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

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

2012

Open to public inspection

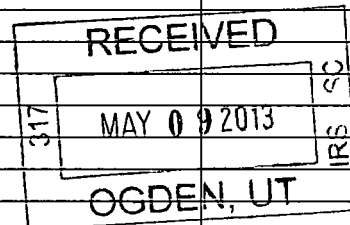
For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE BERNER CHARITABLE AND SCHOLARSHIP FOUNDATION</b>		A Employer identification number <b>36-3923844</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 06560</b>	Room/suite	B Telephone number <b>(321) 782-5885</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60606-6560</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 8,065,085.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		14.	14.		STATEMENT 1
4 Dividends and interest from securities		338,561.	338,561.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,928.			
b Gross sales price for all assets on line 6a		1,604,874.			
7 Capital gain net income (from Part IV, line 2)			1,928.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		340,503.	340,503.		
13 Compensation of officers, directors, trustees, etc		105,300.	84,240.		21,060.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		3,071.	3,071.		0.
b Accounting fees STMT 4		8,494.	6,795.		1,699.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		4,190.	974.		3,216.
19 Depreciation and depletion					
20 Occupancy		14,830.	11,864.		2,966.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		2,333.	1,866.		467.
24 Total operating and administrative expenses. Add lines 13 through 23		138,218.	108,810.		29,408.
25 Contributions, gifts, grants paid		547,713.			547,713.
26 Total expenses and disbursements. Add lines 24 and 25		685,931.	108,810.		577,121.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<345,428.>			
b Net investment income (if negative, enter -0-)			231,693.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	500,378.	761,332.	761,332.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 8</b>	6,457,393.	6,012,340.	6,178,266.
	c Investments - corporate bonds <b>STMT 9</b>	1,181,286.	981,462.	1,086,993.
11 Investments - land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ <b>5,880.</b>				
Less: accumulated depreciation <b>STMT 10</b> ▶ <b>5,880.</b>				
15 Other assets (describe ▶ <b>STATEMENT 11</b> )	0.	38,494.	38,494.	
<b>16 Total assets (to be completed by all filers)</b>	<b>8,139,057.</b>	<b>7,793,628.</b>	<b>8,065,085.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	8,139,057.	7,793,628.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
<b>30 Total net assets or fund balances</b>	<b>8,139,057.</b>	<b>7,793,628.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>8,139,057.</b>	<b>7,793,628.</b>		

**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	8,139,057.
2 Enter amount from Part I, line 27a	2	<345,428.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,793,629.
5 Decreases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,793,628.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a THRU MORGAN KEEGAN CO. - C.I.L.</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b THRU MORGAN KEEGAN CO - SEE STATEMENT</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c THRU MORGAN KEEGAN CO - SEE STATEMENT</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>d CAPITAL GAIN DISTRIBUTION</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>e</b>			

(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)
<b>a 15.</b>			<b>15.</b>
<b>b 329,256.</b>		<b>306,736.</b>	<b>22,520.</b>
<b>c 1,270,717.</b>		<b>1,296,210.</b>	<b>&lt;25,493.&gt;</b>
<b>d 4,886.</b>			<b>4,886.</b>
<b>e</b>			

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))
<b>a</b>			<b>15.</b>
<b>b</b>			<b>22,520.</b>
<b>c</b>			<b>&lt;25,493.&gt;</b>
<b>d</b>			<b>4,886.</b>
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b> <div style="float: right; border-left: 1px solid black; padding-left: 5px;">                 { If gain, also enter in Part I, line 7                  If (loss), enter -0- in Part I, line 7             </div>	<b>2</b>	<b>1,928.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	469,421.	8,068,395.	.058180
2010	420,859.	7,886,415.	.053365
2009	610,345.	6,649,601.	.091787
2008	683,578.	8,439,316.	.080999
2007	709,477.	10,504,941.	.067537

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.351868</b>
<b>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</b>	<b>3</b>	<b>.070374</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	<b>4</b>	<b>7,915,606.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>557,053.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>2,317.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>559,370.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>577,121.</b>

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,317.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,317.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,317.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000.	
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	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,683.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,683. Refunded <input checked="" type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

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

N/A

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**Part VII-A Statements Regarding Activities** (continued)

<b>11</b> 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		<b>X</b>
<b>12</b> 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		<b>X</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<b>X</b>	
<b>14</b> The books are in care of ► <b>RUBEN R. VERNOF</b> Telephone no. ► <b>312-782-5885</b> Located at ► <b>P.O. BOX 06560, CHICAGO, IL</b> ZIP+4 ► <b>60606-6560</b>			
<b>15</b> 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	<b>N/A</b>	
<b>16</b> 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	<b>Yes</b>	<b>No</b> <b>X</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b		<b>X</b>
<b>c</b> 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		<b>X</b>
<b>2</b> 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)):			
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ►			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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.)	<b>N/A</b>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<b>X</b>
<b>b</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		<b>X</b>

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**THE BERNER CHARITABLE AND SCHOLARSHIP  
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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

**6b** ☐ ☒
**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b** ☐ ☐
**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**
**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RUBEN R. VERNOF	TRUSTEE			
P.O. BOX 06560				
CHICAGO, IL 60606-6560	10.00	98,550.	0.	0.
NORMAN N. SCHWARTZ (DECEASED)	TRUSTEE			
P.O. BOX 06560				
CHICAGO, IL 60606-6560	2.00	6,750.	0.	0.

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

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

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

☒ 0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	<b>1a</b>	<b>7,448,644.</b>
b	Average of monthly cash balances	<b>1b</b>	<b>587,504.</b>
c	Fair market value of all other assets	<b>1c</b>	
d	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>8,036,148.</b>
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0.</b>
2	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0.</b>
3	Subtract line 2 from line 1d	<b>3</b>	<b>8,036,148.</b>
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>120,542.</b>
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>7,915,606.</b>
6	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>395,780.</b>

**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	<b>1</b>	<b>395,780.</b>
2a	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>2,317.</b>
b	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
c	Add lines 2a and 2b	<b>2c</b>	<b>2,317.</b>
3	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>393,463.</b>
4	Recoveries of amounts treated as qualifying distributions	<b>4</b>	<b>204,459.</b>
5	Add lines 3 and 4	<b>5</b>	<b>597,922.</b>
6	Deduction from distributable amount (see instructions)	<b>6</b>	<b>0.</b>
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>597,922.</b>

**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	<b>1a</b>	<b>577,121.</b>
b	Program-related investments - total from Part IX-B	<b>1b</b>	<b>0.</b>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	<b>3a</b>	
b	Cash distribution test (attach the required schedule)	<b>3b</b>	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>577,121.</b>
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	<b>5</b>	<b>2,317.</b>
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>574,804.</b>

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>597,922.</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008	159,253.			
<b>c</b> From 2009	181,246.			
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	340,499.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <b>577,121.</b>				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				577,121.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	20,801.			20,801.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	319,698.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	319,698.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	138,452.			
<b>b</b> Excess from 2009	181,246.			
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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<b>Part XIV</b>	<b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9)
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N/A

- ▶

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

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**Part XV** **Supplementary Information** (continued)

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

Recipient	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
Name and address (home or business)			**	
a Paid during the year				
ADKINS, HUNTER, III UNIVERSITY OF WEST GEORGIA CARROLLTON, GA 30118	NONE	N/A	SCHOLARSHIP GRANT	10,000.
ALS FOUNDATION, INC. (LES TURNER AMYTROPHIC LATERAL SCLEROSIS FDTN.) 5550 W. TOUHY SKOKIE, IL 60077	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	7,000.
AMERICAN CANCER SOCIETY 225 N. MICHIGAN AVE, SUITE 1200 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	CANCER RESEARCH, PREVENTION AND EDUCATION	15,000.
AMERICAN HEART ASSOCIATION 208 S. LASALLE ST., SUITE 1500 CHICAGO, IL 60604	NONE	PUBLIC CHARITY	RESEARCH OF HEART DISEASE AND ITS PREVENTION	15,000.
AMERICAN RED CROSS OF CHICAGO 2200 W. HARRISON ST. CHICAGO, IL 60612	NONE	PUBLIC CHARITY	PROVIDE IMMEDIATE BASIC NEEDS TO VICTIMS OF DISASTER	2,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	752,171.
b Approved for future payment				
CHILDREN'S ONCOLOGY SERVICES INC. 213 W. INSTITUTE PLACE CHICAGO, IL 60610	NONE	PUBLIC CHARITY	CANCER RESEARCH, PREVENTION AND EDUCATION	10,000.
Total			▶ 3b	10,000.

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\* \* SEE PURPOSE OF GRANT CONTINUATIONS

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN SOCIETY FOR TECHNION 55 E 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
ASPCA 520 EIGHTH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	PREVENTION OF CRUELTY TO ANIMALS	2,000.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
BARNETT, VANESSA AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
BOWEN, TREVOR ARMSTRONG ATLANTIC STATE UNIVERSITY SAVANNAH, GA 31419	NONE	N/A	SCHOLARSHIP GRANT	10,000.
BUCKNER, JOHN MERCER UNIVERSITY MACON, GA 31207	NONE	N/A	SCHOLARSHIP GRANT	5,000.
BURKE, SAVANNAH COLUMBUS STATE COLLEGE COLUMBUS, GA 31907	NONE	N/A	SCHOLARSHIP GRANT	6,250.
CHEW, ALEXANDER UNIVERSITY OF ILLINOIS - CHICAGO CHICAGO, IL 60607	NONE	N/A	SCHOLARSHIP GRANT	23,299.
CHICAGO LIGHTHOUSE FOR THE BLIND 1850 W. ROOSEVELT ROAD CHICAGO, IL 60608-9927	NONE	PUBLIC CHARITY	SERVICES TO BLIND AND VISUALLY IMPAIRED	15,000.
CHILDREN'S ONCOLOGY SERVICES INC. 213 W. INSTITUTE PLACE CHICAGO, IL 60610	NONE	PUBLIC CHARITY	CANCER RESEARCH, PREVENTION AND EDUCATION	5,000.
<b>Total from continuation sheets</b>				<b>703,171.</b>

**THE BERNER CHARITABLE AND SCHOLARSHIP  
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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
CONNELL, KELSEY LA GRANGE COLLEGE LAGRANGE, GA 30240	NONE	N/A	SCHOLARSHIP GRANT	6,048.
DAHEL, JULIA RUSH UNIVERSITY CHICAGO, IL 60612	NONE	N/A	SCHOLARSHIP GRANT	5,000.
DANIELS, ANNA K. AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
DEAL, REBECCA RUSH UNIVERSITY CHICAGO, IL 60612	NONE	N/A	SCHOLARSHIP GRANT	6,666.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PROVIDE MEDICAL ASSISTANCE	2,000.
EPILEPSY FOUNDATION 4351 GARDEN CITY DRIVE LANDOVER, MD 20785	NONE	PUBLIC CHARITY	AWARENESS, EDUCATION AND RESEARCH FOR EPILEPSY	2,000.
FARMER, ZACHARY BERRY COLLEGE MOUNT BERRY, GA 30149	NONE	N/A	SCHOLARSHIP GRANT	10,000.
GALSTER, ELEANOR UNIVERSITY OF GEORGIA ATHENS, GA 30602	NONE	N/A	SCHOLARSHIP GRANT	10,064.
GARRETT, DANIEL LAGRANGE COLLEGE LAGRANGE, GA 30240	NONE	N/A	SCHOLARSHIP GRANT	5,720.
GEORGIA STATE UNIVERSITY FOUNDATION P.O. BOX 3963 ATLANTA, GA 30302	NONE	PRIVATE FOUNDATION	SCHOLARSHIP FUND	268,967.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
GLENWOOD ACADEMY 500 W. 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
GLENWOOD WEST 41W400 SILVER GLEN ROAD ST. CHARLES, IL 60175	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
GLYNN, KAILEEN M. CARTHAGE COLLEGE KENOSHA, WI 53140	NONE	N/A	SCHOLARSHIP GRANT	5,000.
GOODSON, JOSHUA A. AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
HIXON, SHELBY AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
HOSIMER, PAMELA UNIVERSITY OF MARYLAND COLLEGE PARK, MD 20740	NONE	N/A	SCHOLARSHIP GRANT	5,416.
JCYS NORTHWEST FAMILY CENTER 1700 WIELAND ROAD BUFFALO GROVE, IL 60089	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
KIME, AARON RUSH UNIVERSITY CHICAGO, IL 60612	NONE	N/A	SCHOLARSHIP GRANT	6,666.
LAMPING, CORY INDIANA UNIVERSITY INDIANAPOLIS, IN 46206	NONE	N/A	SCHOLARSHIP GRANT	5,000.
LASERSON, SAMANTHA HUNTER COLLEGE NEW YORK, NY 10065	NONE	N/A	SCHOLARSHIP GRANT	8,000.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
LAUBE, REBECCA AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
LAWRENCE HALL YOUTH SERVICES 65 E WACKER PLACE CHICAGO, IL 60601	NONE	PUBLIC CHARITY	YOUTH SERVICES	4,000.
LEUKEMIA & LYMPHOMA SOCIETY 651 W. WASHINGTON BLVD., #400 CHICAGO, IL 60661	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
LITTLE CITY FOUNDATION P.O. BOX 8128 PALATINE, IL 60078	NONE	PUBLIC CHARITY	HUMANITARIAN	2,000.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
MAYO FOUNDATION - DEPARTMENT OF DEVELOPMENT 200 FIRST STREET S.W. ROCHESTER, MN 55905	NONE	PRIVATE FOUNDATION	MEDICAL RESEARCH	35,000.
MONTELEONE, KATHLEEN CHATHAM COLLEGE PITTSBURGH, PA 15232	NONE	N/A	SCHOLARSHIP GRANT	5,000.
MOSER-BLIEL, EVAN K. RUSH UNIVERSITY CHICAGO, IL 60612	NONE	N/A	SCHOLARSHIP GRANT	5,000.
NASH, JESSALYN COLUMBUS STATE COLLEGE COLUMBUS, GA 31907	NONE	N/A	SCHOLARSHIP GRANT	2,500.
NASH, JORDAN E. COLUMBUS STATE UNIVERSITY COLUMBUS, GA 31907	NONE	N/A	SCHOLARSHIP GRANT	5,000.
<b>Total from continuation sheets</b>				



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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL MULTIPLE SCLEROSIS SOCIETY 525 W. MONROE ST. CHICAGO, IL 60661	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
NORKIEWICZ, KENNETH UNIVERSITY OF ILLINOIS CHICAGO, IL 60607	NONE	N/A	SCHOLARSHIP GRANT	5,000.
NORTH SHORE UNIVERSITY HEALTH SYSTEM FOUNDATION 1033 UNIVERSITY PLACE, #450 EVANSTON, IL 60201	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
ORGAN TRANSPLANT SUPPORT P.O. BOX 471 NAPERVILLE, IL 60566	NONE	PUBLIC CHARITY	PROVIDES SUPPORT, COUNSELING, EDUCATION AND INFORMATIONAL PROGRAMS AND MATERIALS ON TRANSPLANTATION FOR	5,000.
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY, #1509 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
PATRICK, RACHEL UNIVERSITY OF GEORGIA ATHENS, GA 30602	NONE	N/A	SCHOLARSHIP GRANT	5,000.
PEREZ, ALEX C. UNIVERSITY OF WEST GEORGIA CARROLLTON, GA 30118	NONE	N/A	SCHOLARSHIP GRANT	10,000.
PETS FOR THE ELDERLY FOUNDATION P.O. BOX 226 WICKLIFFE, OH 44092	NONE	PUBLIC CHARITY	HELPING TO UNITE UNWANTED PETS WITH LONELY SENIOR CITIZENS	2,000.
PHILOGENE, CALEB BRADLEY UNIVERSITY PEORIA, IL 61625	NONE	N/A	SCHOLARSHIP GRANT	7,874.
PRATHER, AKERA FORT VALLEY STATE UNIVERSITY FORT VALLEY, GA 31030	NONE	N/A	SCHOLARSHIP GRANT	2,500.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
QUERIN, JESSIE AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
REACH FOR EXCELLENCE 3790 ASHFORD DUNWOODY ROAD ATLANTA, GA 30319	NONE	PUBLIC CHARITY	EDUCATIONAL ASSISTANCE	2,000.
RESPIRATORY HEALTH ASSOCIATION 1440 W. WASHINGTON BLVD. CHICAGO, IL 60607	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
ROBERSON, KAITLYN UNIVERSITY OF GEORGIA ATHENS, GA 30602	NONE	N/A	SCHOLARSHIP GRANT	7,155.
ROSENBALM, KATIE UNIVERSITY OF GEORGIA ATHENS, GA 30602	NONE	N/A	SCHOLARSHIP GRANT	5,000.
ROTWEIN, KELSEY UNIVERSITY OF ILLINOIS-CHGO CHICAGO, IL 60607	NONE	N/A	SCHOLARSHIP GRANT	3,023.
SCHANDELMEIER-BARTELS, CATHLEEN NORTHEASTERN ILLINOIS UNIVERSITY CHICAGO, IL 60625	NONE	N/A	SCHOLARSHIP GRANT	2,023.
SHECK, ZACHARY INDIANA UNIVERSITY BLOOMINGTON, IN 47401	NONE	N/A	SCHOLARSHIP GRANT	5,000.
SHUTT, LEANE AUBURN UNIVERSITY AUBURN, AL 36849	NONE	N/A	SCHOLARSHIP GRANT	10,000.
SIMON, AUSTIN ILLINOIS STATE UNIVERSITY NORMAL, IL 61761	NONE	N/A	SCHOLARSHIP GRANT	15,000.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
SIMON, BRETT ILLINOIS STATE UNIVERSITY NORMAL, IL 61761	NONE	N/A	SCHOLARSHIP GRANT	10,000.
SOLOMON SCHECHTER DAY SCHOOL 3210 DUNDEE ROAD NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000.
SPECIAL OLYMPICS ILLINOIS P.O. BOX 129 NORMAL, IL 61761	NONE	PUBLIC CHARITY	ATHLETICS FOR DISABLED	2,000.
ST. JUDE'S CHILDRENS RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,000.
THE THRESHOLDS 4101 N. RAVENSWOOD AVENUE SUITE 1 CHICAGO, IL 60613	NONE	PUBLIC CHARITY	MENTAL HEALTH SERVICES	2,000.
THE WILMER EYE INSTITUTE JOHNS HOPKINS UNIVERSITY 600 NORTH WOLFE STREET BALTIMORE, MD 21287	NONE	PUBLIC CHARITY	EDUCATION	2,000.
VEAL, DEANNA UNIVERSITY OF GEORGIA ATHENS, GA 30602	NONE	N/A	SCHOLARSHIP GRANT	5,000.
WEINDRUCH, KELSEY LUTHER COLLEGE DECORAH, IA 52101	NONE	N/A	SCHOLARSHIP GRANT	10,000.
WILSON, ANGELA SAVANNAH COLLEGE OF ART SAVANNAH, GA 31402	NONE	N/A	SCHOLARSHIP GRANT	10,000.
ZALCMAN, JULIE JOHNS HOPKINS UNIVERSITY BALTIMORE, MD 21287	NONE	N/A	SCHOLARSHIP GRANT	15,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ORGAN TRANSPLANT SUPPORT

PROVIDES SUPPORT, COUNSELING, EDUCATION AND INFORMATIONAL PROGRAMS AND  
MATERIALS ON TRANSPLANTATION FOR TRANSPLANT RECIPIENTS, CANDIDATES,  
THEIR FAMILIES, HEALTH CARE PROFESSIONALS, AND TRANSPLANT CENTERS



## Form 990-PF (2012)

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

**THE BERNER CHARITABLE AND  
SCHOLARSHIP FOUNDATION**

**BALANCE SHEET - LINE 10  
2012  
MORGAN KEEGAN ACCOUNT**

**36-3923844**

<u># Shares</u>	<u>Face</u>	<u>Description</u>	<u>Beginning of Year</u> <u>Book Value</u>	<u>End of Year</u> <u>Book Value</u>	<u>End of Year</u> <u>FMV</u>
<u>U.S. and State Government Obligations</u>					
<b>Totals, to Line 10a</b>			<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<u>Common Stocks</u>					
2,000		AFLAC, INC	\$ 13,500	\$ 13,500 00	\$ 106,240
7,000		AFLAC, INC	\$ 302,247	\$ 302,246 80	\$ 371,840
1,000		AFLAC, INC	\$ 23,827	\$ 23,826 88	\$ 53,120
3,000		AFLAC, INC	\$ 77,308	\$ 77,308 06	\$ 159,360
1,000		AFLAC, INC	\$ 36,936	\$ 36,935 44	\$ 53,120
1,000		AFLAC, INC	\$ 35,718	\$ 35,717 95	\$ 53,120
3,000		ALCOA, INC	\$ 33,488	\$ 33,487 80	\$ 26,040
3,000		ALCOA, INC	\$ 31,865	\$ 31,865 21	\$ 26,040
1,000		AMERICAN GREETINGS CORP	\$ 23,054	\$ -	\$ -
2,000		A T & T, INC	\$ 52,213	\$ -	\$ -
1,000		A T & T, INC	\$ 26,519	\$ -	\$ -
1,000		A T & T, INC	\$ 28,402	\$ -	\$ -
2,000		BANK OF AMERICA CORP	\$ 74,412	\$ 74,411 63	\$ 23,220
2,000		BANK OF AMERICA CORP	\$ 76,118	\$ 76,117 51	\$ 23,220
2,000		BANK OF AMERICA CORP	\$ 100,447	\$ 100,446 98	\$ 23,220
430		BANK OF AMERICA CORP	\$ 29,164	\$ 29,164 26	\$ 4,992
430		BANK OF AMERICA CORP	\$ 34,229	\$ 34,228 55	\$ 4,992
859		BANK OF AMERICA CORP	\$ 48,394	\$ 48,393 94	\$ 9,973
5,181		BANK OF AMERICA CORP	\$ 85,567	\$ 85,567 13	\$ 60,151
500		BERKSHIRE HATHAWAY, INC CLASS B	\$ 35,967	\$ 35,967 38	\$ 44,850
1,000		BP AMOCO PLC, ADR	\$ 55,935	\$ 55,935 23	\$ 41,640
1,000		BP AMOCO PLC, ADR	\$ 36,512	\$ 36,512 42	\$ 41,640
1,000		BP AMOCO PLC, ADR	\$ -	\$ 42,779 97	\$ 41,640
1,000		CHEVRON CORP	\$ 57,876	\$ 57,876 27	\$ 108,140
500		CHEVRON CORP	\$ -	\$ 51,920 00	\$ 54,070
2,000		CISCO SYSTEMS INC	\$ 35,808	\$ 35,808 17	\$ 39,298
2,000		CISCO SYSTEMS INC	\$ -	\$ 35,265 32	\$ 39,298
1,000		CITIGROUP INC	\$ 50,908	\$ 50,908 46	\$ 39,560
1,000		CITIGROUP INC	\$ -	\$ 33,938 81	\$ 39,560
1,000		CONOCOPHILLIPS	\$ 44,834	\$ 44,833 63	\$ 57,990
1,000		CONOCOPHILLIPS	\$ 44,656	\$ 44,655 53	\$ 57,990
1,000		CONOCOPHILLIPS	\$ 53,313	\$ 53,312 75	\$ 57,990
2,000		R R DONNELLEY & SONS CO	\$ 87,262	\$ -	\$ -
2,000		R R DONNELLEY & SONS CO	\$ 39,809	\$ -	\$ -
2,500		EATON VANCE TAX-MANAGED DIVERSIFIED EQ FD	\$ 46,715	\$ 46,714 79	\$ 23,425
2,500		EATON VANCE TAX-MANAGED DIVERSIFIED EQ FD	\$ 38,966	\$ 38,966 10	\$ 23,425
5,000		EATON VANCE TAX-MGD GLOBAL DIV EQ FD	\$ 93,939	\$ 93,938 54	\$ 44,050
3,000		EATON VANCE TAX-MGD GLOBAL DIV EQ FD	\$ 37,826	\$ 37,825 61	\$ 26,430
2,500		EATON VANCE RISK MANAGED DIVERSIFIED EQ FD	\$ 52,056	\$ 52,056 39	\$ 26,075
64		EATON VANCE RISK MANAGED DIVERSIFIED EQ FD - DR	\$ 1,125	\$ 1,125 00	\$ 668
259		EATON VANCE RISK MANAGED DIVERSIFIED EQ FD - DR	\$ 4,784	\$ 4,783 31	\$ 2,701
76		EATON VANCE RISK MANAGED DIVERSIFIED EQ FD - DR	\$ 1,260	\$ 1,259 91	\$ 793
500		EXXON MOBIL CORPORATION	\$ -	\$ 43,640 00	\$ 43,275
1,200		FIFTH THIRD BANK	\$ 12,812	\$ -	\$ -
1198 75		FIRST HORIZON NATIONAL CORP	\$ 28,048	\$ 28,048 17	\$ 11,880
1198 75		FIRST HORIZON NATIONAL CORP	\$ 27,051	\$ 27,050 66	\$ 11,880
2397 5		FIRST HORIZON NATIONAL CORP	\$ 48,478	\$ 48,477 52	\$ 23,759
1000		FORD MOTOR COMPANY	\$ 14,884	\$ 14,883 30	\$ 12,950
3000		FORD MOTOR COMPANY	\$ 32,800	\$ 32,800 12	\$ 38,850
1000		FREEMPORT MCMORAN COPPER & GOLD CL B	\$ 52,136	\$ 52,136 18	\$ 34,200
1000		FREEMPORT MCMORAN COPPER & GOLD CL B	\$ -	\$ 38,333 68	\$ 34,200

**THE BERNER CHARITABLE AND  
SCHOLARSHIP FOUNDATION**

**BALANCE SHEET - LINE 10  
2012  
MORGAN KEEGAN ACCOUNT**

**36-3923844**

<u># Shares</u>	<u>Face</u>	<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>End of Year</u>
			<u>Book Value</u>	<u>Book Value</u>	<u>FMV</u>
2,000		GENERAL ELECTRIC CO	\$ 24,769	\$ -	\$ -
1,000		GENERAL MOTORS COMPANY (NEW)	\$ 38,495	\$ 38,494 53	\$ 28,830
500		GENERAL MOTORS COMPANY (NEW)	\$ 16,152	\$ 16,152 10	\$ 14,415
2,000		HALLIBURTON CO (HOLDING CO )	\$ -	\$ 73,989 71	\$ 69,380
100		HOSPIRA INC	\$ 5,762	\$ 5,762 49	\$ 3,124
1,000		INTEL CORP	\$ 23,282	\$ 23,282 30	\$ 20,620
2,000		INTEL CORP	\$ 46,328	\$ 46,328 15	\$ 41,240
3,000		INTEL CORP	\$ 64,723	\$ 64,723 11	\$ 61,860
2,000		INTERNATIONAL PAPER CO	\$ 41,395	\$ -	\$ -
1,000		JOHNSON & JOHNSON	\$ 66,826	\$ 66,826 14	\$ 70,100
2,000		JP MORGAN CHASE & CO	\$ 74,207	\$ 74,207 07	\$ 87,938
1,000		JP MORGAN CHASE & CO	\$ -	\$ 37,860 20	\$ 43,969
1,000		KAYNE ANDERSON MLP INVT COMPANY	\$ 20,161	\$ 20,161 44	\$ 29,470
2,000		KAYNE ANDERSON ENERGY TOTAL RETURN FD	\$ 44,086	\$ 44,085 72	\$ 49,180
135		KAYNE ANDERSON ENERGY TOTAL RETURN FD	\$ 3,778	\$ 3,777 64	\$ 3,320
209		KAYNE ANDERSON ENERGY TOTAL RETURN FD	\$ 4,516	\$ 4,516 10	\$ 5,145
87		KAYNE ANDERSON ENERGY TOTAL RETURN FD	\$ 1,211	\$ 1,211 33	\$ 2,133
3,000		KAYNE ANDERSON ENERGY DEV CO	\$ 62,804	\$ 62,804 43	\$ 73,320
333		KRAFT FOODS, INC	\$ 10,007	\$ 10,006 98	\$ 15,142
1,667		KRAFT FOODS, INC	\$ -	\$ 75,120 29	\$ 75,798
2,500		LOWES COMPANIES INC	\$ -	\$ -	\$ -
4,000		MANULIFE FINANCIAL CORP FTW	\$ 41,715	\$ -	\$ -
1,000		MEDTRONIC INC	\$ 45,453	\$ 45,453 34	\$ 41,020
1,000		MEDTRONIC INC	\$ -	\$ 39,833 26	\$ 41,020
1,000		MICROSOFT CORP	\$ 34,865	\$ 34,865 11	\$ 26,709
1,000		MICROSOFT CORP	\$ 26,145	\$ 26,144 80	\$ 26,709
1,000		MONDELEZ INTERNATIONAL, INC	\$ 18,539	\$ 18,538 59	\$ 25,453
1,000		PEABODY ENERGY CORP	\$ 36,132	\$ 36,132 12	\$ 26,610
1,000		PEABODY ENERGY CORP	\$ -	\$ 38,568 42	\$ 26,610
1,000		PEPSICO, INC	\$ 50,721	\$ 50,721 01	\$ 68,430
500		PEPSICO, INC	\$ 21,043	\$ 21,043 14	\$ 34,215
500		PHILLIPS 66	\$ 13,324	\$ 13,323 89	\$ 26,550
500		PHILLIPS 66	\$ 13,271	\$ 13,270 96	\$ 26,550
500		PHILLIPS 66	\$ 15,843	\$ 15,843 76	\$ 26,550
2,000		POTASH CORP SASK INC FTW	\$ -	\$ 85,792 50	\$ 81,380
500		PRAXAIR, INC	\$ 42,171	\$ -	\$ -
1,000		ROYAL DUTCH SHELL PLC ADR CL A	\$ 52,824	\$ 52,823 77	\$ 68,950
768		ROYCE FD MICRO CAP FUND	\$ 12,840	\$ 12,840 00	\$ 10,045
33		ROYCE FD MICRO CAP FUND - DR	\$ 250	\$ 250 00	\$ 437
6		ROYCE FD MICRO CAP FUND - DR	\$ 75	\$ 75 00	\$ 78
7		ROYCE FD MICRO CAP FUND - DR	\$ 103	\$ 103 00	\$ 92
47		ROYCE FD MICRO CAP FUND - DR	\$ 611	\$ 611 00	\$ 615
59		ROYCE FD MICRO CAP FUND - DR	\$ -	\$ 735 52	\$ 762
2,000		RUBICON TECHNOLOGIES, INC	\$ 59,636	\$ -	\$ -
2,000		RUBICON TECHNOLOGIES, INC	\$ 7,678	\$ 7,677 95	\$ 12,220
1,000		SHANGPHARMA CORP	\$ 13,467	\$ 13,467 28	\$ 8,590
2,000		SUNTRUST BANKS, INC	\$ 46,987	\$ 46,986 88	\$ 56,700
5,000		SUPERVALU, INC	\$ 38,807	\$ 38,807 16	\$ 12,350
10,000		SUPERVALU, INC	\$ -	\$ 25,238 76	\$ 24,700
1,500		TEXTRON, INC	\$ -	\$ -	\$ -
2,000		TOTAL FINA ELF S A	\$ -	\$ 101,085 02	\$ 104,020
800		VERIZON COMMUNICATIONS	\$ -	\$ -	\$ -
1,200		VERIZON COMMUNICATIONS	\$ -	\$ -	\$ -
1,000		WASTE MANAGEMENT INC (NEW)	\$ 30,915	\$ -	\$ -
3,169		WESTERN ASSETS EMERGING MKTS DEBT FD INC	\$ -	\$ -	\$ -
500		WALGREEN CO NEW	\$ 3,832	\$ -	\$ -
2,000		WELLS FARGO & CO NEW	\$ 58,921	\$ 58,920 93	\$ 68,360
398		WELLS FARGO & CO NEW	\$ 52,000	\$ 52,000 00	\$ 13,604



**THE BERNER CHARITABLE AND  
SCHOLARSHIP FOUNDATION**

**BALANCE SHEET - LINE 10  
2012  
MORGAN KEEGAN ACCOUNT**

**36-3923844**

<u># Shares</u>	<u>Face</u>	<u>Description</u>	<u>Beginning of Year</u> <u>Book Value</u>	<u>End of Year</u> <u>Book Value</u>	<u>End of Year</u> <u>FMV</u>
398		WELLS FARGO & CO NEW	\$ 100,426	\$ 100,426 29	\$ 13,604
299		WELLS FARGO & CO NEW	\$ 41,226	\$ 41,225 66	\$ 10,220

**PREFERRED STOCKS**

2,000		REPSOL INT'L CAP LTD 7 45%	\$ -	\$ -	\$ -
4,000		AEGON N V CAP SECS, 6 375%	\$ 100,000	\$ 100,000 00	\$ 100,640
2,000		BAC CAPITAL TRUST III, 7 00%	\$ 54,324	\$ -	\$ -
1,000		BARCLAYS BANK PLC 6 625%	\$ 25,000	\$ 25,000 00	\$ 25,000
4,500		BARCLAYS BANK PLC 6 625%	\$ 98,057	\$ 98,057 42	\$ 112,500
2,000		CAPITAL ONE CAPITAL II, 7 50%	\$ 50,000	\$ 50,000 00	\$ 49,680
2,000		COMCAST CORP, 7 0%	\$ -	\$ -	\$ -
2,000		CORTS FOR UNUMPROVIDENT II, 8 2%	\$ 50,000	\$ 50,000 00	\$ 55,800
4,000		COUNTRYWIDE CAPITAL V, 7 0%	\$ 100,000	\$ 100,000 00	\$ 100,760
2,000		DUKE REALTY CORP SER K, 5 842%	\$ 51,500	\$ 51,500 00	\$ 49,944
4,000		KEYCORP CAPITAL VIII, 7 0%	\$ -	\$ -	\$ -
2,000		MNBA CAP TR PFD SER E, 8 10%	\$ 50,805	\$ -	\$ -
2,000		MERRILL LYNCH TR V, 7 28%	\$ 49,665	\$ 49,665 08	\$ 50,100
4,000		ML CAP TR, 7 0% PERPETUAL	\$ 108,517	\$ 108,516 67	\$ 99,960
2,490		MERRILL LYNCH PFD CAP TR IV, 7 120%	\$ 39,925	\$ 39,925 05	\$ 62,150
4,000		MORGAN STANLEY CP TR III, 6 25%	\$ 99,880	\$ 99,880 00	\$ 99,868
4,000		NATIONAL CITY CAP TR III, 6 625%	\$ 100,000	\$ -	\$ -
2,000		PARTNERRE LTD, 6 75%	\$ 50,000	\$ 50,000 00	\$ 50,420
4,000		PROLOGIS INC 6 75% PFD	\$ 102,500	\$ 102,500 00	\$ 100,040
2,000		PROTECTIVE LIFE CORP 7 25%	\$ 50,000	\$ -	\$ -
2,000		PS BUSINESS PARKS, INC 7 375%	\$ 50,000	\$ -	\$ -
2,000		PUBLIC STORAGE 6 25% PFD	\$ 50,000	\$ -	\$ -
2,000		PUBLIC STORAGE 6 50% PERPETUAL PFD	\$ 51,400	\$ -	\$ -
2,000		PUBLIC STORAGE INC 6 18%	\$ 50,000	\$ -	\$ -
4,000		ROYAL BANK OF SCOTLAND, 5 75%, PFD SER B	\$ 100,720	\$ 100,720 00	\$ 88,480
2,000		ROYAL BANK OF SCOTLAND, 6 35%, PFD SER N	\$ 50,000	\$ 50,000 00	\$ 45,038
2,000		SEARS ROEBUCK ACCEPT CO, 7 40%	\$ 50,700	\$ 50,700 00	\$ 23,312
2,000		TORCHMARK CAP TR III, 7 10	\$ 50,100	\$ -	\$ -
2,000		VORNADO REALTY TRUST, 6 625%	\$ 49,280	\$ 49,280 00	\$ 50,280
4,000		WACHOVIA CAP TR IX 6 375%	\$ 100,000	\$ -	\$ -
2,700		WACHOVIA CAP TRUST IV, 6 375%	\$ 48,018	\$ -	\$ -

**Totals, to line 10b**

**\$ 5,427,883 \$ 4,982,830 43 \$ 4,762,983**

**Corporate Bonds**

100,000		AETNA SVC IND DEB, 6 75%	\$ 96,377	\$ 96,377 00	\$ 103,153
50,000		BANK OF AMERICA CORP, INTERNOTES, 6 0%	\$ 48,817	\$ 48,817 00	\$ 56,081
100,000		BANKERS TR NY CORP, 7 50%	\$ 102,486	\$ 102,486 00	\$ 110,858
83,000		DOLE FOODS CO DEB, 7 875%	\$ 85,762	\$ 85,762 09	\$ 86,113
109,000		FIRST TENNESSEE BANK, 5 650%	\$ 110,907	\$ 110,907 50	\$ 119,386
200,000		FORD MOTOR CR MEDTERM 7 30%	\$ 199,687	\$ -	\$ -
184,000		GA PACIFIC CORP DEB, 7 70%	\$ 182,223	\$ 182,222 56	\$ 212,551
100,000		IRON MOUNTAIN INC, 8 0%	\$ 99,505	\$ 99,505 00	\$ 105,500
100,000		BANK OF AMERICA CORP, 7 75%	\$ 104,700	\$ 104,700 00	\$ 113,278
95,000		NEW AMER HLDG INC, 8 0%	\$ 95,669	\$ 95,669 00	\$ 117,322

THE BERNER CHARITABLE AND  
SCHOLARSHIP FOUNDATION

BALANCE SHEET - LINE 10  
2012  
MORGAN KEEGAN ACCOUNT

36-3923844

<u># Shares</u>		<u>Beginning of Year</u>	<u>End of Year</u>	<u>End of Year</u>
<u>Face</u>	<u>Description</u>	<u>Book Value</u>	<u>Book Value</u>	<u>FMV</u>
Totals, to line 10c		\$ 1,126,133	\$ 926,446 15	\$ 1,024,242

**THE BERNER CHARITABLE AND SCHOLARSHIP FOUNDATION**  
**SCHEDULE OF SECURITY SALES AND GAIN OR (LOSS)**  
**FOR THE YEAR ENDING DECEMBER 31, 2012**

36-3923844

<u>Quantity</u>		<u>Security</u>	<u>Purchase/</u> <u>Donated</u>	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Sale</u> <u>Proceeds</u>	<u>Cost</u>	<u>Gain or</u> <u>(Loss)</u>
<b>Through Morgan Keegan Co. Account:</b>								
1,000	sh	American Greetings Corp	P	1/20/2012	7/20/2012	\$ 12,672 91	\$ 14,449 00	\$ (1,776 09)
2,000	sh	Bank New York Mellon Corp	P	1/20/2012	12/6/2012	\$ 46,846 35	\$ 43,106 50	\$ 3,739 85
2,000	sh	Chesapeake Energy Corporation	P	5/3/2012	7/9/2012	\$ 39,366 22	\$ 34,922 52	\$ 4,443 70
2,000	sh	CSX Corporation	P	3/21/2012	9/20/2012	\$ 42,512 05	\$ 43,749 88	\$ (1,237 83)
4,000	sh	Manulife Financial Corp FTW	P	12/13/2011	12/6/2012	\$ 50,908 19	\$ 41,714 69	\$ 9,193 50
1,000	sh	Waste Management Inc (New)	P	8/5/2011	2/7/2012	\$ 34,769 10	\$ 30,914 72	\$ 3,854 38
1,000	sh	Walgreen Co New	P	3/21/2012	7/24/2012	\$ 33,685 21	\$ 34,232 14	\$ (546 93)
1,000	sh	Walgreen Co New	P	7/17/2012	7/24/2012	\$ 33,685 21	\$ 31,000 17	\$ 2,685 04
2,000	sh	Safeway, Inc	P	08/08/12	12/28/12	\$ 34,810 50	\$ 32,646.16	\$ 2,164 34
<b>Total Morgan Keegan Short-Term</b>						<b>\$ 329,255 74</b>	<b>\$ 306,735 78</b>	<b>\$ 22,519 96</b>
1,000	sh	American Greetings Corp	P	03/09/11	07/20/12	\$ 12,672 91	\$ 23,054 20	\$ (10,381 29)
2,000	sh	AT&T, Inc	P	07/29/09	06/20/12	\$ 70,349 77	\$ 52,213 46	\$ 18,136 31
1,000	sh	AT&T, Inc	P	10/30/09	06/20/12	\$ 35,174 89	\$ 26,518 50	\$ 8,656 39
1,000	sh	AT&T, Inc	P	02/19/11	06/20/12	\$ 35,174 88	\$ 28,402 15	\$ 6,772 73
2,000	sh	RR Donnelley & Sons Co	P	05/22/07	10/25/12	\$ 20,284 31	\$ 87,262 46	\$ (66,978 15)
2,000	sh	RR Donnelley & Sons Co	P	06/15/11	10/25/12	\$ 20,284 30	\$ 39,809 18	\$ (19,524 88)
1,200	sh	Fifth Third Bank	P	09/04/09	06/20/12	\$ 15,409 12	\$ 12,811 95	\$ 2,597 17
2,000	sh	General Electric Co	P	07/29/09	09/28/12	\$ 44,876 85	\$ 24,769 47	\$ 20,107 38
2,000	sh	International Paper Co	P	08/31/10	04/23/12	\$ 63,856 68	\$ 41,395 92	\$ 22,460 76
500	sh	Praxair, Inc	P	11/14/07	04/24/12	\$ 55,655 69	\$ 42,171 50	\$ 13,484 19
2,000	sh	Rubicon Technologies, Inc	P	04/01/08	12/17/12	\$ 12,634 50	\$ 59,635 50	\$ (47,001 00)
500	sh	Walgreen Co New	P	12/06/95	07/24/12	\$ 16,842 61	\$ 3,832 18	\$ 13,010 43
2,000	sh	BAC Capital Trust III, 7 0%	P	12/19/03	11/05/12	\$ 50,000 00	\$ 54,323 76	\$ (4,323 76)
2,000	sh	MNBA Cap Tr Pfd Ser E 8 10%	P	12/19/02	07/25/12	\$ 50,000 00	\$ 50,805 00	\$ (805 00)
4,000	sh	Natl City Cap Tr III 6 625%	P	05/18/07	05/25/12	\$ 100,000 00	\$ 100,000 00	\$ -
752	sh	Protective Life Corp , 7 25%	P	06/30/06	06/14/12	\$ 18,800 00	\$ 18,800 00	\$ -
1,248	sh	Protective Life Corp , 7 25%	P	06/30/06	09/04/12	\$ 31,200 00	\$ 31,200 00	\$ -
2,000	sh	PS Business Parks Inc 7 375%	P	05/18/06	02/13/12	\$ 50,000 00	\$ 50,000 00	\$ -
2,000	sh	Public Storage 6 5% Perpetual PFD	P	02/13/04	08/06/12	\$ 50,000 00	\$ 51,400 00	\$ (1,400 00)
2,000	sh	Public Storage, 6 25% PFD	P	03/05/04	12/27/12	\$ 50,000 00	\$ 50,000 00	\$ -
2,000	sh	Public Storage Inc , 6 18%	P	02/15/05	12/27/12	\$ 50,000 00	\$ 50,000 00	\$ -
2,000	sh	Torchmark Cap TR III, 7 10%	P	06/30/06	10/24/12	\$ 50,000 00	\$ 50,100 00	\$ (100 00)
4,000	sh	Wachovia Cap TR IX 6 375%	P	05/01/07	06/15/12	\$ 100,000 00	\$ 100,000 00	\$ -
2,700	sh	Wachovia Cap TR IV 6 375%	P	12/15/08	04/13/12	\$ 67,500 00	\$ 48,018 26	\$ 19,481 74
100,000	sh	Ford Motor Cr Medterm 7 30%	P	01/07/97	01/23/12	\$ 100,000 00	\$ 100,000 00	\$ -
100,000	sh	Ford Motor Cr Medterm 7 30%	P	01/13/97	01/23/12	\$ 100,000 00	\$ 99,687 00	\$ 313 00
<b>Total Morgan Keegan Co. - Long Term</b>						<b>\$ 1,270,716 51</b>	<b>\$ 1,296,210 49</b>	<b>\$ (25,493 98)</b>

990-PF

[illegible]

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

SOURCE	AMOUNT
CHASE BANK	9.
US BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	338,561.	0.	338,561.
TOTAL TO FM 990-PF, PART I, LN 4	338,561.	0.	338,561.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEWIS, TAYLOR, & TODD	3,071.	3,071.		0.
TO FM 990-PF, PG 1, LN 16A	3,071.	3,071.		0.

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VERNOF, SCHWARTZ & CO., C.P.A.'S	8,494.	6,795.		1,699.
TO FORM 990-PF, PG 1, LN 16B	8,494.	6,795.		1,699.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	974.	974.		0.	
EXCISE TAXES	3,216.	0.		3,216.	
TO FORM 990-PF, PG 1, LN 18	4,190.	974.		3,216.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	750.	600.		150.	
BANK CHARGES	388.	310.		78.	
PROFESSIONAL DUES	1,195.	956.		239.	
TO FORM 990-PF, PG 1, LN 23	2,333.	1,866.		467.	

FOOTNOTES				STATEMENT	7
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1. THE SCHOLARSHIP SELECTION COMMITTEE CONSISTS OF RUBEN R. VERNOF, CO-TRUSTEE, JEFFREY TODD, WILLIS GODOWNS, BARNEY BERLIN, DAVID KLEINERMAN, MARTHA ANN TODD AND LINDA NEYLON. A MAJORITY OF THE COMMITTEE SHALL ELECT THE PERSON OR PERSONS TO WHOM THE SCHOLARSHIPS ARE AWARDED.

2. ONLY RESIDENTS OF THE UNITED STATES OF AMERICA ARE ELIGIBLE TO BE RECIPIENTS OF THESE SCHOLARSHIPS. ELIGIBLE STUDENTS ARE THOSE WHO ARE PLANNING TO ATTEND OR ARE ATTENDING ANY ACCREDITED UNITED STATES COLLEGE OR UNIVERSITY GRANTING ANY OF THE FOLLOWING DEGREES: BACHELORS, MASTERS, DOCTOR OF PHILOSOPHY, DOCTOR OF MEDICINE, DOCTOR OF DENTISTRY, DOCTOR OF LAWS, DOCTOR OF VETERINARY MEDICINE OR OTHER COMMONLY ACCEPTED ACCREDITED ADVANCED DEGREES.

3. PERSONS OF BOTH SEXES AND ALL AGES, RACES AND RELIGIONS SHALL BE ELIGIBLE TO RECEIVE THESE SCHOLARSHIPS. SELECTION SHALL BE BASED ON SCHOLASTIC ACHIEVEMENT OR THE POTENTIAL TO MAKE SCHOLASTIC ACHIEVEMENTS, FINANCIAL NEED AND DEMONSTRATED QUALITY OF LEADERSHIP.

4. THE NUMBER OF POTENTIAL RECIPIENTS WILL DEPEND ON THE

AMOUNT OF AVAILABLE FUNDS, AND IT IS ANTICIPATED TO BE AT LEAST FOUR (4) PER YEAR.

5. APPLICANTS MUST GRADUATE FROM HIGH SCHOOL WITH A "C" AVERAGE OR BETTER IF THE SCHOLARSHIP IS FOR AN UNDERGRADUATE DEGREE. IF THE STUDENT IS SEEKING A GRADUATE DEGREE, HE OR SHE MUST HAVE GRADUATED COLLEGE WITH A "C" OR BETTER AVERAGE. APPLICANTS MUST ENROLL AS FULL-TIME STUDENTS AND CARRY A FULL-TIME COURSE LOAD.

6. THE AVAILABILITY OF THE GRANT WILL BE PUBLICIZED THROUGH THE FINANCIAL AID OFFICES OF THE RESPECTIVE SCHOOLS.

7. THE GRANT WILL BE PAID TO THE RECIPIENT, TO HIS OR HER FAMILY, OR DIRECTLY TO THE COLLEGE OR UNIVERSITY FOR THE BENEFIT OF THE RECIPIENT.

A) ARRANGEMENTS WILL BE MADE TO RECEIVE REPORTS OF COURSES TAKEN AND GRADES IN EACH ACADEMIC PERIOD.

B) IN THE EVENT THAT A RECIPIENT SHALL FAIL TO MAINTAIN AN AVERAGE OF "C" OR BETTER, SHOULD ABANDON COLLEGE OR UNIVERSITY ATTENDANCE, SHOULD DIE, OR SHOULD FAIL TO COMPLETE ONE ACADEMIC YEAR WITHIN TWELVE (12) MONTHS FROM THE BEGINNING OF THE SCHOLASTIC YEAR NEXT FOLLOWING HIS OR HER AWARD, THE SCHOLARSHIP SHALL BE TERMINATED IN THE DISCRETION OF THE SELECTION COMMITTEE AND THE UNUSED PORTIONS OF THE SCHOLARSHIP SHALL BE PROMPTLY REFUNDED TO THE TRUSTEE.

C) THE SELECTION COMMITTEE SHALL SELECT ONE OR MORE ALTERNATES WHO SHALL BE THE RECIPIENTS OF THE SCHOLARSHIPS PREVIOUSLY AWARDED TO PERSONS WHO, PRIOR TO BEGINING SUCH ADACEMIC YEAR, FAIL TO ENTER HIS OR HER COLLEGE OR UNIVERSITY.

8. NO GRANTS WILL BE AWARDED TO ANY DISQUALIFIED PERSON AS DESCRIBED IN SEC. 4946(A) OF THE INTERNAL REVENUE CODE.

9. THE RECIPIENT WILL BE REQUIRED TO EXECUTE A PROMISSORY NOTE IN ACCORDANCE WITH THE TERMS OF THE TRUST DOCUMENT AND NO SECURITY WILL BE REQUIRED.

10. THE PROCEDURES IN MAKING AND MANAGING THE LOAN PORTION OF THE SCHOLARSHIP GRANTS WILL NOT DIFFER IN ANY MATERIAL WAY FROM THE PROCEDURES DESCRIBED IN 1, 2, 3, 5, 6 AND 7.

11. TO THE EXTENT THAT THE TRUSTEE ELECTS NOT TO DISTRIBUTE THE ENTIRE NET INCOME OF THE TRUST IN ANY YEAR FOR SCHOLARSHIP PURPOSES, THE TRUSTEE SHALL DISTRIBUTE THE BALANCE OF THE NET INCOME FOR ANY SUCH YEAR TO ANY ONE OR MORE CHARITABLE ORGANIZATIONS AS THE TRUSTEE SHALL DEEM APPROPRIATE.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN KEEGAN - SEE STATEMENT ATTACHED	4,982,830.	4,762,983.
WAYNE HUMMER ACCOUNT - SEE STATEMENT ATTACHED	1,029,510.	1,415,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,012,340.	6,178,266.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN KEEGAN - SEE STATEMENT ATTACHED	926,446.	1,024,242.
WAYNE HUMMER ACCOUNT - SEE STATEMENT ATTACHED	55,016.	62,751.
TOTAL TO FORM 990-PF, PART II, LINE 10C	981,462.	1,086,993.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MINOLTA PHOTOCOPIER	3,668.	3,668.	0.
FIREPROOF FILE CABINET	2,212.	2,212.	0.
TOTAL TO FM 990-PF, PART II, LN 14	5,880.	5,880.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL ESTIMATED TAX DEPOSIT	0.	3,683.	3,683.
MORGAN KEEGAN - IN TRANSIT RECEIVABLE	0.	34,811.	34,811.
TO FORM 990-PF, PART II, LINE 15	0.	38,494.	38,494.