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

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.

Open to Public Inspection

For calendar year 2012 or tax year beginning _____, **2012, and ending** _____, **20**

Name of foundation BERTRAND HOPPER MEMORIAL FOUNDATION		A Employer identification number 37-6026794
Number and street (or P.O. box number if mail is not delivered to street address) US BANK N.A. - P.O. BOX 350 - TRUST DEPT.	Room/suite	B Telephone number (see instructions) 217-287-1820
City or town, state, and ZIP code TAYLORVILLE, IL 62568-0350		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,700,926	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	6,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	39,207	39,207	39,207	
	4 Dividends and interest from securities	88,862	88,862	88,862	
	5a Gross rents	13,213	13,213	13,213	
	b Net rental income or (loss) 11,226				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		116,629		
	8 Net short-term capital gain			(24,817)	
	9 Income modifications			0	
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	195	195	195		
12 Total. Add lines 1 through 11	147,477	258,106	116,660		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,560	853	853	1,707
	c Other professional fees (attach schedule)	25,248	8,416	8,416	16,832
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,217	4,217	4,217	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	360			360
	23 Other expenses (attach schedule)	127	127	127	
	24 Total operating and administrative expenses. Add lines 13 through 23	32,512	13,613	13,613	18,899
	25 Contributions, gifts, grants paid	190,750			190,750
26 Total expenses and disbursements. Add lines 24 and 25	223,262	13,613	13,613	209,649	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(75,785)				
b Net investment income (if negative, enter -0-)		244,493			
c Adjusted net income (if negative, enter -0-)			103,047		

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	220,539	122,424	122,424
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,146,965	837,143	1,149,189
	c	Investments—corporate bonds (attach schedule)	1,482,552	1,303,421	1,352,048
	11	Investments—land, buildings, and equipment: basis ▶ 196,000 Less: accumulated depreciation (attach schedule) ▶	196,000	196,000	196,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,121,668	1,729,055	1,870,794
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ACCR'D INT RECEIVABLE)	14,763	10,471	10,471	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,182,487	4,198,514	4,700,926	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,708,095	4,799,907	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	(525,608)	(601,393)	
30	Total net assets or fund balances (see instructions)	4,182,487	4,198,514		
31	Total liabilities and net assets/fund balances (see instructions)	4,182,487	4,198,514		

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	4,182,487
2	Enter amount from Part I, line 27a	2	(75,785)
3	Other increases not included in line 2 (itemize) ▶ NET CAPITAL GAINS	3	91,812
4	Add lines 1, 2, and 3	4	4,198,514
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	4,198,514

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 SCHEDULE		P		
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 1,845,491		1,753,679	91,812	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(j) 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				
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	116,629
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	(24,817)

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	210,402	4,603,626	.045704
2010	202,562	4,630,565	.043745
2009	217,856	4,259,382	.051148
2008	247,314	4,604,703	.053709
2007	246,853	4,716,009	.052344

2 Total of line 1, column (d)	2	.246650
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	.049330
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,573,948
5 Multiply line 4 by line 3	5	225,633
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,445
7 Add lines 5 and 6	7	228,078
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	209,649

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,890	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	4,890	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,890	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,675	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,675	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,215	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			✓
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)			✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	✓		
14	The books are in care of ► US BANK N.A. Telephone no. ► 217-287-1820 Located at ► 108 W. MARKET ST., TAYLORVILLE, IL ZIP+4 ► 62568-0350			
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			<input type="checkbox"/>
		15		0
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No
		16		✓

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

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
William B. Hopper Taylorville, IL 62568	Pres 2	0	0	0
Dr. Ronald E. Mizer Taylorville, IL 62568	Vice Pres 2	0	0	0
Bonnie K. Bruns Taylorville, IL 62568	Sec/Treas 2	0	0	0
See attached list of Directors				

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 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
Ref: Part I, line 16: 16 b) John J. Lawrence, CPA	Accounting Services	2,560
16 c) US Bank N.A.	Investment Services	24,587
16 c) Agrivest, Inc.	Farm management services	661
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 (see instructions)

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 N/A	
All other program-related investments See instructions	
3 N/A	
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	2,728,864
b	Average of monthly cash balances	1b	171,482
c	Fair market value of all other assets (see instructions)	1c	1,673,602
d	Total (add lines 1a, b, and c)	1d	4,573,948
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	4,573,948
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,573,948
6	Minimum investment return. Enter 5% of line 5	6	228,697

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	228,697
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,890
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,890
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	223,807
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	223,807
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	223,807

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	209,649
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	209,649
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	209,649

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				223,807
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0			
b From 2008	0			
c From 2009	2,757			
d From 2010	0			
e From 2011	0			
f Total of lines 3a through e	2,757			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>209,649</u>				
a Applied to 2011, but not more than line 2a				
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				209,649
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).)	2,757			2,757
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				
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				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				11,401
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	0			
10 Analysis of line 9:				
a Excess from 2008	0			
b Excess from 2009	0			
c Excess from 2010	0			
d Excess from 2011	0			
e Excess from 2012	0			

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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 % 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.

N/A - 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:

William B. Hopper, P.O. Box 350 - Trust Dept., Taylorville, IL 62568-0350 (217)287-1820

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

Written or Verbal - Description of need

- 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 an organization listed in Cumulative List of Exempt Organizations

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
<p>a <i>Paid during the year</i></p> <p>See attached schedule of current year contributions</p>	<p>N/A - NONE</p>	<p>N/A</p>	<p>All charitable donations and/or support of exempt activity</p>	<p>190,750</p>
<p>Total ▶</p>				<p>3a 190,750</p>
<p>b <i>Approved for future payment</i></p> <p>N/A</p>				
<p>Total ▶</p>				<p>3b 0</p>

BERTRAND HOPPER MEMORIAL FOUNDATION

**FORM 990PF FEIN: 37-6026794
Year Ended December 31, 2012**

Page 1, Part I, Line 1 - Contributions Received	
Unrestricted Contributions	
Corzine Foundation-for Scholarships	<u>6,000</u>
Page 1, Part I, Line 11 - Other Income	
Various investment litigation settlements	<u>195</u>
Page 1, Part I, Line 16b - Accounting Fees	
John J. Lawrence, CPA	<u>2,560</u>
Page 1, Part I, Line 16c - Other Professional Fees:	
US Bank N.A. - Trust Fees	24,587
Agrivest, Inc - Farm Management Fees	<u>661</u>
Total	<u>25,248</u>
Page 1, Part I, Line 18 - Taxes	
Farm Real Estate Tax	1,251
Foreign taxes	466
2012 Estimated Excise Tax	<u>2,500</u>
Total	<u>4,217</u>
Page 1, Part I, Line 23 - Other Expenses	
Farm Rental Expenses - Insurance	75
IL Filing Fees	25
Misc. Admin. Expenses	<u>27</u>
Total	<u>127</u>
Page 2, Part III, Line 3 - Other Increases	
Net Long Term Capital Gains - Part IV, Line 2	116,629
Net Short Term Capital Losses - Part IV, Line 3	<u>(24,817)</u>
Total	<u>91,812</u>
Page 6, Part VIII, Line 1, Directors	
William B. Hopper	
Marilyn M. Hopper	
Stephanie Hopper Denby	
Randal B. Hopper	
Austin W. Hopper	
David W. Hopper	
Kenneth A. Hart	
Dr. Randall K. Perry	
Dr. Ronald E. Mizer	
Bonnie Bruns	

All are Directors and spend an average of 2 hours per week devoted to the position. They are not paid, have no contributions to an employee benefit plan and have no expense account or other allowances.

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN: 37-6026794
ASSET STATEMENT
 Year Ended December 31, 2012

SHARES OR PAR VALUE	DESCRIPTION	TAX COST	MARKET VALUE
TEMPORARY CASH INVESTMENTS			
122,424	First Amer Prime Oblig Fund CI Y	<u>122,424</u>	<u>122,424</u>
CORPORATE BONDS			
100000.00	Bank One Corp	106,067	100,340
50000.00	Novartis Capital	51,793	52,002
50000.00	Pepsi Bottling Group LLC	50,766	53,764
100000.00	Goldman Sachs Group inc	101,123	106,519
100000.00	Pepsico Inc.	103,704	104,956
50000.00	Merck Co Inc	50,372	54,267
100000.00	Credit Suisse Fb USA Inc	100,766	110,981
50000.00	Campbell Soup Co	50,252	54,055
6202.458	Dnehaus Active Income Fund	65,000	66,180
7114.788	Inv Balance Risk Comm Str Y	75,000	73,353
750.000	Ishares Barclays Tips Bond E T F	83,984	91,057
1405.000	Ishares Tr Iboxx H Y Corp Bd D T F	127,728	131,157
6423.972	Loomis Sayles Abs Strat Y	65,000	65,396
15208.363	Nuveen High Income Bond Fd CI I	135,239	138,548
7321.465	Nuveen Inflation Pro Cec CI I	80,241	87,931
6603.178	Tcw Emerging Markets Income Fund	56,386	61,542
	Total Corporate Bonds	<u>1,303,421</u>	<u>1,352,048</u>
CORPORATE STOCKS			
500 00	American Express Co	24,455	28,740
275.00	Amgen Inc	19,602	23,705
200.00	Apple Inc	66,986	106,435
750.00	Att Inc	29,510	25,282
250.00	Caterpillar Inc	22,680	22,402
500.00	Chevron Corporation	10,330	54,070
500.00	Citigroup Inc	24,199	19,780
800.00	Coco Cola Company	26,780	29,000
1,000.00	Cvs Caremark Corp	45,858	48,350
600 00	Disney Walt Co	20,549	29,874
1000.00	E M C Corporation	29,770	25,300
400 00	Exxon Mobil Corp	5,910	34,620
1500.00	General Elec co	45,721	31,485
350.00	Gilead Sciences Inc	26,537	25,708
370 00	J P Morgan Chase & Co	14,959	16,268
500 00	McDonalds Corp	8,880	44,105
500.00	Merck And Co Inc New	19,610	20,470
1000.00	Microsoft Corp	32,084	26,710
800 00	Nike Inc	26,746	41,280
700.00	Pepsico Inc	9,840	47,901
1443.00	Pfizer Inc	26,399	36,189
600.00	Philip Morris intl	29,447	50,184
350.00	Pioneer Nat Res Co	36,932	37,307
450.00	Qualcomm Inc	28,058	27,837
500.00	United Health Group Incorporated	24,185	27,120
800.00	United Technologies Corp	48,576	65,608
1350.00	Wells Fargo & Co	32,451	46,143
1200.00	Accenture Plc CI A	36,420	79,800
200.00	Ace Ltd	15,662	15,960
466.00	Covidien Plc	26,394	26,907
500.00	Schlumberger Ltd	21,613	34,649
	Total Corporate Stocks	<u>837,143</u>	<u>1,149,189</u>

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN: 37-6026794

ASSET STATEMENT

Year Ended December 31, 2012

Page 2

SHARES OR PAR VALUE	DESCRIPTION	TAX COST	MARKET VALUE
EQUITY FUNDS			
10700.12	Aberdeen Fds Emrgn Mkt Instl	155,000	169,704
2824.48	E I I Intl Ppty I	45,000	54,512
2816.56	Forward International Real Estate	45,000	48,558
2075.00	Ipath Dow Jones Ubs Commodity	85,052	85,801
9138.44	Laudus Intl Marketmasters Fund Sel	160,000	181,124
775.00	Midcap Spdr Trust Ser 1 E F T	130,824	143,925
5636.11	Nuveen Real Estate Securit CI I	109,407	119,824
2050.36	Oppenheimer Developing Mkts Fds CI Y	68,813	71,517
6183.49	Pyxis Long Short Equity Z	71,802	69,131
2573.01	Rowe T Price Mid-Cap Growth Rd #64	141,161	145,298
5567.69	Scout International Fund	165,181	185,682
1075.00	Spdr DJ Wilshire International	37,169	44,451
350.00	Spdr Gold Trust	59,161	56,707
4989.72	T Rowe Price Real Estate Fd	85,000	104,834
4273.60	T Rowe Price Sc Stock	145,485	145,431
4197.31	Tfs Market Neutral Fund	65,000	65,562
2916.67	Vanguard Intl Growth Portfolio	160,000	178,733
	Total Mutual Funds	<u>1,729,055</u>	<u>1,870,794</u>
	TOTAL ACCOUNT	<u><u>3,992,043</u></u>	<u><u>4,494,455</u></u>
REF: PAGE 2, PART II, BALANCE SHEET			
	Line 2 - Temporary Cash Investments	122,424	122,424
	Line 10b - Corporate Stocks	837,143	1,149,189
	Line 10c - Corporate Bonds	1,303,421	1,352,048
	Line 13 - Mutual Funds	<u>1,729,055</u>	<u>1,870,794</u>
	Total Investments as above	<u><u>3,992,043</u></u>	<u><u>4,494,455</u></u>

BERTRAND HOPPER MEMORIAL FOUNDATION

SCHEDULE - CAPITAL GAINS & (LOSSES)
 FORM 990-PF FEIN: 37-6026794
 Year Ended December 31, 2012

Ref: Pge 3, Part IV, Line 1

U.S BANK TRUST SERVICES	Proceeds	Cost	Short Term Gain/(Loss)	Long Term Gain/(Loss)	Total Net
Account # 06637121					
Short Term	636,908	655,436	(18,528)		
Long Term	790,841	740,687		50,154	
Cap. Gains Dividend	18,128			18,128	
Class action settlement	69			69	
Total			(18,528)	68,351	49,823
Account # 06637123					
Short Term	42,993	44,929	(1,936)		
Long Term	119,523	112,478		7,045	
Total			(1,936)	7,045	5,109
Account # 06637125					
Short Term	22,486	26,839	(4,353)		
Long Term	214,543	173,310		41,233	
Total			(4,353)	41,233	36,880
	1,845,491	1,753,679	(24,817)	116,629	91,812
SHORT TERM CAPITAL GAINS/LOSSES					
LONG TERM CAPITAL GAINS/LOSSES					
TOTAL CAPITAL GAINS NET					91,812

BERTRAND HOPPER MEMORIAL FOUNDATION

FORM 990-PF FEIN: 37-6026794

CHARITABLE CONTRIBUTIONS

YEAR ENDED DECEMBER 31, 2012

Contributions:

Abe Lincoln Council - BSA	\$	2,000
Canyon Charter Booster Club		2,500
Challenge Aspen		1,000
Christian County Economic Development Corp.		10,000
Christian County YMCA		2,500
Christian County YMCA		40,000
CM Boesel Foundation		1,000
Cystic Fibrosis Foundation		1,000
Dallas Children's Advocacy Center		5,000
Davis Memorial Christian Church		500
F.A.C.E.S.		5,000
John Muir School PTA		2,500
Lakeland Pantry		1,000
Mahomet-Seymour School Foundation		2,500
Mayo Foundation		1,000
Milliken University		5,000
No Limits Limb Loss Foundation		2,500
Oakton Community College Savannah Butcher		1,500
Red Arrow Camp Foundation		25,000
Ronald McDonald House		500
St. John's Hospital and Foundation		2,000
Taylorville - Community Unit Schools Dist 3		35,500
Taylorville Community Pleasure Driveway		20,000
Taylorville Memorial Hospital Foundation		2,500
Taylorville Ministerial Association		1,000
Taylorville Public Schools Foundation		2,500
Teach for America - Dallas		5,000
U of I - (Peel) Brian Neal		750
U of I Foundation		5,000
United Cerebral Palsy		500
United Way - Christian County		4,000
Western Illinois University		750
Refund - Meleah Ofcarcik		(750)

Total Contributions \$ 190,750

Ref. Part XV, Page 11, Line 3a