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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation The Johnsie Flock Fildes Foundation, Ltd		A Employer identification number 36-4542462
Number and street (or P O box number if mail is not delivered to street address) P O Box 357		B Telephone number (see instructions) 618/395-8491
City or town, state, and ZIP code Olney, IL 62450		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,392,198		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	211,553	211,553		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	40,079			
	b Gross sales price for all assets on line 6a	443,098			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	251,632	211,553	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	2,500			
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	31,107			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	33,607	0	0	0
	25 Contributions, gifts, grants paid	175,785			175,785
26 Total expenses and disbursements. Add lines 24 and 25	209,392	0	0	175,785	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	42,240				
b Net investment income (if negative, enter -0-)		211,553			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (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	43,346	118,013	118,013
	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			
	10 a Investments—U S and state government obligations (attach schedule)	506,548	215,811	252,900
	b Investments—corporate stock (attach schedule)	1,213,919	3,260,897	3,698,544
	c Investments—corporate bonds (attach schedule)	2,472,367	1,084,557	1,322,741
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,236,180	4,679,278	5,392,198	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	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			
	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)	0	0	
31 Total liabilities and net assets/fund balances (see instructions)	0	0		

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	0
2 Enter amount from Part I, line 27a	2	42,240
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	42,240
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	42,240

Part IV Capital Gains and Losses for Tax on Investment Income

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

(i) FMV 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	0
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	0

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	163,214	4,658,959	0.035032
2010	171,928	4,483,896	0.038343
2009	357,958	4,492,484	0.079679
2008	176,827	3,448,762	0.051273
2007			0.000000

2 Total of line 1, column (d)	2	0.204327
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051082
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
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	0

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

1 a 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax

Refunded

Part VII-A Statements Regarding Activities

1 a 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)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ (2) On foundation managers \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

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

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

4 a 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?

If "Yes," attach the statement required by General Instruction T

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? If "Yes," complete Part II, col (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

IL

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 ▶ Jeffrey E. Fleming	Telephone no ▶	618/395-8491	
	Located at ▶ 420 Whittle Avenue Olney IL	ZIP+4 ▶	62450	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____	☒ Yes	☐ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b**

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

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?

If "Yes" to 6b, file Form 8870

6b**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?**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
See Attached Statement	.00	0		
	.00	0		
	.00	0		
	.00	0		
	.00	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.

1 Charitable grants made to 11 qualifying organizations. Average grant \$12,935.00, Total Grants \$142,285.00

2 Scholarship awards made to 26 qualifying students. Average scholarship was \$1,222.23, Total scholarships - \$33,000, and one special award in the amount of \$500;

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

1

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	5,019,058
b	Average of monthly cash balances	1b	74,667
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,093,725
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	5,093,725
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	76,406
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,017,319
6	Minimum investment return. Enter 5% of line 5	6	250,866

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	250,866
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,231
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,231
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	246,635
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	246,635
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	246,635

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	175,785
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	175,785
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	175,785

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				246,635
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			71,144	
b Total for prior years: 20 <u>08</u> , 20 <u>09</u> , 20 <u>10</u>		99,872		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>175,785</u>				
a Applied to 2011, but not more than line 2a			71,144	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				104,641
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		99,872		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		99,872		
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				141,994
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> Olney Public Library 400 West Main Street Olney, IL 62450 Richland County Recreation Council 1903 Miller Drive Olney, IL 62450 PALS Task Force Coalition, Inc PO Box 637 Olney, IL 62450 East Richland Community Unit 1100 East Laurel Street Olney, IL 62450 Big Brothers/Big Sisters 801 South West Street, Suite 117 Olney, IL 62450 St Joseph School 520 E Chestnut Olney, IL 62450 Embarras River Basin Agency, Inc 400 W Pleasant Greenup, IL 62428 St Joseph School 520 E Chestnut Olney, IL 62450 East Richland Community Unit 1100 East Laurel Olney, IL 62450 East Richland Community Unit 1100 East Laurel Olney, IL 62450 Richland Memorial Hospital 800 East Locust Olney, IL 62450			metal roof ball diamonds at Musgrove park youth trainer & conference fee iPads One-to-One Youth Mentoring iPad Lab Steam table Otter boxes, MacBook, online math Chat Tickets Music Man, const fees Diagnostic Imaging digital upgrades	12,500 10,000 1,640 25,605 5,000 5,000 6,000 3,040 20,000 6,500 47,000
Total See Attached Statement			▶ 3a	175,785
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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
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)		0		0	0
13	Total. Add line 12, columns (b), (d), and (e)					

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Chelsea Pearcey

Street

1007 Bradley Drive

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Cody Holmes

Street

302 Holly Road

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Mikyla Cooper

Street

1400 E Main Street

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Jennifer Luna

Street

520 S Jefferson

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Bretta Waggoner

Street

8021 East Jasper Lane

City

Claremont

State

IL

Zip Code

62421

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Heather Ernst

Street

7089 E Greenleaf Lane

City

Claremont

State

IL

Zip Code

62421

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Barbara White

Street

213 W North Avenue

City

Noble

State

IL

Zip Code

62868

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Tiffany Swinson

Street

4730 N Glenwood Road

City

Noble

State

IL

Zip Code

62868

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Hayley Billington Nichols

Street

1515 Cyrpress Road

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Whitley Hudson

Street

8156 E Guthrie Lane

City

Claremont

State

IL

Zip Code

62421

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Stephanie Geiger

Street

4458 E Golf Lane

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Mitchell Washburn

Street

3445 E Pleasant Ridge Lane

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Jonathan Kuenstler

Street

2871 N Holly Road

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

2,500

Name

Thomas Selby

Street

224 Saxon Drive

City

Springfield

State

IL

Zip Code

62704

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

2,000

Name

Parker Mitchell

Street

1481 E Dover Lane

City

Noble

State

IL

Zip Code

62868

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Alexandra Mitchell

Street

1481 E Dover Lane

City

Noble

State

IL

Zip Code

62868

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Amber Brown

Street

1733 E Elbow Lane

City

Noble

State

IL

Zip Code

62868

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Griffin Groves

Street

1209 Hall Street

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Tanner Miller

Street

1208 Cypress Road

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Rachel Vaughn

Street

1212 Hall Court

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,500

Name

Tyler Black

Street

2140 Bonnycastle Ave; Apt 11E

City

Louisville

State

KY

Zip Code

40205

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Gabriel McVaigh

Street

6762 N Fox Road

City

Dundas

State

IL

Zip Code

62425

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Daffney Gomendoze

Street

850 Chukar Circle

City

North Liberty

State

IA

Zip Code

52317

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Briana Rudolphi

Street

306 W Cherry

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Drew Schmucker

Street

1018 1/2 W Fayette

City

Springfield

State

IL

Zip Code

62704

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Micah Schmucker

Street

1312 E Scott Street

City

Olney

State

IL

Zip Code

62450

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

1,000

Name

Amber Brown

Street

1733 E Elbow Lane

City

Noble

State

IL

Zip Code

62868

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

scholarship

Amount

500

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss					
		Long Term CG Distributions	Short Term CG Distributions										
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	Mutual Funds				1/1/2007	6/30/2013	443,098	403,019					40,079
							Capital Gains/Losses						0
							Other sales						40,079
									443,098				0
													40,079

Part I, Line 11 (990-PF) - Other Income

		0	0
Description		Revenue and Expenses per Books	Net Investment Income
1	Estate income distribution		0

Part I, Line 11 (990-PF) - Other Income

		0
Adjusted Net Income		
1		

Part I, Line 16c (990-PF) - Other Professional Fees

		31,107	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Edward Jones	31,107		

Part I, Line 16c (990-PF) - Other Professional Fees

		0
Disbursements for Charitable Purposes (Cash Basis Only)		
1		

Part I, Line 18 (990-PF) - Taxes

		0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Real estate tax not included in line 20			
2	Tax on investment income			
3	Income tax			
4	Foreign Tax Paid			

Part I, Line 18 (990-PF) - Taxes

0

	Disbursements for Charitable Purposes
1	
2	
3	
4	

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local					
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
1	Description		506,548	215,811	215,811	476,437	252,900		
			0	0	0	0	0		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

	State/Local Obligation
1	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		1,213,919	3,260,897	1,406,765	3,698,544
		Book Value	Book Value	FMV	FMV
		Beg of Year	End of Year	Beg of Year	End of Year
1	Description	Num Shares/ Face Value	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	corporate stocks & mutual funds		3,260,897	1,406,765	3,698,544

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV
1				2,472,367	1,084,557	2,718,372	2,718,372

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

1,322,741	
1	FMV
	End of Year
1,322,741	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Robert David		4905 E Lakeview Lane	Olney	IL	62450		President/Director				
2	Mariyn Holt		1712 Mary Lane	Olney	IL	62450		Treasurer/Director				
3	Harvey Petty		4990 N. Collins Drive	Olney	IL	62450		Secretary/Director				
4	Fred Wells		707 Orchard Drive	Olney	IL	62450		Director				
5	Jeffrey Fleming		420 Whittle Avenue	Olney	IL	62450		V President/Director				