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
RALPH J. BAUDHUIN FOUNDATION
C/O PAUL F. BAUDHUIN

A Employer identification number
36-6046399

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1616 ARDEN AVE.

B Telephone number
(815) 961-7106

City or town, state, and ZIP code
ROCKFORD, IL 61107-2028

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 [X] 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)* ▶$ 4,722,167.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	102,355.	102,355.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	291,883.			
	b Gross sales price for all assets on line 6a 994,765.				
	7 Capital gain net income (from Part IV, line 2)		291,883.		
	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	2,500.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	396,738.	394,238.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,200.	0.		0.
	c Other professional fees STMT 4	5,446.	5,446.		0.
	17 Interest				
	18 Taxes STMT 5	8,942.	2,992.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	613.	598.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,201.	9,036.		0.
	25 Contributions, gifts, grants paid	215,100.			215,100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	233,301.	9,036.		215,100.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	163,437.			
	b **Net investment income** (if negative, enter -0-)		385,202.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	180,756.	182,508.	182,508.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 375.			
		Less allowance for doubtful accounts ▶	375.	375.	375.
	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	2,000.		
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 7	3,205,222.	3,368,907.	4,539,284.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,388,353.	3,551,790.	4,722,167.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,388,353.	3,551,790.	
	30	**Total net assets or fund balances**	3,388,353.	3,551,790.	
	31	**Total liabilities and net assets/fund balances**	3,388,353.	3,551,790.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,388,353.
2	Enter amount from Part I, line 27a	2	163,437.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,551,790.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,551,790.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED GAIN/LOSS STATEMENT	P	08/27/12	12/13/12
b	SEE ATTACHED GAIN/LOSS STATEMENT	P	VARIOUS	VARIOUS
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	86,773.		84,872.	1,901.
b	907,992.		618,010.	289,982.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,901.
b				289,982.
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 — 291,883.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	206,515.	4,060,535.	.050859
2010	200,815.	3,988,902.	.050343
2009	209,733.	3,452,889.	.060741
2008	359,431.	4,073,933.	.088227
2007	98,015.	4,881,693.	.020078

2	Total of line 1, column (d)	2	.270248
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	.054050
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,525,125.
5	Multiply line 4 by line 3	5	244,583.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,852.
7	Add lines 5 and 6	7	248,435.
8	Enter qualifying distributions from Part XII, line 4	8	215,100.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,704.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,704.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	7,704.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,000.		
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	3,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,704.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BMO HARRIS BANK, N.A. Telephone no ▶ (815) 961-7106
Located at ▶ 501 SEVENTH STREET, ROCKFORD, IL ZIP+4 ▶ 61104

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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			1a	4,398,281.
b	Average of monthly cash balances			1b	194,630.
c	Fair market value of all other assets			1c	1,125.
d	**Total** (add lines 1a, b, and c)			1d	4,594,036.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	4,594,036.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	68,911.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,525,125.
6	**Minimum investment return.** Enter 5% of line 5			6	226,256.

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	226,256.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,704.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,704.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	218,552.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	218,552.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	218,552.

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	215,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	215,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	215,100.

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				218,552.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 158,634.				
c From 2009 39,653.				
d From 2010 2,713.				
e From 2011 6,438.				
f Total of lines 3a through e	207,438.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 215,100.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				215,100.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,452.			3,452.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	203,986.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	203,986.			
10 Analysis of line 9:				
a Excess from 2008 155,182.				
b Excess from 2009 39,653.				
c Excess from 2010 2,713.				
d Excess from 2011 6,438.				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

PAUL F. BAUDHUIN, (815) 229-3661
1616 ARDEN AVE, ROCKFORD, IL 61107-2028

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

LETTER OUTLINING NEEDS

c Any submission deadlines

NO

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

NONE

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PUBLIC	SEE ATTACHED STATEMENT	215,100.
Total			▶ 3a	215,100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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12-05-12

Part XVI-A Analysis of Income-Producing Activities

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
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	102,355.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	291,883.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SCHOLARSHIPS RETURNED			01	2,500.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		396,738.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 396,738.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Paul Baudhuin | 5-06-2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAN G. LOESCHER	D. Loescher	5/3/13		P00096569
Firm's name ▶ LOESCHER & ASSOCIATES, LTD.			Firm's EIN ▶ 36-4038006	
Firm's address ▶ 6845 WEAVER ROAD, SUITE 200 ROCKFORD, IL 61114			Phone no 815-637-9584	

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12-05-12

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BMO HARRIS BANK, N.A.	102,355.	0.	102,355.
TOTAL TO FM 990-PF, PART I, LN 4	102,355.	0.	102,355.

FORM 990-PF	OTHER INCOME	STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHOLARSHIPS RETURNED	2,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,500.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,200.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,200.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,446.	5,446.		0.
TO FORM 990-PF, PG 1, LN 16C	5,446.	5,446.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	5,950.	0.		0.
FOREIGN TAXES	2,992.	2,992.		0.
TO FORM 990-PF, PG 1, LN 18	8,942.	2,992.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL ANNUAL FILING FEE	15.	0.		0.
INVESTMENT SUBSCRIPTIONS	598.	598.		0.
TO FORM 990-PF, PG 1, LN 23	613.	598.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED INVESTMENT STATEMENT	3,368,907.	4,539,284.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,368,907.	4,539,284.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAUL BAUDHUIN 1616 ARDEN AVE ROCKFORD, IL 61107	TRUSTEE 1.50	0.	0.	0.
ANNETTE BAUDHUIN 1616 ARDEN AVE ROCKFORD, IL 61107	TRUSTEE 0.50	0.	0.	0.
TOM BAUDHUIN 5137 PARLIAMENT PLACE ROCKFORD, IL 61108	TRUSTEE 0.50	0.	0.	0.
MIKE BAUDHUIN 505 LAS BRISAS CT. PEACHTREE CITY, GA 30269	TRUSTEE 0.50	0.	0.	0.
PAT NARUZ 10333 CAMPBELL RD DURAND, IL 61024	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

· *Details of assets in your account*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM								
FEDERATED PRIME OBLIGATIONS FUND		182,507.250	1.0000	182,507 25	182,507 25	0.00	17.89	0 01%
TOTAL CASH & SHORT-TERM				**$182,507.25**	**$182,507.25**	**$0.00**	**$17.89**	**.01%**
EQUITY/HIGH VOLATILITY								
U.S. equity								
ABBOTT LABS Health care	ABT	3,000 000	65 5000	196,500.00	164,309.40	32,190.60	1,680.00	0.85%
AFLAC INC Financials	AFL	2,000 000	53 1200	106,240.00	95,250 00	10,990.00	2,800.00	2.64%
AMGEN INC Health care	AMGN	4,000 000	86.2000	344,800.00	249,266.00	95,534.00	7,520.00	2.18%
APPLE INC Information technology	AAPL	700 000	532 1730	372,521.10	180,904.50	191,616.60	7,420.00	1.99%
BED BATH & BEYOND INC Consumer discretionary	BBBY	4,000.000	55 9100	223,640.00	233,421 60	-9,781.60	0.00	0.00%
BERKSHIRE HATHAWAY INC CLASS A CLASS A COMMON STOCK Financials	BRK/A	3.000	134,060 0000	402,180.00	238,585 00	163,595 00	0 00	0 00%
DISNEY WALT CO NEW Consumer discretionary	DIS	4,000 000	49.7900	199,160.00	124,792 80	74,367.20	3,000 00	1.51%
DU PONT E I DE NEMOURS & CO Materials	DD	5,000.000	44 9785	224,892.50	222,049.50	2,843.00	8,600 00	3.82%
FISERV INC Information technology	FISV	4,000.000	79 0300	316,120.00	164,479.80	151,640 20	0 00	0 00%

SK

· *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HOME DEPOT INC Consumer discretionary	HD	3,000.000	61 8500	185,550 00	103,680.00	81,870 00	3,480 00	1 88%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	600 000	191.5500	114,930.00	98,411.88	16,518.12	2,040.00	1 77%
KIMBERLY CLARK CORP Consumer staples	KMB	2,000.000	84.4300	168,860.00	172,319.80	-3,459.80	5,920.00	3.51%
MCDONALDS CORP Consumer discretionary	MCD	3,000.000	88.2100	264,630.00	179,675.20	84,954.80	9,240.00	3.49%
MEDTRONIC INC Health care	MDT	6,000.000	41.0200	246,120.00	243,721 20	2,398.80	6,240.00	2 53%
ORACLE CORPORATION Information technology	ORCL	5,000.000	33.3200	166,600.00	84,891.00	81,709.00	1,200 00	0.72%
PEPSICO INC Consumer staples	PEP	3,000 000	68.4300	205,290 00	77,153.05	128,136 95	6,450.00	3.14%
TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT Energy	TOT	6,000 000	52 0100	312,060.00	319,744.51	-7,684.51	15,042.00	4.82%
WAL MART STORES INC Consumer staples	WMT	5,000.000	68.2300	341,150.00	247,261.00	93,889.00	7,950.00	2.33%
WALGREEN CO Consumer staples	WAG	4,000 000	37.0100	148,040.00	168,991.00	-20,951.00	4,400.00	2.97%
Total U.S. equity				**$4,539,283.60**	**$3,368,907.24**	**$1,170,376.36**	**$92,982.00**	**2.05%**
TOTAL EQUITY/HIGH VOLATILITY				**$4,539,283.60**	**$3,368,907.24**	**$1,170,376.36**	**$92,982.00**	**2.05%**
TOTAL ASSETS IN YOUR ACCOUNT				**$4,721,790.85**	**$3,551,414.49**	**$1,170,376.36**	**$92,999.89**	**1.97%**

5K

RALPH BAUDHUIN FOUNDATION CU 000002437012

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1500. CONOCOPHILLIPS	08/27/2012	12/13/2012	86,773.20	84,872.40	1,900.80
Totals			86,773.00	84,872.00	1,901.00

JSA
2F0971 1 000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
3000. CONOCOPHILLIPS	12/09/2010	12/13/2012	173,546.41	148,044.08	25,502.33
2000. HOME DEPOT INC COMMON	12/08/2004	08/27/2012	113,193.66	77,893.00	35,300.66
8000. INTERNATIONAL PAPER COMPANY COMMON STOCK	12/09/2010	12/13/2012	303,288.40	212,241.60	91,046.80
1500. NORTHROP GRUMMAN CORP COMMON STOCK	04/11/2011	12/13/2012	101,938.16	94,378.05	7,560.11
1500. PHILLIPS 66	12/09/2010	08/27/2012	62,428.74	46,680.82	15,747.92
4000. UNILEVER N V SPONSORED ADR	04/25/2001	12/13/2012	153,596.95	38,773.13	114,823.82
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			907,992.00	618,011.00	289,982.00
Totals			907,992.00	618,011.00	289,982.00

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	RALPH J. BAUDHUIN CONTRIBUTIONS				
		2012			
NAME			**ADDRESS**	**PURPOSE**	**AMOUNT**
TANZANIAN SISTERS			ROCHESTER, N.Y	RELIGIOUS	2,000
CATHOLIC CHARITIES			ROCKFORD, IL	RELIGIOUS	500
FELLOWSHIP OF CHRISTIAN ATHLETES			ROCKFORD, IL	RELIGIOUS	100
HOLY NAME RETREAT HOUSE			GREEN BAY, WI	RELIGIOUS	25,000
IOWA WEST. VATAN SAFAROV			COUNCIL BLUFFS, IA	EDUCATIONAL	2,000
BOY SCOUTS OF AMERICA			ROCKFORD, IL	EDUCATIONAL	5,000
FOX VALLEY TECH JOYLYN NORTON			APPLETON, WI	EDUCATIONAL	500
WASHINGTON U. - MICHAEL JOHNSON			ST. LOUIS, MO	EDUCATIONAL	1,000
KALAMAZOO UN. BRITTANY MORTON			KALAMAZOO, MI	EDUCATIONAL	2,000
TENN.T.U. HALEY SNIIDER			COOKEVILL, TN	EDUCATIONAL	2,000
ROCKFORD COLLEE -MARIBEL SORIALNE			ROCKFORD, IL	EDUCATIONAL	2,000
ROCK VALLEY -BREAHNA STEWART			ROCKFORD, IL	EDUCATIONAL	1,000
U. OF WISC - JAKE KRUSE			MADISON, WI	EDUCATIONAL	1,000
CULVER STOCKTON COL.- CRAIG BUBNACK			CANTON, MO	EDUCATIONAL	1,000
ST. AMBROSE - NICK SCHULTZ			DAVENPORT, IA	EDUCATIONAL	2,000
BANK OF THE WEST -- DAMS			DE MOINES, IA	HEALTH	1,000
UN OF IL - BEN SCHULTZ			CHAMPAIGN, IL	EDUCATIONAL	1,000
WASHINGTON UN. - DAN JOHNSON			SAINT LOUIS, MO	EDUCATIONAL	2,000
OHO STATE - GREG DALSANTO			COLUMBUS, OH	EDUCATIONAL	2,000
COE COLLEGE -ASHLEY MEKER			CEDAR RAPIDS, IA	EDUCATIONAL	1,000
FRACISCAN UN. - RYAN GIETMAN			STEUBANVILL, OH	EDUCATIONAL	2,000
HOPE FOR HAITI			ROCKFORD, IL	RELIGIOUS	1,000
NIU - MARY JACOBSON			DEKALB, IL	EDUCATIONAL	1,000
NIU - ANDREW HEIMER			DEKALB, IL	EDUCATIONAL	2,000
UN. OF IL COLIN STALTER			CHAMPAIGN, IL	EDUCATIONAL	2,000
UN. OF WI - MORGAN PENSEC			EAU CLAIRE, WI	EDUCATIONAL	1,000
IOWA STATE - RACHAEL LONGHENRY			AMES, IA	EDUCATIONAL	2,000
MICHIGAN STATE - SAM WEBER			E. LANSING, MI	EDUCATIONAL	2,000
COLORADEO STATE - ALI SCORDATO			FT. COLLINS, CO	EDUCATIONAL	2,000
NOTRE DAME - JESSIE BRETL			NOTRE DAME, IN	EDUCATIONAL	2,000
UW PLATTEVILLE - NATHAN COOK			PLATTEVILLE, WI	EDUCATIONAL	2,000
U. OF PLATTEVILLE - TAYLOR JOHNSOON			PLATTEVILLE, WI	EDUCATIONAL	1,000
RIPON COLLEGE - ALYCIA BRETL			RIPON, WI	EDUCATIONAL	2,000
AUGUSTANA - CHRISTINE NYQUIS			ROCK ISLAND, IL	EDUCATIONAL	2,000
ARIZONA STATE - JESIE BAUDHUIN			TEMPE, AZ	EDUCATIONAL	1,000
UN. OF IL -AUSTIN GRAF			CHAMPAIGN, IL	EDUCATIONAL	1,000
UN. OF WI - BRIAN GOHLKE			MADISON, WI	EDUCATIONAL	1,000
ST. CATHERINE - JOCELYN CORNETT			MINNEAPOLIS, MN	EDUCATIONAL	1,000
WESTERN CAROLINA - THOMAS BURNS			CULLOWHEE,NC	EDUCATIONAL	1,000
UN. OF IL - EMILY COULAHJAN			CHAMPAIGN, IL	EDUCATIONAL	1,000
SIUE - MAX CORTRIGHT			EDWARDSVILL, IL	EDUCATIONAL	1,000
AUGUSTANA - KATIE MORGAN			ROCK ISLAND, IL	EDUCATIONAL	1,000
UN. OF ST. THOMAS -MICHELLE RASH			SAINT PAUL, MN	EDUCATIONAL	1,000
ST. NORBERT - KATHELINE SPUD			DE PERE, WI	EDUCATIONAL	2,000
LAWRENCE UN. - RACHEL WILKE			APPLETON, WI	EDUCATIONAL	2,000
UN. OF IOWA = NOLAN JACQUES			IOWA CITY, IA	EDUCATIONAL	1,000
UN. OF IOWA - STEPHEN JACCQUES			IOWA CITY, IA	EDUCATIONAL	1,000
FOX VALLEY TECH - JOYLYN NORTON			APPLETON, WI	EDUCATIONAL	2,000
UN. OF MN - ALYSSA WILKE			MINNEAPOLIS, MN	EDUCATIONAL	2,000
UN OF IL - MICHELLE PUTLAK			CHICAGO, IL	EDUCATIONAL	2,000
DAMS INC.			DESMOINES, IA	EDUCATIONAL	1,000

ROCK VALLEY - SAMANTHA DEMPSEY	ROCKFORD, IL	EDUCATIONAL	1,000
UN. OF WI - BRITTANY APPS	OSHKOSH, WI	EDUCATIONAL	2,000
UN. OF WI - PHILLIP BLIM	EAU CLAIRE,WI	EDUCATIONAL	1,000
BOY SCOUTS OF AMERICA	ROCKFORD, IL	EDUCATIONAL	500
UN. OF WI - OLIVIA JOHNSON	STEVENS POINT, WI	EDUCATIONAL	1,000
GEORGIA STATE UNIV - JAMES NGUYEN	ATLANTA, GA	EDUCATIONAL	2,000
LIFE UN. - ZACH WAREN	MARIETTA, GA	EDUCATIONAL	1,000
AM. COLLEGE GREECE GABRIELLA RAM.	MORROW, GA	EDUCATIONAL	1,000
IL. INT. OF ART - AMANDA LAUBENSTEIN	CHICAGO, IL	EDUCATIONAL	2,000
FOX VALLEY TECH COLLEGE - JOYLYNN NORTON	APPLETON, WI	EDUCATIONAL	2,000
ST. MARY'S SHRINE	ROCKFORD, IL	RELIGIOUS	1,000
GOLDIE FLOBERG	ROCKFORD, IL	RELIGIOUS	500
SAINT JAMES	ROCKFORD, IL	RELIGIOUS	4,000
ST. ELIZABETHS	ROCKFORD, IL	RELIGIOUS	2,000
ST.PETER'S	ROCKFORD, IL	RELIGIOUS	4,000
ST. PATRICKS	ROCKFORD, IL	RELIGIOUS	2,000
ST. EDWARDS	ROCKFORD, IL	RELIGIOUS	4,000
POOR CLAIRS	ROCKFORD, IL	RELIGIOUS	1,000
NEUMAN CTR	ROCKFORD, IL	RELIGIOUS	1,000
CATHOLIC CHARITIES	ROCKFORD, IL	RELIGIOUS	2,000
ST. RITAS	ROCKFORD, IL	RELIGIOUS	4,000
ST. JOHN BOSCO SCHOOLS	ROCKFORD, IL	RELIGIOUS	4,000
RETREAT HOUSE	GREEN BAY, WI	RELIGIOUS	10,000
HOLY FAMILY	ROCKFORD, IL	RELIGIOUS	4,000
SALVATION ARMY	ROCKFORD, IL	RELIGIOUS	3,000
CAMPUS CRUSADE	ROCKFORD, IL	RELIGIOUS	500
MELD	ROCKFORD, IL	RELIGIOUS	2,500
ASSOC. OF CLUBS/MILESTONE	ROCKFORD, IL	EDUCATIONAL	2,000
OUR LADY OF MISS. ABBEY	DUBUQUE, IA	RELIGIOUS	500
SALVATORIAN WAREHOUSE	NEW HOLSTEIN, WI	RELIGIOUS	20,000
GOOD NEWS	WAUSAU, WI	HEALTH	3,000
NO. IL FOOD BANK	ROCKFORD, IL	HEALTH	3,000
ROCKFORD RESCUE MISSION	ROCKFORD, IL	HEALTH	3,000
ROCKFORD POLICE CHAPLAINS	ROCKFORD, IL	RELIGIOUS	2,000
ILLINOIS GROWTH ENTERPRISES	ROCKFORD, IL	EDUCATIONAL	1,000
BOYLAN HIGH	ROCKFORD, IL	RELIGIOUS	4,000
SEVERSON DELLS	ROCKFORD, IL	HEALTH	500
SAINT PAUL'S	MADISON, WI	RELIGIOUS	500
BOYS AND GIRLS CLUB	ROCKFORD, IL	EDUCATIONAL	2,000
FATHER JIM HAITI PROJECT	ALESANDRIA, TN	RELIGIOUS	2,000
CARPENTER'S PLACE	ROCKFORD, IL	HEALTH	1,000
PATRIOT GATEWAY CENTER	ROCKFORD, IL	EDUCATIONAL	1,000
REFORMERS UNANIMOUS	ROCKFORD, IL	EDUCATIONAL	2,000
SHAREFEST	ROCKFORD, IL	HEALTH	2,000
YMCA BIG BROTHERS - BIG SISTER	ROCKFORD, IL	EDUCATIONAL	1,000
CASA	ROCKFORD, IL	HEALTH	500
RED CROSS - ROCKFORD CHAPTER	ROCKFORD, IL	HEALTH	1,000
			215,100.00