/26/12	4,986.45	5,239.65
Oracle Corp. Sr. Unsecured 1.2% DTD 10/25/12	4,991.35	5,034.95
Chevron Corp. Sr. Unsecured 1.104% DTD 12/5/12	5,000.00	5,043.50
ConocoPhillips Co. Sr. Unsecured 1.05% DTD 12/07/12	4,988.55	4,995.20
American Intl. Group Med. Term Notes 5.85% DTD 12/12/07	5,220.00	5,927.15
Berkshire Hathaway Fin. Notes 5.4% DTD 11/15/08	4,756.92	4,809.52
Pepsico, Inc., Senior Notes 5.0% DTD 5/28/08	6,917.12	8,278.55
Cisco Systems, Inc. Sr. Notes 4.95% DTD 2/17/09	5,233.88	5,950.95
United Parcel Service Sr. Unsecured 3.125% DTD 11/12/10	4,966.50	5,388.90
Bank of America Corp. Internotes 5.7% DTD 1/24/12	4,824.68	4,805.92
Goldman Sachs Group, Inc. Notes 5.75% DTD 1/24/12	4,754.80	4,717.76
General Electric Cap. Corp. Sr. Unsecured CPN 3.15% DTD 9/07/12	7,988.40	8,174.40
Verizon Communications Sr. Unsecured CPN 2.45% DTD 11/07/12	4,994.75	5,021.25
Vodafone Group Sr. Unsecured CPN 4.15% DTD 06/10/09	4,996.65	5,232.65

BUSSING-KOCH FOUNDATION, INC.

35-1780862

PART II, LINE 10c, CORPORATE BONDS

<u>Corporate Name</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Touchstone Investment Trust High-Yield Fund Class Y	10,189.01	10,543.48
PIMCO Moderate Duration Instl. Fund #120	3,287.25	3,327.61
Vanguard Inter Term Bond Index Fund #1350	2,572.31	2,650.78
Vanguard Short Term Bond Index Fund #1349	5,055.31	5,025.64
J. P. Morgan Chase & Co. 4.5% 1/15/12	5,062.95	5,005.35
Natural Rural Utilities 4.75% 3/01/14	25,077.50	26,973.00
Fifth Third Total Return Bond Fund	39,655.16	37,937.50
Fifth Third High Yield Bond Fund	15,000.00	14,562.37
Verizon New England, Inc. Senior Notes 6.50% DTD 8/21/01	7,167.44	7,521.29
Household Finance Corp. 6.375% DTD 11/27/02	5,408.40	5,490.00
GMAC LLC 2.2% DTD 12/19/12	8,985.69	9,258.21
Wachovia Corp. Med. Term Sr. Notes 5.50% DTD 4/25/08	5,784.19	6,519.90
US Bancorp Senior Notes 2.00% DTD 6/14/10	8,988.75	9,125.55
Cellco Part/Veri Wireless Sr. Unsecured Notes 5.55% DTD 2/1/14	5,500.85	5,525.40
Berkshire Hathaway, Inc. Sr. Unsecured Notes 2.125% DTD 2/11/10	6,095.22	6,095.34
Verizon Communications Sr. Unsecured Notes 1.95% DTD 3/28/11	8,988.03	9,197.28
Caterpillar, Inc. Sr. Unsecured 1.375% DTD 5/27/11	4,996.20	5,068.40
JP Morgan Chase & Co. Global Sub Notes 5.125% DTD 9/15/04	7,374.01	7,465.57
DirectTV Holdings, LLC GTD 3.55% DTD 3/15/15	5,107.10	5,264.25
3M Co. Sr. Unsecured Notes 1.375% DTD 9/29/11	4,957.80	5,111.50

BUSSING-KOCH FOUNDATION, INC.

35-1780862

Intl Corp. Sr. Unsecured 1.95% DTD 9/19/11	4,992.35	5,180.10
Toyota Motor Credit Corp. 2.05% DTD 1/12/12	4,991.75	5,168.85
Walt Disney Co. 1.125% DTD 2/14/12	4,952.00	5,021.15
AT&T, Inc. Sr. Notes 1.6% DTD 2/13/12	4,994.00	5,056.00
American Express Credit Med. Term Notes 2.375% DTD 3/26/12	4,986.45	5,239.65
Oracle Corp. Sr. Unsecured 1.2% DTD 10/25/12	4,991.35	5,034.95
Chevron Corp. Sr. Unsecured 1.104% DTD 12/5/12	5,000.00	5,043.50
ConocoPhillips Co. Sr. Unsecured 1.05% DTD 12/07/12	4,988.55	4,995.20
American Intl. Group Med. Term Notes 5.85% DTD 12/12/07	5,220.00	5,927.15
Berkshire Hathaway Fin. Notes 5.4% DTD 11/15/08	4,756.92	4,809.52
Pepsico, Inc., Senior Notes 5.0% DTD 5/28/08	6,917.12	8,278.55
Cisco Systems, Inc. Sr. Notes 4.95% DTD 2/17/09	5,233.88	5,950.95
United Parcel Service Sr. Unsecured 3.125% DTD 11/12/10	4,966.50	5,388.90
Bank of America Corp. Internotes 5.7% DTD 1/24/12	4,824.68	4,805.92
Goldman Sachs Group, Inc. Notes 5.75% DTD 1/24/12	4,754.80	4,717.76
General Electric Cap. Corp. Sr. Unsecured CPN 3.15% DTD 9/07/12	7,988.40	8,174.40
Verizon Communications Sr. Unsecured CPN 2.45% DTD 11/07/12	4,994.75	5,021.25
Vodafone Group Sr. Unsecured CPN 4.15% DTD 06/10/09	4,996.65	5,232.65

Royal Bank of Canada Med. Term Notes CPN 1.15% DTD 03/14/12	4,998.40	5,056.80
Bank of Nova Scotia Sr. Unsecured CPN 2.55% DTD 01/12/12	4,990.00	5,295.40
BP Capital Markets Sr. Unsecured CPN 1.375% DTD 11/6/12	4,995.90	5,004.40
Thermwood Corp. Debentures RO Q1 12.000 04/27/2014 DTD 04/27/2001	<u>171,014.96</u>	<u>140,250.00</u>
Total	324,088.40	299,110.28

PART II, LINE 13, OTHER

	<u>No. of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Smith Barney Westport Futures Fund, L.P.	98.8641	100,000.00	107,098.38
Smith Barney Private Selection Fund I, L.L.C.	21,334.49	21,334.49	21,334.49
Goldman Sachs Trust Satellite	1,178.183	9,550.32	8,694.99
JPM Alerian MLP Index ETN	150	5,991.35	5,769.00
Pimco All Asset All Auth.	1,070.580	11,412.38	11,872.73
Plum Creek Timber Co., Inc.	36	1,172.47	1,597.32
Vanguard REIT	200	10,620.42	13,160.00
Deer Creek, L.L.C.	1	350,000.00	350,000.00
House of Bread & Peace loan		9,000.00	9,000.00
Lincoln Boyhood Drama Assn. loan		<u>285,000.00</u>	<u>285,000.00</u>
Total		794,531.11	804,831.92

PART III, LINE 3, INCREASES NOT INCLUDED IN LINE 2

Basis adjustment, Wells Fargo Securities Special Acct. B	43.20
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PART III, LINE 5, DECREASES NOT INCLUDED IN LINE 2

Basis adjustment, Old National Trust Co. acct.	(21.60)
Basis adjustment, Private Selection Fund	<u>(1,821.51)</u>
	(1,843.11)

PART IV CAPITAL GAINS AND LOSSES
FOR TAX ON INVESTMENT INCOME

1(a)	(b) (c)	(d)	(e)	(g)	(h) & (i)
227 215 sh , Dodge & Cox Intl Stock Fund	P	4/28/2005	1/4/2012	6832 36	6880 08 -47 72
537 0569 sh , Fifth Third Total Return Bond Fund	P	8/8/1996	1/4/2012	5000	5237 61 -237 61
2,222 1598 sh , Fifth Third All-Cap Value Fund	P	1/4/2010	1/4/2012	34087 93	31843 55 2244 38
76 3904 sh , Goldman Sachs Trust	P	3/3/2011	1/3/2012	571 4	624 11 -52 71
319 8666 sh , Goldman Sachs Trust	P	3/3/2011	1/3/2012	2392 6	2613 31 -220 71
122 145 sh , Harbor International	P	9/3/2008	1/3/2012	6622 7	7204 11 -581 41
42 123 sh , ING Intl Real Estate Class W	P	11/14/2011	1/3/2012	307 92	320 56 -12 64
4 0921 sh , Oppenheimer Developing Markets	P	8/20/2010	1/3/2012	121 74	123 46 -1 72
50 2809 sh , Oppenheimer Developing Markets	P	7/21/2010	1/3/2012	1495 87	1452 62 43 25
30 sh , AFLAC, Inc	P	11/21/2001	1/3/2012	1349 67	788 4 561 27
40 sh , Abbott Labs	P	11/24/2003	1/3/2012	2266 35	1672 96 593 39
30 sh , Anheuser Busch Inbev	P	3/3/2011	1/3/2012	1839 56	1725 99 113 57
10 sh , Apple, Inc	P	12/4/2008	1/3/2012	4114 62	928 3 3186 32
10 sh , C R Bard, Inc	P	7/8/2010	1/3/2012	864 58	790 6 73 98
20 sh , Berkshire Hathaway, Inc	P	3/3/2011	1/3/2012	1557 77	1719 26 -161 49
30 sh , Chevron Corp	P	8/24/2009	1/3/2012	3320 33	2122 32 1198 01
40 sh , Coca Cola Co	P	9/21/2006	1/3/2012	2809 14	1787 23 1041 91
30 sh , Comcast Corp Class A	P	10/13/2010	1/3/2012	737 08	546 03 191 05
40 sh , ConocoPhillips	P	2/16/2007	1/3/2012	2968 34	2648 8 319 54
50 sh , Walt Disney Co	P	6/11/2008	1/3/2012	1914 46	1688 95 225 51
70 sh , East West Bancorp, Inc	P	3/3/2011	1/3/2012	1395 07	1640 31 -245 24
30 sh , Emerson Electric Co	D	10/27/1995	1/3/2012	1433 07	526.88 906 19
40 sh , Exxon Mobil Corp	P	4/17/2003	1/3/2012	3444 33	1400 8 2043 53
10 sh , Google, Inc Class A	P	12/4/2008	1/3/2012	6656 57	2800 1 3856 47
10 sh , Honeywell International, Inc	P	6/23/2011	1/3/2012	556 48	558 36 -1 88
70 sh , Intel Corp	P	1/3/2012	1/3/2012	1721 26	1493 8 227 46
10 sh , International Business Machines	P	1/3/2012	1/3/2012	1866 26	692 8 1173 46
40 sh , Johnson & Johnson	D	10/27/1995	1/3/2012	2634 74	801 25 1833 49
30 sh , Medtronic, Inc	P	7/20/2010	1/3/2012	1162 17	1119 09 43 08
50 sh , Microsoft Corp	P	8/1/1996	1/3/2012	1338 47	373 83 964 64
90 sh , Microchip Technology, Inc	P	7/11/2011	1/3/2012	3218 46	3402 33 -183 87
10 sh , Moodys Corp	P	8/11/2011	1/3/2013	351 89	307 99 43 9
110 sh , Mylan, Inc	P	7/8/2010	1/3/2012	2433 21	1954 98 478 23
30 sh , NIKE, Inc	P	12/24/2008	1/3/2012	2903 34	1447 18 1456 16
100 sh , Oracle Corp	P	12/16/1996	1/3/2012	2592	486 11 2105 89
10 sh , PNC Financial Services Group	P	10/14/2011	1/3/2012	590 88	512 03 78 85
30 sh , PepsiCo, Inc	D	10/27/1995	1/3/2012	1992 56	728 57 1263 99
50 sh , Plum Creek Timber Co , Inc	P	8/13/2009	1/3/2012	1842 46	1628 43 214 03
20 sh , Praxair, Inc	P	6/28/2002	1/3/2012	2158 55	535 5 1623 05
20 sh , Rogers Communications, Inc	P	8/25/2010	1/3/2012	768 18	691 56 76 62
100 sh , Spectra Energy Corp	P	1/15/2009	1/3/2012	3042 95	1479 97 1562 98
40 sh , Stencyl, Inc	P	2/17/2004	1/3/2012	3105 54	959 26 2146 28
20 sh , Teva Pharmaceutical Industries, Inc	P	8/23/2005	1/3/2012	860 58	649 4 211 18
20 sh , 3M Co	P	4/28/2005	1/3/2012	1673 56	1508 37 165 19
30 sh , Unilever N V-NY shares	P	8/5/2011	1/3/2012	1044 87	963 53 81 34
100 sh , Vectren Corp	D	10/27/1995	1/3/2012	2977 99	1728 15 1249 84
60 sh , Venzon Communications	P	12/8/2009	1/3/2012	2381 35	1887 42 493 93
30 sh , Wal-Mart Stores, Inc	P	12/10/2009	1/3/2012	1815 26	1640 89 174 37
200 sh , Vanguard MSCI Emerging Markets	P	7/7/2009	1/4/2012	7789 85	6186 1603 85
100 sh , Vanguard REIT	P	3/3/2011	1/4/2012	5811 16	5829 8 -18 64
60 sh , Anheuser Busch Inbev	P	3/3/2011	3/6/2012	3952 9	3451 98 500 92
292 1285 sh , Goldman Sachs Trust	P	3/3/2011	3/21/2012	2339 95	2386 69 -46 74
195 7628 sh , Goldman Sachs Trust	P	2/4/2011	3/21/2012	1567 34	1573 21 -5 87
294 1247 sh , Goldman Sachs Trust	P	2/10/2011	3/21/2012	2355 94	2353 2 94
30 sh , Rogers Communications, Inc	P	8/25/2010	4/25/2012	1117 28	1037 34 79 94
45 sh , Wal-Mart Stores, Inc	P	12/10/2009	4/25/2012	2620 76	2461 33 159 43
45 sh , AFLAC	P	11/21/2001	4/27/2012	2009 2	1182.6 826 6
8 sh , International Business Machines	P	8/8/2002	4/27/2012	1658 84	554 24 1104 6
15 sh , Phillips 66	P	2/16/2007	5/8/2012	440 99	476 24 -35 25
25 sh , Phillips 66	P	12/15/2009	5/8/2012	734 98	607 82 127 16
40 sh , Ameriprise Financial, Inc	P	4/27/2012	7/25/2012	1934 05	2162 2 -228 15
33 sh , C R Bard, Inc	P	7/8/2010	7/26/2012	3215 27	2608 98 606 29
70 sh , Comcast Corp	P	10/13/2010	10/3/2012	2517 98	1274 08 1243 9
28 sh , Praxair, Inc	P	6/16/2002	10/26/2012	2923 17	749 7 2173 47
20 sh , PNC Financial Services Group	P	7/25/2012	12/12/2012	1130 5	1148 79 -18 29
10 sh , PNC Financial Services Group	P	7/25/2012	12/12/2012	564 89	574 4 -9 51
10 sh , PNC Financial Services Group	P	7/25/2012	12/12/2012	584 89	512 02 52 87
70 sh , Coca Cola Co	P	9/21/2006	12/20/2012	2581 54	1546 33 1035 21
128 sh , Intel	P	7/20/2010	12/20/2012	2689 17	2731 52 -42 35
20 sh , Unilever N V-NY shares	P	8/5/2011	12/20/2012	773 78	642 35 131 43
10 sh , AFLAC	P	12/12/2012	12/24/2012	537 68	546 76 -9 08
69 sh , Abbott Labs	P	11/24/2003	12/24/2012	4515 94	2885 86 1630 08
20 sh , American International Group	P	12/12/2012	12/24/2012	702 78	703 8 -1 02

3 sh , Apple, Inc	P	12/4/2008	12/24/2012	1558 55	278 49	1280 06
20 sh , Berkshire Hathaway, Inc	P	3/3/2011	12/24/2012	1795 15	1719 26	75 89
50 sh , Bristol-Myers Squibb Co	P	10/26/2012	12/24/2012	1621 96	1678 78	-56 82
30 sh , Chevron Corp	P	8/24/2009	12/24/2012	3260 62	2122 32	1138 3
60 sh , Coca Cola Co	P	9/21/2006	12/24/2012	2203 75	1325 42	878 33
30 sh , ConocoPhillips	P	2/16/2007	12/24/2012	1753 46	1510 36	243 1
20 sh , ConocoPhillips	P	12/15/2009	12/24/2012	1168 97	771 06	397 91
60 sh , Walt Disney Co	P	6/11/2008	12/24/2012	2991 53	2026 74	964 79
80 sh , East West Bancorp, Inc	P	3/3/2011	12/24/2012	1719 97	1874 64	-154 87
40 sh , Emerson Electric Co	D	10/27/1995	12/24/2012	2112 35	702 5	1409 85
40 sh , Exxon Mobil Corp	P	4/17/2003	12/24/2012	3476 32	1400 8	2075 52
20 sh , F5 Networks, Inc	P	12/20/2012	12/24/2012	1920 95	1949 8	-28 85
2 sh , Google, Inc	P	12/4/2008	12/24/2012	1417 62	560 02	857 6
10 sh , Honeywell International, Inc	P	6/23/2011	12/24/2012	636 38	558 36	78 02
10 sh , International Business Machines	P	8/8/2002	12/24/2012	1921 85	692 8	1229 05
50 sh , Johnson & Johnson	D	10/27/1995	12/24/2012	3499 42	1001 57	2497 85
40 sh , Medtronic	P	7/20/2010	12/24/2012	1665 96	1492 13	173 83
60 sh , Microsoft Corp	P	8/1/1996	12/24/2012	1618 76	448 59	1170 17
20 sh , Moodys Corp	P	8/11/2011	12/24/2012	1003 37	615 98	387 39
130 sh , Mylan, Inc	P	7/8/2010	12/24/2012	3625 62	2310 42	1315 2
30 sh , NIKE, Inc	P	10/24/2008	12/24/2012	3167 02	1033 7	2133 32
150 sh , Oracle, Inc	P	12/16/1996	12/24/2012	5030 9	729 17	4301 73
30 sh , PepsiCo, Inc	D	10/27/1995	12/24/2012	2081 95	728 57	1353 38
60 sh , Plum Creek Timber Co , Inc	P	8/13/2009	12/24/2012	2865 75	1954 13	711 62
10 sh , Praxair, Inc	P	6/26/2002	12/24/2012	1096 37	267 75	828 62
110 sh , Spectra Energy Corp	P	1/15/2009	12/24/2012	3011 74	1627 97	1383 77
40 sh , Stencycle, Inc	P	2/17/2004	12/24/2012	3670 31	959 25	2711 06
30 sh , Teva Pharmaceutical Industries, Inc	P	8/23/2005	12/24/2012	1131 87	974 1	157 77
20 sh , 3M	P	8/23/2005	12/24/2012	1862 75	1508 38	354 37
30 sh , Unilever N V-NY shares	P	8/5/2011	12/24/2012	1145 67	963 52	182 15
126 sh , Vectren	D	10/27/1995	12/24/2012	3735 04	2177 75	1557 29
66 sh , Vectren	D	10/27/1995	12/24/2012	1955 73	366 08	1589 65
22 sh , Venzon Communications	P	12/8/2009	12/24/2012	956 1	692 06	264 04
48 sh , Venzon Communications	P	11/25/2009	12/24/2012	2086 04	1445 03	641 01
50 sh , Walgreen	P	12/20/2012	12/24/2012	1820 95	1868 5	-47 55
9 9111 sh , Dodge & Cox Intl Stock Fund	P	12/20/2012	12/24/2012	340 15	342 31	-2 16
209 636 sh , Dodge & Cox Intl Stock Fund	P	4/28/2005	12/24/2012	7194 71	6347 78	846 93
17 524 sh , Dodge & Cox Intl Stock Fund	P	12/21/2011	12/24/2012	601 42	506 97	94 45
139 46 sh , Dodge & Cox Intl Stock Fund	P	12/23/2008	12/24/2012	4786 27	2923 08	1883 19
86 1319 sh , Dodge & Cox Intl Stock Fund	P	12/23/2008	12/24/2012	2956 05	1805 32	1150 73
5 498 sh , Dodge & Cox Intl Stock Fund	P	12/23/2008	12/24/2012	188 69	115 23	73 46
248 262 sh , Harbor International	P	9/3/2008	12/24/2012	15273 08	14642 5	630 58
83 86 sh , ING International Real Estate	P	11/14/2011	12/24/2012	800 02	638 17	161 85
1,743 679 sh , Pimco All-Asset	P	6/16/2010	12/24/2012	20000	18587 62	1412 38
3,109 7463 sh , Touchstone Core Bond Fund	P	8/8/1996	12/24/2012	33460 87	34417 55	-956 68
35 1457 sh , Touchstone Core Bond Fund	P	12/8/2012	12/24/2012	378 17	379 58	-1.41
541 128 sh , Touchstone Invest Trust Hi-Yield Fund	P	10/28/2010	12/24/2012	5000	4810 99	189 01
100 sh , Vanguard MSCI Emerging Markets	P	7/7/2009	12/24/2012	4324 95	3093	1231 95
200 sh , Vanguard MSCI Emerging Markets	P	7/7/2009	12/24/2012	8651 91	6186	2465 91
200 sh , Vanguard MSCI Emerging Markets	P	3/4/2009	12/24/2012	8651 9	4184	4467 9
100 sh , Vanguard REIT	P	2/4/2011	12/24/2012	6564.9	5697 99	866 91
92 266 sh , Dnehausa Emrgng Mkts Growth Fd 3	P	7/8/2009	1/6/2012	2378 62	1863 38	515 24
186 222 sh , Goldman Sachs MidCap Val #864	P	12/14/2007	1/6/2012	6352 04	7565 95	-1213 91
186 734 sh , Goldman Sachs Grth Op Fd 1132	P	8/26/2010	1/6/2012	4177 22	3773 89	403 33
283 050 sh , Royce Pa Mut Fund #260	P	7/6/2009	1/6/2012	3102 23	2304 32	797 91
191 019 sh , Thornburg Intl Value Fund #209	P	3/19/2010	1/6/2012	4727 73	4886 27	-158 54
19 sh , Abbott Labs	P	10/13/2010	1/6/2012	1063 59	1014 03	49 56
18 sh , Albemarle Corp	P	4/8/2011	1/6/2012	973 78	1087 33	-113 55
6 sh , Apple, Inc	P	5/25/2007	1/6/2012	2522 47	676 5	1845 97
36 sh , Barclays Bank Ipath	P	7/9/2009	1/6/2012	1252 05	1009 34	242 71
8 sh , Chevron Corp	P	11/14/2011	1/6/2012	869 98	847 51	22 47
38 sh , Church & Dwight, Inc	P	2/9/2009	1/6/2012	1724 4	982 68	741 72
24 sh , Citigroup, Inc	P	4/14/2011	1/6/2012	689 26	1077 58	-388 32
12 sh , Costco Wholesale Corp	P	1/3/2008	1/6/2012	982 78	801 5	181 28
36 sh , Danaher Corp ,	P	11/15/2007	1/6/2012	1730 48	1419 88	310 6
18 sh , Deere & Co	P	4/2/2007	1/6/2012	1472 19	935 88	536 31
23 sh , DirecTV Class A	P	5/19/2011	1/6/2012	1015 66	1162 45	-146 79
60 sh , EMC Corp	P	11/23/2009	1/6/2012	1304 37	1025 59	278 78
25 sh , Emerson Electric Co	P	11/6/2006	1/6/2012	1177 22	1031 87	145 35
26 sh , Exxon Mobil Corp	D	10/1/1998	1/6/2012	2222 17	745 96	1476 21
6 sh , Franklin Resources, Inc	P	3/5/2004	1/6/2012	590 08	355 26	234 82
9 sh , Goldman Sachs	P	9/10/2007	1/6/2012	837 88	1632 42	-794 54
12 sh , Humana, Inc	P	9/12/2011	1/6/2012	1116 57	880 11	236 46
11 sh , Intl Business Machines Corp	P	5/25/2007	1/6/2012	2010 21	1157 04	853 17
39 sh , JP Morgan Chase & Co	P	12/13/2007	1/6/2012	1375 5	1749 61	-374 11
22 sh , McDonalds Corp	P	4/19/2007	1/6/2012	2206 77	1017 84	1188 93
39 sh , MetLife, Inc	P	8/4/2010	1/6/2012	1295 55	1936 72	-641 17

18 sh ,Noble Energy, Inc	P	2/9/2009	1/6/2012	1742 54	994 69	747 85
44 sh , Oracle Corp	P	4/28/2011	1/6/2012	1168.17	1550 27	-382 1
16 sh , Praxair, Inc	P	5/15/2009	1/6/2012	1724 6	893 1	831 5
26 sh , Qualcomm, Inc	P	7/14/2011	1/6/2012	1458 05	1418 12	39 93
39 sh , Quanta Services, Inc	P	7/22/2009	1/6/2012	845 89	852 45	-6 56
17 sh , Schlumberger, Ltd	P	9/17/2009	1/6/2012	1154 61	1037 08	117 53
64 sh , Select Sector SPDR Health Care ETF	P	7/21/2011	1/6/2012	2238 03	2282 41	-44 38
15 sh , Select Sector SPDR Cons Discretionary	P	3/11/2009	1/6/2012	599 38	262 16	337 22
10 sh Stencycle, Inc	P	7/21/2006	1/6/2012	772 78	312 98	459 8
21 sh , TJX Co , Inc	P	9/30/2010	1/6/2012	1399 83	939 93	459 9
27 sh , Target Corp	P	11/15/2007	1/6/2012	1329 45	1602 8	-273 35
26 sh , Thermo Fisher Scientific, Inc	P	2/14/2008	1/6/2012	1214 43	1495 05	-280 62
43 sh , Vanguard REIT ETF	P	12/4/2009	1/6/2012	2495 24	1897 59	597 65
21 sh , VISA, Inc Class A	P	9/30/2010	1/6/2012	2116 96	1527 14	589 82
13 sh , Walmart Stores, Inc	P	11/23/2009	1/6/2012	768 41	711 88	56 53
38 sh , Walgreen Co	P	11/15/2007	1/6/2012	1234 59	1557 16	-322 57
50 sh , Wells Fargo & Co New	P	10/27/2008	1/6/2012	1441 47	1567 75	-128 28
JP Morgan Chase & Co 4 5% 1/15/12	P	4/30/2009	1/5/2012	5000	5062 95	-62 95
Natural Rural Utilities 4 75% 3/1/14	P	2/21/2008	1/4/2012	26881 25	25077 5	1803 75
14 567 sh , Goldman Sachs Mid-Cap Value Inst	P	12/14/2007	2/23/2012	540 87	518 29	22 58
14 595 sh , Goldman Sachs Growth Opp Cl I	P	8/26/2010	2/23/2012	368 52	294 96	73 56
22,153 sh , Royce Penn Mut Cl I Fd #260	P	7/6/2009	2/23/2012	267 39	162 16	105 23
94 801 sh , Thornburg Intl Value Cl I Fd #209	P	3/19/2010	2/23/2012	2599 44	2425 01	174 43
32 sh , Church & Dwight, Inc	P	11/15/2007	2/22/2012	1512 32	823 52	688 8
28 sh , Select Sector SPDR Health Care	P	7/21/2011	2/22/2012	1007 14	998 56	8 58
33 sh , TJX Co , Inc	P	9/30/2010	2/22/2012	1160 9	738 52	422 38
12 sh , Visa, Inc	P	1/21/2011	2/22/2012	1395 69	841 25	554 44
91 sh , Select Sector SPDR Health Care ETF	P	7/21/2011	4/12/2012	3356 44	3209 08	147 36
STCG, Vanguard Inter Term Bond Index Signal	P	various	4/2/2012			0 66
LTCG, Vanguard Inter Term Bond Index Signal	P	various	4/4/2012			7 31
LTCG, Vanguard Short Term Bond Index Signal	P	various	4/3/2012			1 42
STCG, Vanguard Short Term Bond Index Signal	P	various	4/3/2012			0 47
10 sh , Albemarle Corp	P	4/8/2011	6/22/2012	582 2	604 08	-21 88
4 sh , McDonalds Corp	P	4/10/2007	6/22/2012	1232 63	647 72	584 91
18 sh , Noble Energy, Inc	P	8/10/2004	6/22/2012	1422 42	467 3	955 12
6 sh , Praxair, Inc	P	2/24/2005	6/22/2012	631 14	266 63	364 51
8 sh , Schlumberger, Ltd	P	7/22/2009	6/22/2012	494 18	451 44	42 74
503 526 sh , Royce Pennsylvania Mut Cl I Fund	P	9/12/2011	11/15/2012	5669 7	3718 65	1951 05
LTCG, Goldman Sachs Growth Opportunities	P	various	12/7/2012			478 11
STCG, Goldman Sachs Growth Opportunities	P	various	12/7/2012			69 56
LTCG, Federated Clover Small Value	P	various	12/11/2012			104 52
STCG, Federated Clover Small Value	P	various	12/11/2012			37 72
STCG, PIMCO Moderate Duration Inst Fund 120	P	various	12/19/2012			48 12
LTCG, PIMCO Moderate Duration Inst. Fund 120	P	various	12/19/2012			29 17
LTCG, Vanguard Inter Term Bond Index Signal	P	various	12/24/2012			42 11
STCG, Vanguard Inter Term Bond Index Signal	P	various	12/24/2012			3 55
LTCG, Vanguard Short Term Bond Index Signal	P	various	12/24/2012			11 35
STCG, Vanguard Short Term Bond Index Signal	P	various	12/24/2012			1 89
500 sh , Southern Co	P	11/6/2009	2/1/2012	22464 56	15494 55	6970 01
225 sh , Waters Corp	P	4/7/2008	3/29/2012	21082 14	10379 35	10702 79
90 sh , Pepsico, Inc	P	4/7/2008	4/24/2012	5951 57	6379 2	-427 63
35 sh , Pepsico, Inc	P	4/9/2008	4/24/2012	2314 5	2482 9	-168 4
100 sh , Pepsico, Inc	P	4/17/2008	4/24/2012	6612 86	5200	1412 86
220 sh , Tyco International	P	4/7/2008	8/12/2012	12346 34	10027 6	2318 74
200 sh , Tyco International	P	4/9/2008	8/12/2012	11223 95	9118	2105 95
200 sh , Tyco International	P	4/17/2008	8/12/2012	11223 95	9400	1823 95
280 sh , Tyco International	P	9/10/2009	8/12/2012	15713 52	8864 77	6848 75
Berkshire Hathaway, Inc Sr Unsec 2 125%	P	9/22/2011	1/20/2012	6102 18	6095 22	6 96
Venzon Communications Sr Unsec 1 95%	P	3/23/2011	1/26/2012	9226 89	8988 03	238 86
Thermo Fisher Scientific Sr Unsec 3 2%	P	2/14/2011	1/9/2012	5304 45	4996 95	307 5
Bank of Nova Scotia Sr Unsec 2 55%	P	1/5/2012	2/6/2012	1026 61	998	28 61
FNMA Notes 0 375% due 3/16/15	P	2/2/2012	2/6/2012	997 29	997 44	-0 15
U S Treasury Notes 0 875% due 11/30/16	P	2/3/2012	2/3/2012	1006 88	994 85	12 03
U S Treasury Notes 2 375% due 5/31/18	P	6/16/2011	2/3/2012	1074 53	1012	62 53
FNMA Notes 2 75% due 2/5/14	P	5/11/2011	2/2/2012	25165 44	25148 88	16 56
Intel Corp Sr Unsec 1 95% due 10/1/16	P	9/14/2011	2/6/2012	1041 61	998 47	43 14
Telefonica Emisiones Sau 3 992% due 2/16/16	P	2/7/2011	2/7/2012	6040 74	6000	40 74
FNMA Notes 2 75% due 2/5/14	P	3/19/2009	2/2/2012	13631 28	13247 13	384 15
FNMA Notes 2 75% due 2/5/14	P	4/7/2009	2/2/2012	7339 92	7104 79	235 13
AT&T Sr Notes 2 5% due 8/15/15	P	7/27/2010	2/6/2012	1051 1	996 94	54 16
AT&T Sr Notes 2 5% due 8/15/15	P	7/27/2010	2/8/2012	5250 85	4984 7	268 15
Novartis Capital Corp Co 2 9% due 4/24/15	P	3/9/2010	2/8/2012	1071 15	995 22	75 93
UPS Sr Unsec 3 125% due 1/15/21	P	11/8/2010	2/6/2012	1075 4	993 3	82 1
Vodafone Group PLC Sr 4 15% due 6/10/14	P	6/3/2009	2/6/2012	1075 46	999.33	76 13
FNMA Notes 0 375% due 3/16/15	P	2/2/2012	3/7/2012	5965 08	5984 64	-19 56
U S Treasury Notes 2 125% due 8/15/21	P	9/22/2011	3/5/2012	2032 18	2063 04	-30 86
U S Treasury Notes 2 125% due 8/15/21	P	10/27/2011	3/5/2012	6096 57	5902 03	194 54

U S Treasury Notes 2 375% due 5/31/18	P	6/16/2011	3/14/2012	10551 95	10119 91	432 04
U S Treasury Notes 0 25% due 12/15/14	P	12/20/2011	4/5/2012	16901 05	16930 27	-29 22
Goldman Sachs Group Notes 0 00% due 9/29/14	P	12/1/2010	4/30/2012	5733 66	5865 05	-131 39
Time Warner Cable, Inc	P	12/8/2009	4/5/2012	5518 9	4896	622 9
Novartis Capital Group Corp 2 9% due 4/24/15	P	3/9/2010	5/21/2012	8472 4	7961 76	510 64
American Express 2 375% due 3/24/17	P	3/21/2012	6/6/2012	1009 94	997 29	12 65
Toyota Motor Credit Corp 2 05% due 1/12/17	P	1/9/2012	6/6/2012	1015 11	998 35	16 76
BP Capital Markets PLC 1 846% due 5/5/17	P	5/2/2012	6/6/2012	998 36	1000	-1 64
Walt Disney Co Med Notes 1 125% due 2/15/17	P	2/9/2012	6/7/2012	996 55	990 4	6 15
U S Treasury Notes 0 375% due 3/15/15	P	4/5/2012	6/6/2012	1000 51	996 41	4 1
FNMA Notes 0 375% due 3/16/15	P	2/2/2012	6/6/2012	996 36	997 44	-1 08
U S Treasury Notes 0 875% due 11/30/16	P	11/30/2011	6/6/2012	1009 41	994.85	14 56
3M Co Sr Unsecured 1 375% due 9/29/16	P	9/26/2011	6/6/2012	1015 7	991 56	24 14
Royal Bank of Canada Med 1 15% due 3/13/15	P	3/7/2012	6/6/2012	1001 76	999 68	2 08
Caterpillar, Inc Sr Unsecured 1 375% due 5/27/14	P	5/24/2011	6/6/2012	1010 95	999 24	11 71
Merrill Lynch & Co Med 6 875% due 4/25/18	P	2/9/2011	6/6/2012	5496 4	5560 7	-64 3
U S Treasury Notes 0 625% due 5/31/17	P	6/6/2012	8/3/2012	6996 16	6966 37	29 79
U S Treasury Notes 0 625% due 5/31/17	P	6/7/2012	8/3/2012	3997 82	3982 5	15 32
Berkshire Hathaway Fin Notes 5 4% due 5/15/18	P	1/20/2012	9/17/2012	1215 43	1189 23	26 2
FNMA Notes 0 375% due 3/16/15	P	2/2/2012	9/18/2012	1000 27	997 44	2 83
U S Treasury Notes 0 875% due 11/30/16	P	11/30/2011	9/17/2012	1012 93	994 85	18 08
Goldman Sachs Group Notes 3 3% due 5/3/15	P	4/30/2012	9/17/2012	1041 78	999 29	42 49
Newmont Mining Corp Co 3 5% due 3/15/22	P	3/5/2012	9/20/2012	1004 02	992 39	11 63
GE Cap Corp Med Notes 4 375% due 9/16/20	P	9/13/2010	9/4/2012	8871 44	7937 36	934 08
J P Morgan Chase & Co 5 125% due 9/15/14	P	2/17/2010	9/17/2012	1073 55	1053 43	20 12
Transocean, Inc Co 4 95% due 11/15/15	P	4/6/2011	9/10/2012	5454 1	5287 65	166 45
FHLMC Gold Pass Thru Pool 3 5% due 5/1/32	P	5/21/2012	10/18/2012	6210 78	6195 25	15 53
BP Capital Markets PLC 1 846% due 5/5/17	P	5/2/2012	11/1/2012	5131 7	5000	131 7
U S Treasury Notes 0 75% due 10/31/17	P	11/8/2012	11/27/2012	5023 83	5027 35	-3 52
Goldman Sachs Group Notes 3 3% due 5/03/15	P	4/30/2012	11/27/2012	5207 3	4996 45	210 85
Venzon Communications Sr Unsec 3 5%	P	1/26/2012	11/2/2012	5479 35	5181 95	297 4
Transocean, Inc Co 2 5% due 10/15/17	P	9/10/2012	11/28/2012	5017 15	4985 7	31 45
U S Treasury Notes 1 625% due 8/15/22	P	8/3/2012	11/8/2012	8034 06	8026 53	7 53
Newmont Mining Corp Co 3 5% due 3/15/22	P	3/5/2012	12/3/2012	5177 5	4961 95	215 55
6 sh , Honda Motor Ltd	P	6/14/2010	1/19/2012	201 38	176 45	24 93
29 sh , Honda Motor Ltd	P	8/19/2010	1/19/2012	973 34	961	12 34
15 sh , Honda Motor Ltd	P	9/16/2010	1/19/2012	503 46	522 04	-18 58
32 sh , LVMH Moet Hennessy Louis Vuitton	P	4/27/2009	1/30/2012	1018 06	476 31	541 75
64 sh , Mitsubishi Estate	P	5/7/2009	1/30/2012	1030 58	918 06	112 52
29 sh , Technip-SA-ADR	P	9/22/2010	1/19/2012	657 49	558 67	98 82
1 sh , Technip-SA-ADR	P	10/28/2010	1/19/2012	22 68	20 66	2 02
4 sh , Bayensche Motoren Werke	P	2/9/2011	2/3/2012	122 63	112 45	10 18
36 sh , Bayensche Motoren Werke	P	2/9/2011	2/8/2012	1100 01	1012	88 01
183 sh , Julius Baer Group	P	7/11/2011	2/29/2012	1432 58	1517 66	-85 08
46 sh , Julius Baer Group	P	8/31/2011	2/29/2012	360 11	376 16	-16 05
3 sh , Merck	P	4/26/2011	2/3/2012	106.97	100 82	6 15
4 sh , Rexam	P	2/8/2011	2/3/2012	121 31	118 5	2 81
4 sh , Ryanair Holdings	P	6/29/2011	2/3/2012	139 43	116 99	22 44
9 sh , Swedbank	P	4/11/2011	2/3/2012	139 76	167 74	-27 98
13 sh , ING Groep	P	10/25/2010	2/3/2012	127 91	148 06	-20 15
3 sh , Anheuser Busch	P	7/8/2009	2/3/2012	192 68	112 16	80 52
9 sh , Assa Abloy	P	2/5/2010	2/3/2012	126 08	78 97	47 11
65 sh , Assa Abloy	P	2/5/2010	2/14/2012	952 13	570 29	381 84
1 sh , BG Group	P	7/22/2008	2/3/2012	113 08	112 67	0 41
2 sh , BHP Billiton	P	5/11/2009	2/3/2012	164 25	107 56	56 69
10 sh , BHP Billiton	P	5/11/2009	2/24/2012	780 08	537 8	242 28
8 sh , BHP Billiton	P	6/2/2009	2/24/2012	624 07	480 94	143 13
5 sh , BNP Paribas	P	3/17/2009	2/3/2012	115 19	102 65	12 54
2 sh , British Amern	P	1/31/2007	2/3/2012	192 03	122 1	69 93
34 sh , Daito Trust Construction	P	6/25/2010	2/2/2012	791 62	472 75	318.87
8 sh , Danone	P	7/2/2010	2/3/2012	102 39	89 73	12 66
5 sh , Fanuc Corp	P	5/1/2009	2/3/2012	138 14	61 57	76 57
4 sh , Glaxosmithkline	P	4/23/1999	2/3/2012	179 63	241 64	-62 01
10 sh , Informa	P	1/31/2011	2/3/2012	129 59	138 44	-8 85
46 sh , Mitsubishi Estate	P	5/7/2009	2/23/2012	807 04	659 84	147 2
40 sh , Mitsubishi Estate	P	9/9/2009	2/23/2012	701 79	712 15	-10 36
3 sh , Novartis	P	7/11/2006	2/3/2012	167 15	166 86	0 29
7 sh , Prudential	P	3/25/2009	2/3/2012	162 81	73 69	89 12
3 sh , Rogers Communications	P	11/5/2009	2/3/2012	116 48	90 5	25 98
5 sh , Sanofi	P	12/21/1999	2/3/2012	183 44	139 01	44 43
2 sh , SAP	P	9/9/2009	2/3/2012	126 55	98 87	27 68
2 sh , Royal Dutch Shell	P	4/27/2010	2/3/2012	144 51	123 3	21 21
24 79941 sh , Sumitomo Mitsui Finl Group	P	5/19/2008	2/3/2012	163 41	415 21	-251 8
1 20059 sh , Sumitomo Mitsui Finl. Group	P	5/7/2009	2/3/2012	7 92	9 4	-1 48
14 sh , Telstra Corp	P	11/26/2010	2/3/2012	253 25	195 51	57 74
2 sh , Total S A	P	8/7/1996	2/3/2012	108 35	24 35	84
10 sh , Tullow Oil	P	3/25/2010	2/3/2012	115 29	95 3	19 99

BUSSING-KOCH FOUNDATION, INC.

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7 sh , Unilever	P	7/10/2007	2/3/2012	225 74	235 59	-9 85
2 sh , William Morrison	P	11/4/2009	2/3/2012	46 43	47 93	-1 5
3 sh , William Morrison	P	7/1/2010	2/3/2012	69 66	60 12	9 54
311 sh , Xstrata	P	3/10/2010	2/3/2012	1231 53	1139 38	92 15
132 sh , Xstrata	P	3/10/2010	2/24/2012	501 52	483 6	17 92
18 sh , Yahoo Japan Corp	P	2/1/2010	2/3/2012	190 97	229 42	-38 45
24 sh , Ryanair Holdings, PLC	P	6/29/2011	4/27/2012	809 35	701 92	107 43
12 sh , Siemens	P	5/16/2011	4/18/2012	1124 23	1581 85	-457 62
8 sh , Fanuc Corp	P	5/1/2009	4/9/2012	228 88	98 5	130 38
46 sh , Fanuc Corp	P	6/5/2009	4/9/2012	1316 12	621 51	694 61
8 sh , Siemens	P	2/28/2011	4/18/2012	749 48	1077 78	-328 3
122 sh , Yahoo Japan Corp	P	2/1/2010	4/13/2012	1254 33	1554 93	-300 6
1 sh , Yahoo Japan Corp	P	3/8/2010	4/13/2012	10 29	13 13	-2 84
17 sh , Fanuc Corp	P	6/5/2009	4/27/2012	481 42	229 68	251 74
13 sh , Fanuc Corp	P	6/3/2010	4/27/2012	368 15	227 96	140 19
30 sh , GEA Group	P	8/4/2011	5/11/2012	836 12	929 54	-93 42 x
13 sh , Anheuser Busch	P	7/6/2009	5/10/2012	931 83	486 03	445 8
68 sh , Swedbank	P	4/11/2011	5/18/2012	955 97	1267 37	-311 4
38 sh , Tullow Oil	P	3/25/2010	5/17/2012	407 86	362 13	45 73
45 sh , Atlanta SPA	P	6/14/2012	6/14/2012	2 59	0 01	2 58
10 sh , AXA	P	10/27/2011	6/5/2012	113 39	176 02	-62 63
2 sh , Bayer	P	12/22/2011	6/5/2012	119 65	124 5	-4 85
4 sh , British Sky Broadcasting Group	P	10/20/2011	6/5/2012	167 03	182 81	-15 78
73 sh , Credit Suisse Group	P	2/17/2012	6/15/2012	1341 34	1950 12	-608 78
8 sh , Komatsu Ltd	P	1/31/2012	6/5/2012	185 35	226 27	-40 92
6 sh , Orca Ltd	P	2/24/2012	6/5/2012	138 29	171 67	-33 38
5 sh , Ryanair Holdings	P	6/29/2011	6/5/2012	146 19	146 24	-0 05
7 sh , Sandvik	P	4/19/2012	6/5/2012	84 13	99 99	-15 86
43 sh , Wolseley	P	10/20/2011	6/5/2012	139 31	121 32	17 99
430 sh , Xstrata	P	10/27/2011	6/12/2012	1265 98	1519 88	-253 9
21 sh , ING Groep	P	10/25/2010	6/5/2012	123 05	239 17	-116 12
5 sh , Anheuser Busch	P	7/6/2009	6/5/2012	329 84	186 93	142 91
18 sh , Assa Abloy	P	2/5/2010	6/5/2012	224 99	157 93	67 06
27 sh , Atlanta	P	1/14/2011	6/5/2012	161 18	286 56	-125 38
12 sh , BG Group	P	7/22/2008	6/5/2012	223 07	270 41	-47 34
2 sh , BHP Billiton Ltd	P	6/2/2009	6/5/2012	121 83	120 23	1 6
8 sh , BNP Paribas	P	3/17/2009	6/5/2012	137 51	164 23	-26 72
37 sh , Bayensche Motor Werke	P	2/9/2011	6/5/2012	877 16	1040 11	-162 95
6 sh , Bayensche Motoren Werke	P	2/9/2011	6/5/2012	142 25	168 67	-26 42
4 sh , British Amern	P	1/31/2007	6/5/2012	377 31	244 19	133 12
7 sh , Canon, Inc	P	4/17/2008	6/5/2012	269 14	341 31	-72 17
3 sh , Daito Trust Construction	P	6/25/2010	6/5/2012	64 37	41 71	22 66
10 sh , Daito Trust Construction	P	9/7/2010	6/5/2012	214 6	154 67	59 93
12 sh , Danone	P	7/2/2010	6/5/2012	151 79	134 59	17 2
5 sh , Fanuc Corp	P	6/3/2010	6/5/2012	141 24	87 68	53 56
1 sh , Glaxosmithkline	P	4/23/1999	6/1/2012	43 68	60 41	-16 73
15 sh , Glaxosmithkline	P	2/12/2002	6/1/2012	655 21	754 2	-98 99
7 sh , Glaxosmithkline	P	2/12/2002	6/5/2012	306 31	351 96	-45 65
4 sh , Honda Motor	P	9/16/2010	6/5/2012	124 11	139 21	-15 1
15 sh , Informa	P	1/31/2011	6/5/2012	156 14	207 66	-51 52
5 sh , JS Group Corp	P	1/20/2011	6/5/2012	189 34	224 78	-35 44
6 sh , LVMH Moet Hennessy	P	4/27/2009	6/5/2012	169 13	89 31	79 82
5 sh , Merck	P	4/26/2011	6/5/2012	150 06	168 03	-17 97
7 sh , Novartis	P	7/11/2006	6/5/2012	360 56	389 33	-28 77
13 sh , Petrofac	P	4/12/2011	6/5/2012	147 54	162 09	-14 55
3 sh , Potash Corp of Saskatchewan, Inc	P	7/2/2010	6/5/2012	114 05	85 37	28 68
11 sh , Prudential	P	3/25/2009	6/5/2012	227 14	115 8	111 34
8 sh , Rexam PLC	P	2/8/2011	6/5/2012	242 39	237	5 39
3 sh , Rogers Communications	P	11/5/2009	6/5/2012	101 75	90 49	11 26
17 sh , Sampo OY J-A	P	7/26/2010	6/5/2012	191 07	206 26	-15 19
12 sh , Sanofi	P	12/21/1999	6/5/2012	407 15	333 62	73 53
7 sh , SAP	P	9/9/2009	6/5/2012	388 91	346 03	42 88
4 sh , Royal Dutch Shell PLC	P	4/27/2010	6/5/2012	245 07	246 6	-1 53
42 sh , Sumitomo Mitsui	P	5/7/2009	6/5/2012	248 21	328 58	-80 37
6 sh , Swedbank AB	P	4/11/2011	6/5/2012	85 92	111 83	-25 91
6 sh , Technip	P	10/28/2010	6/5/2012	136 25	123 94	12 31
20 sh , Telestra Corp	P	11/26/2010	6/5/2012	354 79	279 3	75 49
4 sh , Total S A	P	8/7/1996	6/5/2012	171 27	48 69	122 58
8 sh , Tullow Oil	P	3/25/2010	6/5/2012	83 67	76 24	7 43
9 sh , Unilever PLC	P	7/10/2007	6/5/2012	280 16	302 9	-22 74
10 sh , Valeo	P	6/3/2011	6/5/2012	206 09	318 08	-111 99
7 sh , Vodafone Group PLC	P	9/26/2008	6/5/2012	188 08	163 27	24 81
7 sh , William Morrison	P	7/1/2010	6/5/2012	148 74	140 26	8 48
16 sh , Xstrata PLC	P	3/10/2010	6/5/2012	43 19	58 61	-15 42
44 sh , Xstrata PLC	P	6/10/2010	6/5/2012	118 8	129 08	-10 28
316 sh , Xstrata PLC	P	6/10/2010	6/12/2012	930 34	927 02	3 32
226 sh , Xstrata PLC	P	8/19/2010	6/12/2012	665 37	770 89	-105 52

14 sh , Yahoo Japan Corp	P	3/8/2010	6/5/2012	133 97	183 77	-49 8
78 sh , AXA-ADR	P	10/27/2011	7/6/2012	966 09	1372 91	-406 82
34 sh , AXA-ADR	P	1/20/2012	7/6/2012	421 12	527 38	-106 26
21 sh , Danone	P	7/2/2010	7/26/2012	242 55	235 53	7 02
56 sh , Danone	P	8/3/2010	7/26/2012	646 8	658 18	-11 38
104 sh , Danone	P	10/25/2010	7/26/2012	1201 2	1345 21	-144 01
43 sh , Glaxosmithkline	P	2/12/2002	7/12/2012	1905 68	2162 04	-256 36
11 sh , Glaxosmithkline	P	12/24/2008	7/12/2012	487 51	394 18	93 33
7 sh , Bayensche Motoren Werke	P	2/9/2011	8/6/2012	169 13	196 77	-27 64
18 sh , Bayensche Motoren Werke	P	2/14/2011	8/6/2012	434 94	510 64	-75 7
73 sh , Telstra Corp	P	11/26/2010	8/3/2012	1528 03	1019 41	508 62
51 sh , Telstra Corp	P	11/26/2010	8/13/2012	1005 01	712 19	292 82
109 sh , Telstra Corp	P	2/17/2011	8/13/2012	2147 97	1631 08	516 89
28 sh , British Sky Broadcasting Group	P	10/20/2011	9/14/2012	1309 78	1279 64	30 14
11 sh , British Sky Broadcasting Group	P	4/11/2012	9/14/2012	514 57	452 69	61 88
7 sh , Sandvik	P	4/19/2012	9/14/2012	104 79	99 99	4 8
5 sh , Softbank Corp	P	7/17/2012	9/14/2012	105 09	97 35	7 74
12 sh , ING Groep	P	10/25/2010	9/14/2012	107 27	136 67	-29 4
3 sh , Anheuser Busch Inbev	P	7/6/2009	9/14/2012	255 59	112 16	143 43
9 sh , Assa Abloy	P	2/5/2010	9/14/2012	148 85	78 97	69 88
9 sh , BG Group	P	7/22/2008	9/14/2012	189 26	202 81	-13 55
2 sh , BHP Billiton	P	6/2/2009	9/14/2012	144 47	120 23	24 24
5 sh , BNP Paribas	P	3/17/2009	9/14/2012	130 24	102 64	27 6
2 sh , British Amern TOB	P	1/31/2007	9/14/2012	204 29	122 1	82 19
5 sh , Daito Trust Construction	P	9/7/2010	9/14/2012	124 99	77 34	47 65
7 sh , Fanuc Corp	P	6/3/2010	9/14/2012	206 15	122 74	83 41
3 sh , Glaxosmithkline	P	12/24/2008	9/14/2012	137 6	107 51	30 09
3 sh , Lixil Group	P	1/20/2011	9/14/2012	136 79	134 87	1 92
3 sh , Merck	P	4/26/2011	9/14/2012	122 75	100 82	21 93
3 sh , Novartis	P	7/11/2008	9/14/2012	179 18	166 86	12 32
7 sh , Petrofac Ltd	P	4/12/2011	9/14/2012	94	87 28	6 72
3 sh , Potash Corp of Saskatchewan, Inc	P	7/2/2010	9/14/2012	127 67	85 37	42 3
4 sh , Prudential PLC	P	3/25/2009	9/14/2012	110 39	42 11	68 28
3 sh , Rexam PLC	P	2/8/2011	9/14/2012	104 42	88 88	15 54
1 sh , Ryanair Holdings PLC	P	6/29/2011	9/14/2012	32 69	29 24	3 45
2 sh , Ryanair Holdings, PLC	P	7/7/2011	9/14/2012	65 4	57 74	7 66
7 sh Sampo OYJ-A	P	7/26/2010	9/14/2012	109 96	84 93	25 03
6 sh , Sanofi	P	12/21/1999	9/14/2012	262 43	166 81	95 62
5 sh , SAP	P	9/9/2009	9/14/2012	359 74	247 16	112 58
4 sh , Total S A	P	8/7/1996	9/14/2012	218 11	48 69	169 42
4 sh , Valeo	P	6/3/2011	9/14/2012	105 99	127 24	-21 25
5 sh , William Morrison	P	7/1/2010	9/14/2012	118 74	100 19	18 55
63 sh , Softbank Corp	P	7/17/2012	10/15/2012	921 57	1226 52	-304 95
36 sh , Valeo	P	6/3/2011	10/18/2012	824 92	1145 07	-320 15
4 sh , Valeo	P	6/29/2011	10/18/2012	91 66	134 66	-43
30 sh , William Morrison	P	7/1/2010	10/17/2012	647 75	601 09	46 66
18 sh , William Morrison	P	9/23/2010	10/17/2012	388 66	430 59	-41 93
31 sh , Orca	P	2/24/2012	11/23/2012	743 8	886 94	-143 14
32 sh , Glaxosmithkline	P	12/24/2008	11/2/2012	1395 29	1146 67	248 62
31 sh , Glaxosmithkline	P	2/2/2010	11/2/2012	1351 7	1209 97	141 73
17 sh , SAP	P	9/9/2009	11/30/2012	1333 8	840 35	493 45
28 sh , Honda Motor Ltd	P	9/16/2010	12/12/2012	932 43	930 08	2 35
23 sh , Wm Morrison	P	5/10/2012	12/7/2012	495 7	515 4	-19 7
08695 sh , Wolseley	P	12/11/2012	12/11/2012	0 38	0 01	0 37
6 sh , Honda Motor Ltd	P	9/16/2010	12/12/2012	199 8	208 81	-9 01
24 sh , Honda Motor Ltd	P	11/26/2010	12/12/2012	799 21	886 56	-87 35
20 sh , Honda Motor Ltd	P	3/16/2011	12/12/2012	666 02	770 71	-104 69
6 sh , Total S A	P	8/7/1996	12/4/2012	302 05	73 02	229 03
50 sh , Total S A	P	1/2/2003	12/4/2012	2517 17	1788 97	728 2
4 sh , Total S A	P	11/28/2011	12/4/2012	201 38	194 78	6 6
24 sh , Vodafone Group	P	9/26/2008	12/7/2012	620 89	559 74	61 15
47 sh , Vodafone Group	P	2/5/2010	12/7/2012	1215 92	1034 61	181 31
16 sh , Wm Morrison	P	9/23/2010	12/7/2012	344 82	382 74	-37 92
36 sh , Wm Morrison	P	11/29/2010	12/7/2012	775 86	784 94	-9 08
8 sh , Wm Morrison	P	1/4/2011	12/7/2012	172 41	170 11	2 3
41 sh , American Express Co	P	3/22/2011	2/3/2012	2131 13	1838 59	292 54
7 sh , American Express Financial, Inc	P	3/22/2011	2/3/2012	363 22	419 71	-56 49
5 sh , Becton Dickinson & Co	P	3/22/2011	2/3/2012	399 29	391 09	8 2
17 sh , Canadian Natural Resources	P	3/22/2011	2/3/2012	698 17	842 69	-144 52
36 sh , Costco Wholesale Corp	P	3/22/2011	2/3/2012	3078 3	2581 91	496 39
11 sh , Harley Davidson, Inc	P	3/22/2011	2/3/2012	497 08	439 83	57 25
30 sh , Iron Mountain, Inc	P	3/22/2011	2/3/2012	930 28	874 93	55 35
20 sh , Loews Corp	P	3/22/2011	2/3/2012	766 58	860 89	-94 31
15 sh , Microsoft Corp	P	3/22/2011	2/3/2012	454 34	379 19	75 15
12 sh , Monsanto Co	P	3/22/2011	2/3/2012	991 54	826 12	165 42
9 sh , Occidental Petroleum Corp	P	3/22/2011	2/3/2012	902 77	903 58	-0 81
127 sh , Progressive Corp	P	3/23/2011	2/3/2012	2671 26	2624 38	46 88

17 sh ; Sealed Air Corp	P	3/22/2011	2/3/2012	349 17	446 92	-97 75
27 sh , Bank New York Mellon Corp	P	1/27/2009	2/3/2012	592 77	660 86	-68 09
4 sh , Johnson & Johnson	P	8/3/2009	2/3/2012	262 63	242 78	19 85
15 sh , Johnson & Johnson	P	8/5/2009	2/3/2012	984 9	909 71	75 19
9 sh , Merck & Co , Inc	P	8/3/2009	2/3/2012	346 14	268 85	77 29
9 sh , Pfizer, Inc	P	11/12/2010	2/3/2012	190 84	152 54	38 3
3 sh , Pfizer, Inc	P	1/5/2011	2/3/2012	63 61	54 54	9 07
21 sh , Pfizer, Inc	P	1/11/2011	2/3/2012	445 3	383 94	61 36
3 sh , Wells Fargo Co	P	3/31/2008	2/3/2012	91 81	87 65	4 16
87 sh , Wells Fargo Co	P	6/27/2008	2/3/2012	2662 51	2105 54	556 97
79427 sh , Alleghany Corp	P	3/22/2011	3/13/2012	260 78	201 5	59 28
96 sh , Transatlantic Holdings	P	3/22/2011	3/13/2012	4624 33	4514 26	110 07
106 sh , Kraft Foods, Inc	P	3/22/2011	3/29/2012	3999 65	3288 95	710 7
159 sh , Grupo Televisa SA	P	3/22/2011	4/3/2012	3400 26	3685 48	-285 22
50 sh , Merck & Co	P	8/3/2009	4/24/2012	1914 01	1493 56	420 45
10 sh , Merck & Co	P	8/5/2009	4/24/2012	382 81	295 66	87 15
10 sh , Air Products & Chemicals, Inc	P	4/10/2012	6/5/2012	780 58	887 11	-106 53
7 sh , Potash Corp of Saskatchewan, Inc	P	3/29/2012	6/5/2012	266 83	315 69	-48 86
39 sh , American Express Co	P	3/22/2011	6/5/2012	2102 05	1748 9	353 15
54 sh , Baxter International, Inc	P	3/22/2011	6/8/2012	2721 81	2850 62	-128 81
5 sh , Becton Dickinson & Co	P	3/22/2011	6/5/2012	362 69	391 09	-28 4
53 sh , Becton Dickinson & Co	P	3/22/2011	6/19/2012	3956 93	4145 53	-188 6
6 sh , Bed Bath & Beyond, Inc	P	3/22/2011	6/5/2012	425 39	278 99	146 4
36 sh , CVS Caremark Corp	P	3/22/2011	6/5/2012	1583 96	1207 5	378 46
16 sh , Canadian Natural Resources, Ltd	P	3/22/2011	6/5/2012	446 07	793 12	-347 05
13 sh , Costco Wholesale Corp	P	3/22/2011	6/5/2012	1127 59	932 36	195 23
5 sh , Coca-Cola Co	P	3/22/2011	6/5/2012	366 79	318 45	48 34
5 sh , Diageo PLC	P	3/22/2011	6/5/2012	469 08	373 94	95 14
8 sh EOG Resources, Inc	P	3/22/2011	6/5/2012	731 98	912 17	-180 19
5 sh , Harley Davidson, Inc	P	3/22/2011	6/5/2012	232 69	199 93	32 76
2 sh , Johnson & Johnson	P	8/5/2009	6/5/2012	124 41	121 29	3 12
5 sh , Johnson & Johnson	P	9/14/2009	6/5/2012	311 05	301 89	9 16
7 sh , Lockheed Martin Corp	P	3/22/2011	6/5/2012	585 58	571 16	-5 58
6 sh , Loews Corp	P	3/22/2011	6/5/2012	229 97	258 27	-28 3
8 sh , Merck & Co	P	8/5/2009	6/5/2012	299 1	236 52	62 58
7 sh , Merck & Co	P	8/13/2009	6/5/2012	261 73	244 67	17 06
24 sh , Occidental Petroleum Corp	P	3/22/2011	6/5/2012	1946 35	2409 54	-463 19
10 sh , Progressive Corp Ohio	P	3/23/2011	6/5/2012	209 69	206 65	3 04
157 sh , Sealed Air Corp	P	3/22/2011	6/5/2012	2385 63	4127 41	-1741 78
8 sh , Transocean Ltd	P	3/22/2011	6/5/2012	323 03	637 75	-314 72
19 sh , Wells Fargo Co	P	6/27/2008	6/5/2012	577.77	459 82	117 95
37 sh , Wells Fargo Co	P	11/13/2008	6/5/2012	1125 15	1012 49	112 66
8 sh , Johnson & Johnson	P	9/14/2009	7/10/2012	543 17	483 02	60 15
6 sh , Johnson & Johnson	P	9/22/2009	7/10/2012	407 38	364 82	42 56
9 sh , Johnson & Johnson	P	11/12/2010	7/10/2012	611 07	573 89	37 18
134 sh , Johnson & Johnson	P	3/22/2011	7/10/2012	8098 22	7892 99	1205 23
34 sh , Lockheed Martin Corp	P	3/22/2011	7/24/2012	2993 66	2774 17	219 49
5 sh , Merck & Co	P	8/13/2010	7/11/2012	206 44	174 75	31 69
9 sh , Merck & Co	P	8/19/2010	7/11/2012	371 6	311 39	60 21
303 sh , Merck & Co	P	3/22/2011	7/11/2012	12510 56	9862 5	2648 06
15 sh , American Express Co	P	3/22/2011	9/14/2012	945 41	717 5	227 91
15 sh , CVS Corp	P	3/22/2011	9/14/2012	703 33	503 13	200 2
22 sh , Costco Wholesale Corp	P	3/22/2011	9/14/2012	2243 5	1577 83	665 67
5 sh , Devon Energy Corp	P	11/15/2010	9/14/2012	316 59	362 08	-45 49
5 sh , Express Scripts Holding Co	P	3/22/2011	9/14/2012	312 45	265 47	46 98
40 sh , Iron Mountain, Inc	P	3/22/2011	9/14/2012	1327 57	1166 57	161
93 sh , Progressive Corp Ohio	P	3/23/2011	9/14/2012	1930 63	1921 79	8 84
183 sh , Sealed Air Corp	P	3/22/2011	9/14/2012	2983 69	4810 91	-1827 22
3 sh , Wells Fargo Co	P	11/13/2008	9/14/2012	108 28	82 09	26 19
40 sh , Wells Fargo Co	P	12/1/2008	9/14/2012	1443 76	1018 66	425 1
2 sh , Wells Fargo Co	P	1/15/2009	9/14/2012	72 18	41 39	30 79
11 sh , Wells Fargo Co	P	1/27/2009	9/14/2012	397 05	178 62	218 43
2 Cap gain net income or (net cap loss)						156076 36

PART X, LINE 1a, AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES

	Morgan Stanley	Fifth Third	Old Nat. Tr.	Wells Fargo
01/31/12	154,030.33	296,340.42	190,171.34	845,006.80
02/29/12	157,259.22	305,354.12	195,604.24	838,209.79
03/31/12	156,778.80	303,577.82	199,748.47	839,477.64
04/30/12	148,261.99	299,588.21	199,026.20	835,513.37
05/31/12	163,399.52	281,933.36	188,091.76	795,601.93
06/30/12	159,227.46	291,712.71	191,271.85	782,602.31
07/31/12	158,017.37	292,687.51	193,599.41	764,775.07
08/31/12	148,878.90	294,446.20	196,797.51	774,629.72
09/30/12	142,344.98	298,881.61	200,210.61	769,713.04
10/31/12	130,102.68	294,045.77	197,841.59	766,982.33
11/30/12	129,123.93	295,089.98	198,896.67	763,183.22
12/31/12	128,432.87	96,193.23	199,419.09	920,178.44
Average	147,988.17	279,154.25	195,889.90	807,989.47

	Deer Creek	Evansville Commerce Bank
01/31/12	350,000.00	883,889.30
02/28/12	350,000.00	922,300.45
03/31/12	350,000.00	945,018.25
04/30/12	350,000.00	956,798.90
05/31/12	350,000.00	896,867.20
06/30/12	350,000.00	934,415.90
07/31/12	350,000.00	939,469.25
08/31/12	350,000.00	911,509.50
09/30/12	350,000.00	938,864.00
10/31/12	350,000.00	925,189.40
11/30/12	350,000.00	934,771.35
12/31/12	350,000.00	959,183.23
Average	350,000.00	929,023.06

Total avg. monthly fair market value of securities: 2,710,044.85

PART X, LINE 1b, AVERAGE OF MONTHLY CASH BALANCES

	1/01/12	2/01/12
Morgan Stanley	1,701.55	23,451.94
Fifth Third	10,607.45	13,505.24
Old National Trust Co.	4,769.21	4,828.62
Wells Fargo Advisors	43,533.54	44,243.79
Evansville Commerce Bank	<u>10,130.21</u>	<u>11,235.15</u>
	70,741.96	97,264.74

	2/01/12	2/29/12
Morgan Stanley	23,451.94	35,602.19
Fifth Third	13,505.24	13,525.93
Old National Trust Co.	4,828.62	5,619.18
Wells Fargo Advisors	44,243.79	35,746.39
Evansville Commerce Bank	<u>11,235.15</u>	<u>9,691.70</u>
	97,264.74	100,185.39

	3/01/12	3/31/12
Morgan Stanley	35,602.19	6,502.35
Fifth Third	13,525.93	8,696.79
Old National Trust Co.	5,619.18	5,838.65
Wells Fargo Advisors	35,749.39	44,127.32
Evansville Commerce Bank	<u>9,691.70</u>	<u>33,309.91</u>
	100,185.39	98,475.02

	4/01/12	4/30/12
Morgan Stanley	6,502.35	0.00
Fifth Third	8,696.79	5,533.12
Old National Trust Co.	5,838.65	1,585.29
Wells Fargo Advisors	44,127.32	47,527.75
Evansville Commerce Bank	<u>33,309.91</u>	<u>15,208.73</u>
	98,475.02	69,854.89

	5/01/12	5/31/12
Morgan Stanley	0.00	3,103.37
Fifth Third	5,533.12	2,307.84
Old National Trust Co.	3,021.02	2,759.87
Wells Fargo Advisors	47,527.75	43,248.63
Evansville Commerce Bank	<u>15,208.73</u>	<u>12,682.43</u>
	69,854.89	64,102.14

	6/01/12	6/30/12
Morgan Stanley	3,103.37	103.41
Fifth Third	2,307.84	3,171.03
Old National Trust Co.	1,355.58	2,819.86
Wells Fargo Advisors	43,248.63	38,251.24
Evansville Commerce Bank	<u>12,682.43</u>	<u>15,269.58</u>
	64,102.14	59,615.12

	7/01/12	7/31/12
Morgan Stanley	103.41	53.41
Fifth Third	3,171.03	3,941.90
Old National Trust Co.	2,819.86	2,573.06
Wells Fargo Advisors	38,251.24	64,866.88
Evansville Commerce Bank	<u>15,269.58</u>	<u>15,721.61</u>
	59,615.12	87,156.86

	8/01/12	8/31/12
Morgan Stanley	53.41	1,003.41
Fifth Third	3,941.90	1,045.59
Old National Trust Co.	2,573.06	2,693.37
Wells Fargo Advisors	64,866.88	67,831.22
Evansville Commerce Bank	<u>15,721.61</u>	<u>55,235.08</u>
	87,156.86	127,808.67

BUSSING-KOCH FOUNDATION, INC.

35-1780862

	9/01/12	9/30/12
Morgan Stanley	1,003.41	50,003.48
Fifth Third	1,045.59	2,495.11
Old National Trust Co.	2,693.37	3,104.78
Wells Fargo Advisors	67,831.22	38,267.66
Evansville Commerce Bank	<u>55,235.08</u>	<u>57,748.16</u>
	127,808.67	151,619.19

	10/01/12	10/31/12
Morgan Stanley	50,003.48	979.48
Fifth Third	2,495.11	5,086.59
Old National Trust Co.	3,104.78	3,070.26
Wells Fargo Advisors	38,267.66	38,665.35
Evansville Commerce Bank	<u>57,748.16</u>	<u>58,520.17</u>
	151,619.19	106,321.85

	11/01/12	11/30/12
Morgan Stanley	979.48	2,396.57
Fifth Third	5,086.59	390.45
Old National Trust Co.	3,070.26	3,041.15
Wells Fargo Advisors	38,665.35	48,909.85
Evansville Commerce Bank	<u>58,520.17</u>	<u>57,035.42</u>
	106,321.85	111,773.44

	12/01/12	12/31/12
Morgan Stanley	2,396.57	147,406.57
Fifth Third	390.45	3,592.90
Old National Trust Co.	3,041.15	4,722.67
Wells Fargo Advisors	48,909.85	45,337.22
Evansville Commerce Bank	<u>57,035.42</u>	<u>40,922.22</u>
	111,773.44	241,981.58

	J	F	M
Amt. of cash on 1st day	70,741.96	97,264.74	100,185.39
Amt. of cash on last day	<u>97,264.74</u>	<u>100,185.39</u>	<u>98,475.02</u>
	84,003.35	98,725.07	99,330.21

	A	M	J
Amt. of cash on 1st day	98,475.02	69,854.89	64,102.14
Amt. of cash on last day	<u>69,854.89</u>	<u>64,102.14</u>	<u>59,615.12</u>
Avg. monthly cash balance	84,164.96	66,978.52	61,858.63

	J	A	S
Amt. of cash on 1st day	59,615.12	87,156.86	127,808.67
Amt. of cash on last day	<u>87,156.86</u>	<u>127,808.67</u>	<u>151,619.19</u>
Avg. monthly cash balance	73,385.99	107,482.77	139,713.93

	O	N	D
Amt. of cash on 1st day	151,619.19	106,321.85	111,773.44
Amt. of cash on last day	<u>106,321.85</u>	<u>111,773.44</u>	<u>241,981.58</u>
Avg. monthly cash balance	128,970.52	109,047.65	176,877.51

Avg. monthly cash balance: J 84,003.35
 F 98,725.07
 M 99,330.21
 A 84,164.96
 M 66,978.52
 J 61,858.63
 J 73,385.99
 A 107,482.77
 S 139,713.93
 O 128,970.52
 N 109,047.65
 D 176,877.51

Average monthly cash balance $1,230,539.11 \times 1/12 = 102,544.93$

PART XV, LINE 3a, GRANTS AND CONTRIBUTIONS PAID DURING YEAR

Animalpalooza Animal Benefit & Music Festival, Inc.			
Evansville, IN	N/A	Public	General operating exp. 1,000
Big Brothers/Big Sisters of Southwestern Indiana, Inc.			
Evansville, IN	N/A	Public	Capital campaign 250
Boys and Girls Club of Evansville, Inc.			
Evansville, IN	N/A	Public	Capital campaign 25,000
			General operating exp. 3,200
Buffalo Trace Council, B.S.A., Inc.			
Evansville, IN	N/A	Public	General operating exp. 2,000
			Capital campaign 25,000
Catholic Education Foundation			
Evansville, IN	N/A	Public	Scholarships 2,000
Christ the King Catholic Church			
Evansville, IN	N/A	Public	General operating exp. 5,250
Coalition for Inner City Neighborhoods			
Evansville, IN	N/A	Public	General operating exp. 500
Community Marriage Builders			
Evansville, IN	N/A	Public	General operating exp. 1,000
Community Worship Arts, Inc.			
Evansville, IN	N/A	Public	General operating exp. 150
Congregations Acting for Justice and Empowerment, Inc.			
Evansville, IN	N/A	Public	General operating exp. 3,000
Counseling for Change			
Evansville, IN	N/A	Public	General operating exp. 2,500

Evansville African-American Museum Evansville, IN	N/A Public	General operating exp.	1,500
Evansville ARC Foundation, Inc. Evansville, IN	N/A Public	General operating exp. Capital campaign	2,500 25,000
Evansville Area Fundraising Council Evansville, IN	N/A Public	Training session	1,600
Evansville Catholic High Schools Evansville, IN	N/A Public	General operating exp. Capital campaign	750 50,000
Evansville Celebration of Diversity, Inc. Evansville, IN	N/A Public	General operating exp.	2,500
Evansville Coin Club, Inc. Evansville, IN	N/A Public	General operating exp.	2,500
Evansville Events, Inc. Evansville, IN	N/A Public	General operating exp.	5,000
Evansville Museum of Arts, History and Science Evansville, IN	N/A Public	Capital campaign	5,000
Evansville Parks Foundation Evansville, IN	N/A Public	General operating exp.	500
Evansville Philharmonic Orchestra Evansville, IN	N/A Public	General operating exp.	750
Evansville Zoological Society, Inc. Evansville, IN	N/A Public	General operating exp.	1,000
Faith Temple Evansville, IN	N/A Public	General operating exp.	1,000
Friends of Angel Mounds, Inc. Evansville, IN	N/A Public	General operating exp.	500
Girl Scouts of Southwestern Indiana Evansville, IN	N/A Public	General operating exp.	20,000
Holy Cross Central School Indianapolis, IN	N/A Public	General operating exp.	250
Indiana University Foundation, Inc. Bloomington, IN	N/A Public	Medical school	2,500
Ivy Tech Foundation, Inc. Evansville, IN	N/A Public	Capital campaign	10,000

Junior Diabetes Association Indianapolis, IN	N/A Public	General operating exp.	1,000
Kairos Prison Ministry Foundation Winter Park, FL	N/A Public	General operating exp.	250
Keep Evansville Beautiful Evansville, IN	N/A Public	General operating exp.	6,000
Kiwanis Club of North Side Evansville Foundation, Inc. Evansville, IN	N/A Public	Christmas parade	250
Liberty Day West Baden, IN	N/A Public	General operating exp.	300
Literacy Center Evansville, IN	N/A Public	General operating exp.	250
Little Sisters of the Poor of Evansville, Inc. Evansville, IN	N/A Public	General operating exp.	6,000
Marian Day School Evansville, IN	N/A Public	General operating exp.	1,000
Marian University Indianapolis, IN	N/A Public	School of Education	10,000
Media Ministries Evansville, IN	N/A Public	Gala	1,250
Meet Me Under the Bridge Indianapolis, IN	N/A Public	General operating exp.	250
Mike McCoy Ministries Jefferson, GA	N/A Public	General operating exp.	1,000
Muscular Dystrophy Assn. Evansville, IN	N/A Public	General operating exp.	1,000
Museum of Miniature Houses Indianapolis, IN	N/A Public	General operating exp.	50
National Trust for Historical Preservation Washington, D.C.	N/A Public	General operating exp.	750
Newman Club Evansville, IN	N/A Public	General operating exp.	500
Notre Dame Club of the Tri-State Evansville, IN	N/A Public	General operating exp.	3,100
Ohio Valley Search & Rescue, Inc. Evansville, IN	N/A Public	General operating exp.	1,500

Benjamin Harrison Presidential Site, Inc. Indianapolis, IN	N/A Public	General operating exp.	50
Public Education Foundation, Inc. Evansville, IN	N/A Public	General operating exp.	1,000
Reitz Memorial High School Evansville, IN	N/A Public	General operating exp.	11,000
The Reitz Home Preservation Society, Inc. Evansville, IN	N/A Public	To underwrite party	1,000
Ronald McDonald House Charities of the Ohio Valley, Inc. Evansville, IN	N/A Public	Capital campaign	10,000
St. John the Baptist Catholic Church Newburgh, IN	N/A Public	General operating exp.	500
St. Mary Catholic Church Evansville, IN	N/A Public	Capital campaign	25,000
St. Mary's Medical Center Foundation Evansville, IN	N/A Public	General operating exp. Capital campaign	3,970 30,000
St. Meinrad Archabbey & School of Theology St. Meinrad, IN	N/A Public	General operating exp.	2,500
St. Thomas Aquinas Catholic Church West Lafayette, IN	N/A Public	Copier	500
St. Vincent's Day Care Center Evansville, IN	N/A Public	General operating exp.	600
Salvation Army Evansville, IN	N/A Public	General operating exp.	1,000
Seton Harvest Evansville, IN	N/A Public	General operating exp.	5,000
Shriners Hospital Tampa, FL	N/A Public	General operating exp.	4,300
Society of St. Vincent de Paul Evansville, IN	N/A Public	General operating exp.	250
Southwestern Indiana Regional Council on Aging, Inc. Evansville, IN	N/A Public	General operating exp.	6,000

BUSSING-KOCH FOUNDATION, INC.

35-1780862

Tri-State Alliance, Inc. Evansville, IN	N/A Public	General operating exp.	250
Tri-State Multiple Sclerosis Foundation Evansville, IN	N/A Public	General operating exp.	1,000
United Caring Shelters Evansville, IN	N/A Public	General operating exp.	1,000
United Way of Southwestern Indiana Evansville, IN	N/A Public	General operating exp.	1,000
University of Evansville Evansville, IN	N/A Public	Capital campaign	48,000
University of Notre Dame Notre Dame, IN	N/A Public	General operating exp.	14,500
University of Southern Indiana Foundation Evansville, IN	N/A Public	General operating exp.	10,000
Vanderburgh Community Foundation Evansville, IN	N/A Public	General operating exp.	1,500
Vanderburgh County CASA, Inc. Evansville, IN	N/A Public	General operating exp.	1,000
YMCA of Southwestern Ind. Evansville, IN	N/A Public	Capital campaign	55,000
YWCA of Evansville, Ind. Evansville, IN	N/A Public	To underwrite banquet	800
Youth Resources of Southwestern Ind. Evansville, IN	N/A Public	General operating exp.	500
Total			475,370