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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE BIELFELDT FOUNDATION
A Employer identification number 37-1188243
B Telephone number (see instructions) (309) 685-6050
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
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
Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only)
Rows include: 1 Contributions, gifts, grants, etc; 2 Check if not required to attach Sch B; 3 Interest on savings; 4 Dividends and interest from securities; 5a Gross rents; b Net rental income; 6a Net gain or loss from sale of assets; b Gross sales price; 7 Capital gain net income; 8 Net short-term capital gain; 9 Income modifications; 10a Gross sales less returns; b Less Cost of goods sold; c Gross profit; 11 Other income; 12 Total; 13 Compensation of officers; 14 Other employee salaries; 15 Pension plans; 16a Legal fees; b Accounting fees; c Other professional fees; 17 Interest; 18 Taxes; 19 Depreciation; 20 Occupancy; 21 Travel; 22 Printing; 23 Other expenses; 24 Total operating and administrative expenses; 25 Contributions paid; 26 Total expenses and disbursements; 27 Subtract line 26 from line 12; a Excess of revenue; b Net investment income; c Adjusted net income

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	603,759	240,420	240,420			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)						
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	13,556,392	13,197,128	14,205,017			
	14 Land, buildings, and equipment basis ▶ _____ 34,424 Less accumulated depreciation (attach schedule) ▶ _____ 34,351	83	73	73			
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,160,234	13,437,621	14,445,510				
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 ▶ _____)	17,625	571				
23 Total liabilities (add lines 17 through 22)	17,625	571					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	30,000,000	30,000,000				
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0					
29 Retained earnings, accumulated income, endowment, or other funds	-15,857,391	-16,562,950					
30 Total net assets or fund balances (see page 17 of the instructions)	14,142,609	13,437,050					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,160,234	13,437,621					

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	14,142,609
2	Enter amount from Part I, line 27a	2	-643,559
3	Other increases not included in line 2 (itemize) ▶ _____	3	4,258
4	Add lines 1, 2, and 3	4	13,503,308
5	Decreases not included in line 2 (itemize) ▶ _____	5	66,258
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,437,050

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a	See Additional Data Table			
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	664,547
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	667,408	15,165,581	0.044008
2010	673,220	14,056,062	0.047895
2009	679,371	11,529,209	0.058926
2008	701,224	13,123,529	0.053433
2007	719,693	15,757,650	0.045673
2	Total of line 1, column (d).		2 0.249935
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 0.049987
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 14,726,520
5	Multiply line 4 by line 3.		5 736,135
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 8,676
7	Add lines 5 and 6.		7 744,811
8	Enter qualifying distributions from Part XII, line 4.		8 1,493,416

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 0, with 9,564 overpayment refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political influence, expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of GARY ANNA Telephone no (309) 685-6050 Located at 4700 N PROSPECT RD A3 PEORIA HEIGHTS IL ZIP+4 61616			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16		No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)? **5b** Yes No
Organizations relying on a current notice regarding disaster assistance check here. Yes No

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? **6b** Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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 Additional Data Table				

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. Yes No **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,187,035
b	Average of monthly cash balances.	1b	922,006
c	Fair market value of all other assets (see instructions).	1c	1,841,741
d	Total (add lines 1a, b, and c).	1d	14,950,782
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	14,950,782
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	224,262
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,726,520
6	Minimum investment return. Enter 5% of line 5.	6	736,326

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	736,326
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,676
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,676
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	727,650
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	727,650
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	727,650

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	1,493,416
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	1,493,416
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	8,676
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,484,740

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				727,650
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			280,644	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
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>1,493,416</u>				
a Applied to 2011, but not more than line 2a			280,644	
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.				727,650
e Remaining amount distributed out of corpus	485,122			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	485,122			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	485,122			
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.	485,122			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
 CARLOTTA BIELFELDT
 4700 N PROSPECT RD A3
 PEORIA HEIGHTS, IL 61616
 (309) 685-6050

b The form in which applications should be submitted and information and materials they should include
 REQUEST APPLICATION FORM FROM CARLOTTA BIELFELDT

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 MUST BE ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, OR SCIENTIFIC PURPOSES AND QUALIFY AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986

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 <i>Paid during the year</i> HEART OF ILLINOIS UNITED WAY 509 WHIGH PEORIA, IL 61606		PUBLIC CHARITY	CHARITABLE	20,000
PEORIA ZOOLOGICAL SOCIETY 2218 N PROSPECT RD PEORIA, IL 61603		PUBLIC CHARITY	CHARITABLE	729,976
PEORIA ACADEMY 2711 W WILLOW KNOLLS DR PEORIA, IL 61614		PUBLIC CHARITY	EDUCATIONAL	500,000
PEORIA RIVERFRONT MUSEUM FOUNDATION 222 SW WASHINGTON ST PEORIA, IL 61602		PUBLIC CHARITY/ SUPP	CHARITABLE	100,000
Total				3a 1,349,976
b <i>Approved for future payment</i>				
Total				3b 0

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name ANDREA KURTH Preparer's Signature ANDREA KURTH Date 2013-07-23 Check if self-employed PTIN P00760655 Firm's name CLIFTONLARSONALLEN LLP Firm's address PEORIA, IL 616561835 Firm's EIN 41-0746749 Phone no (309) 671-4500

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SMITH BARNEY #15998	P		
SMITH BARNEY #16005	P		
SMITH BARNEY #16005	P		
SMITH BARNEY #114428	P		
SMITH BARNEY #114428	P		
SMITH BARNEY #16006	P		
SMITH BARNEY #16006	P		
SMITH BARNEY #114429	P		
SMITH BARNEY #114429	P		
SMITH BARNEY #16007	P		
SMITH BARNEY #114430	P		
SMITH BARNEY #114430	P		
SMITH BARNEY #16009	P		
SMITH BARNEY #16009	P		
SMITH BARNEY #114431	P		
SMITH BARNEY #114431	P		
SMITH BARNEY #16010	P		
SMITH BARNEY #16010	P		
SMITH BARNEY #114432	P		
SMITH BARNEY #114432	P		
SMITH BARNEY #16011	P		
SMITH BARNEY #114433	P		
SMITH BARNEY #114433	P		
SMITH BARNEY #16012	P		
SMITH BARNEY #114434	P		
SMITH BARNEY #114434	P		
SMITH BARNEY #73133	P		
SMITH BARNEY #73133	P		
SMITH BARNEY #127816	P		
SMITH BARNEY #127816	P		

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SMITH BARNEY #73135	P		
SMITH BARNEY #73135	P		
SMITH BARNEY #127818	P		
SMITH BARNEY #127818	P		
ARCH DEVELOPMENT FUND I, LP	P		
INTRINSIC EDGE PARTNERS, LP	P		
INTRINSIC EDGE PARTNERS, LP	P		
SMITH BARNEY	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
32,107		32,014	93
44,993		20,300	24,693
160,999		117,307	43,692
34,241		33,013	1,228
133,359		167,404	-34,045
24,077		20,043	4,034
131,902		113,178	18,724
3,027		4,479	-1,452
151,710		148,816	2,894
42,000		41,846	154
9,351		8,979	372
104,639		96,035	8,604
149,041		155,907	-6,866
407,584		284,232	123,352
55,243		50,377	4,866
457,287		238,933	218,354
18,556		16,285	2,271
237,594		183,760	53,834
5,666		5,301	365
174,935		115,102	59,833
98,332		88,244	10,088
109,454		104,333	5,121
5,249		4,822	427
277,986		262,782	15,204
7,252		6,087	1,165
297,669		360,862	-63,193
126,810		126,003	807
136,351		128,569	7,782
10,529		10,014	515
9,666		8,517	1,149

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,038		4,313	725
28,741		25,650	3,091
15,769		14,054	1,715
81,572		72,271	9,301
3,339			3,339
104,884			104,884
22,669			22,669
14,758			14,758

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			93
			24,693
			43,692
			1,228
			-34,045
			4,034
			18,724
			-1,452
			2,894
			154
			372
			8,604
			-6,866
			123,352
			4,866
			218,354
			2,271
			53,834
			365
			59,833
			10,088
			5,121
			427
			15,204
			1,165
			-63,193
			807
			7,782
			515
			1,149

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			725
			3,091
			1,715
			9,301
			3,339
			104,884
			22,669
			14,758

Form 990PF Part VIII Line 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
DOUGLAS S STEWART PNC 301 SW ADAMS ST PEORIA,IL 616520749	PRESIDENT 1 00	0	0	0
JANE B CONVERSE CONVERSE MARKETING 1125 MAIN ST PEORIA,IL 61606	VICE PRESIDENT 1 00	0	0	0
GARY ANNA BRADLEY UNIVERSITY 1501 W BRADLEY AVE PEORIA,IL 61625	SECRETARY/TREASURER 1 00	0	0	0
WILLIAM R BARRICK CLIFTON LARSON ALLEN 301 SW ADAMS ST SUITE 900 PEORIA,IL 61656	DIRECTOR 1 00	0	0	0
CARLOTTA BIELFELDT 4700 N PROSPECT RD A3 PEORIA HEIGHTS,IL 61616	EXECUTIVE DIRECTOR 37 00	85,000	14,250	0

TY 2012 Accounting Fees Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,500	0		6,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE - SEATING	1987-01-01	3,394	3,394	SL	7 000000000000	0	0		
FURNITURE - DESK	1987-02-24	4,682	4,682	SL	7 000000000000	0	0		
PAINTING	1987-02-26	393	393	SL	7 000000000000	0	0		
FLOOR COVERING	1987-05-19	330	247	SL	31 500000000000	10	0		
COMPUTER	1991-06-30	6,203	6,203	200DB	5 000000000000	0	0		
RICOH FAX	1993-12-23	2,424	2,424	200DB	5 000000000000	0	0		
CANON COPIER	1996-02-06	4,164	4,164	200DB	5 000000000000	0	0		
COMPUTERS	1998-09-30	9,704	9,704	200DB	5 000000000000	0	0		

TY 2012 Investments - Other Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARCH DEVELOPMENT FUND	AT COST	22,887	22,887
INTRINSIC EDGE PARTNERS	AT COST	1,818,854	1,818,854
SMITH BARNEY	AT COST	11,355,387	12,363,276

TY 2012 Land, Etc. Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE - SEATING	3,394	3,394	0	
FURNITURE - DESK	4,682	4,682	0	
PAINTING	393	393	0	
FLOOR COVERING	330	257	73	
COMPUTER	6,203	6,203	0	
RICOH FAX	2,424	2,424	0	
COMPUTER S/W	2,800	2,800	0	
COMPUTER SOFTWARE	330	330	0	
CANON COPIER	4,164	4,164	0	
COMPUTERS	9,704	9,704	0	

TY 2012 Legal Fees Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,916	0		5,916

TY 2012 Other Decreases Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Description	Amount
INTRINSIC EDGE PARTNERS CY UNREALIZED LOSS	66,258

TY 2012 Other Expenses Schedule**Name:** THE BIELFELDT FOUNDATION**EIN:** 37-1188243

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,062	0		1,062
OFFICE EXPENSE	318	0		318
FILING FEE	25	0		25
TELEPHONE	758	0		758
ARCH DEVELOPMENT FEES FROM K-1	85	85		0
INTRINSIC EDGE FEES FROM K-1	22,714	22,714		0
ADR FEES	5,484	5,484		0

TY 2012 Other Income Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ARCH DEVELOPMENT FUND K-1	115	115	115
INTRINSIC EDGE PARTNERS K-1	10,460	10,460	10,460

TY 2012 Other Increases Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Description	Amount
ARCH DEVELOPMENT CY UNREALIZED GAIN	4,258

TY 2012 Other Liabilities Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Description	Beginning of Year - Book Value	End of Year - Book Value
UNSETTLED PURCHASES AND TRADES	17,625	571

TY 2012 Other Professional Fees Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL/MANAGEMENT FEES	133,430	133,430		0

TY 2012 Taxes Schedule

Name: THE BIELFELDT FOUNDATION

EIN: 37-1188243

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	7,935	0		7,935
FOREIGN TAXES	22,998	22,998		0
EXCISE TAX	17,780	0		0