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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

2012Department 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 , and ending

Name of foundation ELLA G. MCKEE FOUNDATION FIRST NATIONAL BANK, TRUSTEE		A Employer identification number 37-6099863
Number and street (or P.O. box number if mail is not delivered to street address) First National Bank Trust Dept	Room/suite	B Telephone number (see instructions) 618-283-1141
City or town, state, and ZIP code Vandalia IL 62471		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,704,114	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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) (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)	155,693			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	56,871	56,871	56,871	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	229,357			
	b Gross sales price for all assets on line 6a 270,576				
	7 Capital gain net income (from Part IV, line 2)		229,357		
	8 Net short-term capital gain			0	
	9 Income modifications				
	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) Stmt 1	18,602	18,602	18,602		
12 Total. Add lines 1 through 11	460,523	304,830	75,473		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	32,242	16,121	16,121	16,121
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	5,137	5,122	5,122	
	b Accounting fees (attach schedule) Stmt 3	1,100			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 4	426	426	426	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch)				
	24 Total operating and administrative expenses. Add lines 13 through 23	38,905	21,669	21,669	16,121
	25 Contributions, gifts, grants paid	201,200			201,200
26 Total expenses and disbursements. Add lines 24 and 25	240,105	21,669	21,669	217,321	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	220,418				
b Net investment income (if negative, enter -0-)		283,161			
c Adjusted net income (if negative, enter -0-)			53,804		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Form 990-PF (2012) **ELLA G. MCKEE FOUNDATION****37-6099863**Page **2****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			
	2	Savings and temporary cash investments	143,170	93,674	93,674
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	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) See Stmt 5	481,446	726,359	1,444,511
	c	Investments – corporate bonds (attach schedule) See Stmt 6	74,857	99,858	105,537
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15	Other assets (describe ▶ See Statement 7)	2	2	60,392
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	699,475	919,893	1,704,114
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	899,737	1,129,095	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-200,262	-209,202	
	30	Total net assets or fund balances (see instructions)	699,475	919,893	
	31	Total liabilities and net assets/fund balances (see instructions)	699,475	919,893	

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	699,475
2	Enter amount from Part I, line 27a	2	220,418
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	919,893
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	919,893

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 EXXON MOBIL CORP	P	09/10/80	05/29/12
b HARBOR FD BD FD INSTL	P	11/17/09	Various
c JOHNSON & JOHNSON	P	09/09/76	05/29/12
d MDU RESOURCES	P	01/06/82	11/30/12
e LT CAPITAL GAIN DISTRIBUTIONS			

(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 55,204		1,530	53,674
b 29,882		30,015	-133
c 99,959		3,027	96,932
d 83,357		6,647	76,710
e 2,174			2,174

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			53,674
b			-133
c			96,932
d			76,710
e			2,174

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	229,357
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 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	228,821	1,643,555	0.139223
2010	254,230	1,614,958	0.157422
2009	227,041	1,541,291	0.147306
2008	184,458	1,733,518	0.106407
2007	164,200	1,803,403	0.091050

2 Total of line 1, column (d)	2	0.641408
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	0.128282
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,672,006
5 Multiply line 4 by line 3	5	214,488
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,832
7 Add lines 5 and 6	7	217,320
8 Enter qualifying distributions from Part XII, line 4	8	217,321
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.		

Form 990-PF (2012) **ELLA G. MCKEE FOUNDATION****37-6099863**Page **4****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	2,832
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,832
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,832
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	360
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	360
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	2,472
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ _____ (2) On foundation managers. ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		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? Website address ► N/A	13	X	
14	The books are in care of ► FIRST NATIONAL BANK PO BOX 40 Located at ► VANDALIA IL ZIP+4 ► 62471 Telephone no. ► 618-283-5222			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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? N/A	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? If "Yes," list the years ► 20 11 , 20 , 20 , 20 ☒ Yes ☐ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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

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

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

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

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

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

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

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 **6b** **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? ☐ Yes ☒ No **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 (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
FIRST NATIONAL BANK PO BOX 40 VANDALIA IL 62471	TRUSTEE 5.00	32,242	0	0

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

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

Total number of other employees paid over \$50,000 **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 ▶**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 SCHOLARSHIPS & STUDENT LOANS TO STUDENTS	201,200
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	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,697,468
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,697,468
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	1,697,468
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	25,462
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,672,006
6	Minimum investment return. Enter 5% of line 5	6	83,600

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	83,600
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,832
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,832
3	Distributable amount before adjustments Subtract line 2c from line 1	3	80,768
4	Recoveries of amounts treated as qualifying distributions	4	155,693
5	Add lines 3 and 4	5	236,461
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	236,461

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	217,321
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	217,321
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	2,832
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	214,489

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				236,461
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			228,674	
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 217,321				
a Applied to 2011, but not more than line 2a			217,321	
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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			11,353	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				236,461
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).) N/A
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
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 N/A
b	The form in which applications should be submitted and information and materials they should include: N/A
c	Any submission deadlines. N/A
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors. RESIDENT OF FAYETTE COUNTY FOR 4 YEARS

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 SCHEDULE PO BOX 40 VANDALIA IL 62471	NONE		CHARITABLE	201,200
Total			► 3a	201,200
b Approved for future payment N/A				
Total			► 3b	

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?
- 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. 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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.

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes

Signature of officer or trustee

Preparer's signature

Date _____

Check ☐ if self-employed

Paid
Preparer
Use Only

Mark W Burnam

Mark W Burnam

05/07/13

Firm's name ► **Luallen, Cearlock, Barth & Burnam, Ltd.**

PTIN P00254167

Firm's address ► 1007 N 8th St

Firm's EIN ▶

Vandalia, IL 62471-1238

Phone no **618-283-1165**

Form **990-PF** (2012)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTIES	\$ 18,602	\$ 18,602	\$ 18,602
Total	\$ 18,602	\$ 18,602	\$ 18,602

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FILING FEES	\$ 15		\$	
LEGAL FEES	5,122	5,122	5,122	
Total	\$ 5,137	\$ 5,122	\$ 5,122	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 1,100		\$	
Total	\$ 1,100	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MINERAL TAX	\$ 212	212	\$ 212	\$
FEDERAL TAXES PAID	214	214	214	
Total	\$ 426	\$ 426	\$ 426	\$ 0

Federal Statements

37-6099863

FYE: 12/31/2012

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CSX CORP	\$	29,991	Cost	\$ 27,721
CVS CAREMARK CORPORATION		30,026	Cost	31,911
600 CAMPBELL SOUP	9,704	9,704	Cost	20,934
CONSOLIDATED EDISON INC		35,016	Cost	32,491
DU PONT E I DE NEMOURS & CO		29,972	Cost	27,437
2400 EMERSON ELECTRIC	7,330	7,330	Cost	127,104
2430 EXXON-MOBIL CORP	5,509	3,979	Cost	151,895
4800 GENERAL ELECTRIC	5,344	5,344	Cost	100,752
3860 JOHNSON & JOHNSON	7,303	4,276	Cost	158,426
4050 MDU RESOURCES GROUP, INC.	6,646		Cost	
1000 MERCK & CO	1,967	1,967	Cost	40,940
600 PPG INDS INC	1,418	1,418	Cost	81,210
FED GNMA TRUST	100,560	100,560	Cost	101,675
FED INCOME TRUST	59,629	59,629	Cost	58,936
800 3M	6,070	6,070	Cost	74,280
HARBOR FD BD FD INSTL	150,012	119,998	Cost	119,414
600 SOUTHER CO	19,954	19,954	Cost	25,686
VERIZON COMMUNICATIONS INC		29,996	Cost	31,154
WISDOMTREE TRUST		56,109	Cost	56,303
DODGE AND COX	100,000	100,000	Cost	103,033
VANGUARD/WELLESLEY INCOME FD		75,020	Cost	73,209
Total	\$ 481,446	\$ 726,359		\$ 1,444,511

Federal Statements

37-6099863

FYE: 12/31/2012

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
20000 HSBC FIN CORP	\$ 20,002	\$ 20,002	Cost	\$ 20,028
25000 PRIN LIFE INC FUND	25,003	25,003	Cost	26,330
15000 GOLDMAN SACHS GROUP	14,851	14,851	Cost	16,581
15000 AT & T CORP	15,001	15,001	Cost	17,204
25000 GE CAPITAL COR		25,001	Cost	25,394
Total	\$ 74,857	\$ 99,858		\$ 105,537

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
MINERAL INTEREST	\$ 2	\$ 2	\$ 60,392
Total	\$ 2	\$ 2	\$ 60,392

Federal Statements

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

RESIDENT OF FAYETTE COUNTY FOR 4 YEARS

Recipient Name & Address	Relationship	Purpose	Amount
Megan Alderson RR 2 Box 202 Ramsey IL 62080	None	Educational	\$1500.00
Lindsey Allan P.O. Box 264 Ramsey IL 62080	None	Educational	\$1000.00
Audrey Allison 830 W St. Louis Ave Vandalia IL 62471	None	Educational	\$2700.00
Quenten Austin 2017 South Lake Drive Vandalia IL 62471	None	Educational	\$500.00
Andrew Bell 2700 Spring Dr Vandalia IL 62471	None	Educational	\$2250.00
Daniel Bell 2700 Spring Dr Vandalia IL 62471	None	Educational	\$1650.00
Rachel Bell 2700 Spring Dr Vandalia IL 62471	None	Educational	\$1000.00
Scott Boas 2413 Zent Dr Vandalia IL 62471	None	Educational	\$2250.00
Shayla Branham 2719 Lakewood Dr Vandalia IL 62471	None	Educational	\$3600.00
Nathan Brewer-Davis RR 1 Box 8 Bingham IL 62011	None	Educational	\$3150.00
Jordan Brown 1706 Doe Run Dr Vandalia IL 62471	None	Educational	\$1500.00

Recipient Name & Address	Relationship	Purpose	Amount
Natosha Brown RR 2 Box 326B Ramsey IL 62080	None	Educational	\$3150.00
Stephanny Brown RR 3 Morrell Lane Lot 2 Vandalia IL 62471	None	Educational	\$1000.00
Taylor Brown 1706 Doe Run Dr Vandalia IL 62471	None	Educational	\$1500.00
Andria Carroll 930 W Edwards St Vandalia IL 62471	None	Educational	\$4050.00
Jennifer Chatham 740 W Orchard St Vandalia IL 62471	None	Educational	\$1400.00
Justin Clark 622 N Fifth St Vandalia IL 62471	None	Educational	\$1500.00
Dylan Cole 833 N Sixth St Vandalia IL 62471	None	Educational	\$900.00
Randi Combs RR 1 Box 428 Vandalia IL 62471	None	Educational	\$4800.00
William Cowger II 919 N Burtschi St Vandalia IL 62471	None	Educational	\$900.00
Amy Cox 1304 Shelley Dr Vandalia IL 62471	None	Educational	\$2000.00
Cody Cox 1304 Shelley Dr Vandalia IL 62471	None	Educational	\$2000.00

Recipient Name & Address	Relationship	Purpose	Amount
Chad Craig 104 Hanley St Ramsey IL 62080	None	Educational	\$3150.00
Whitney Craig 104 Hanley St Ramsey IL 62080	None	Educational	\$3600.00
Katie Crain PO Box 33 St. Peter il 62880	None	Educational	\$1500.00
Michael Critcheloe 615 N Coles Vandalia IL 62471	None	Educational	\$1800.00
Tessa Davison 2605 St. Louis Ave Vandalia IL 62471	None	Educational	\$2250.00
Clinton Devall RR 2 Box 202 Vandalia IL 62471	None	Educational	\$3150.00
Justin Dial 210 S Chestnut St. Elmo IL 62458	None	Educational	\$1250.00
Shana Dial 210 S Chestnut St. Elmo IL 62458	None	Educational	\$400.00
Richard Doty RR 1 Box 88 Beecher City IL 62414	None	Educational	\$500.00
Ashley Durbin RR 1 Box 189 Vandalia IL 62471	None	Educational	\$2250.00
Lindy Eddy RR 1 Box 8 Bingham IL 62011	None	Educational	\$1575.00

Recipient Name & Address	Relationship	Purpose	Amount
Heather Elder 1614 W Randolph Vandalia IL 62471	None	Educational	\$3600.00
Erin Endres 2604 South Fork Dr Vandalia IL 62471	None	Educational	\$900.00
Lacey Feezel RR 1 Box 196 Brownstown IL 62418	None	Educational	\$2700.00
Matthew Filer RR 2 Box 115 Vandalia IL 62471	None	Educational	\$2250.00
Taylor Fulk 718 W Jackson St Vandalia IL 62471	None	Educational	\$1800.00
Michelle Galletto 1 Residence Dr Edwardsville IL 62025	None	Educational	\$1600.00
Tiffany Gould RR 1 Box 355 Vandalia IL 62471	None	Educational	\$400.00
Callie Guerrettaz RR 1 Box 62 Farina IL 62838	None	Educational	\$1400.00
Tori Hagy 2001 W Fillmore Vandalia IL 62471	None	Educational	\$2700.00
Whitney Hagy 2001 W Fillmore Vandalia IL 62471	None	Educational	\$800.00
Christopher Hall 1410 W St. Louis Ave Vandalia IL 62471	None	Educational	\$3150.00

Recipient Name & Address	Relationship	Purpose	Amount
Hannah Hans 1903 N Eighth St Vandalia IL 62471	None	Educational	\$2000.00
Derek Harmeier 654 N. 2200 St. St. Peter IL 62880	None	Educational	\$1500.00
Adam Harrison RR 2 Box 173 Ramsey IL 62080	None	Educational	\$1350.00
Kyle Hawkins 423 S Fifth St Vandalia IL 62471	None	Educational	\$900.00
Brandon Heistand RR 1 Box 241 Shobonier IL 62885	None	Educational	\$1400.00
Rachel Heistand RR 1 Box 241 Shobonier IL 62885	None	Educational	\$1500.00
Sarah Heistand RR 1 Box 241 Shobonier IL 62885	None	Educational	\$2700.00
Curtis Hemminghaus RR 1 Box 35 Beecher City IL 62414	None	Educational	\$1400.00
Nathaniel Henna PO Box 362 Vandalia IL 62471	None	Educational	\$500.00
Stephanie Henna PO Box 362 Vandalia IL 62471	None	Educational	\$2000.00
LaNette Heselton 1012 N Seventh St Vandalia IL 62471	None	Educational	\$800.00

Recipient Name & Address	Relationship	Purpose	Amount
Matthew Holaday 620 Bow Dr Vandalia IL 62471	None	Educational	\$2250.00
Meghan Jerden RR 2 Box 245 Ramsey IL 62080	None	Educational	\$2700.00
Jacob Johnson 230 N Second St Vandalia IL 62471	None	Educational	\$1500.00
Dakota Kellow 116 E Johnson Vandalia IL 62471	None	Educational	\$2250.00
Kameron Kilzer 226 E Division Brownstown IL 62418	None	Educational	\$2250.00
Thomas Kinhead 1907 W Main Vandalia IL 62471	None	Educational	\$1800.00
Margaret Kinney 413 W Washington St Vandalia IL 62471	None	Educational	\$800.00
William Kinney 413 W Washington St Vandalia IL 62471	None	Educational	\$2700.00
Adrienne Kubina 1713 W St. Clair Vandalia IL 62471	None	Educational	\$3600.00
Joshua Lawson RR 3 Box 649 Vandalia IL 62471	None	Educational	\$500.00
Mallory Lay 306 W Sixth St Ramsey IL 62080	None	Educational	\$1000.00

Recipient Name & Address	Relationship	Purpose	Amount
Jade Ledbetter RR 3 Box 255 Vandalia IL 62471	None	Educational	\$1600.00
Carissa Lotz P.O. Box 65 St. Peter IL 62880	None	Educational	\$1000.00
Amanda Lutz 1223 W St. Clair Vandalia IL 62471	None	Educational	\$1800.00
Lauren Matheny RR 2 Box 19-1 Farina IL 62838	None	Educational	\$1500.00
Lori McNary P.O. Box 382 Vandalia IL 62471	None	Educational	\$2000.00
Nicholas Metzger 1228 W Jefferson St Vandalia IL 62471	None	Educational	\$1500.00
Alexandria Miller RR 2 Box 50 Farina IL 62838	None	Educational	\$1500.00
Morgan Miller RR 1 Box 273A Ramsey IL 62080	None	Educational	\$2000.00
Whitney Newsome RR 2 Box 268 Vandalia IL 62471	None	Educational	\$400.00
Ryan Nordyke 2711 Lake Wood Dr Vandalia IL 62471	None	Educational	\$900.00
Natasha Opfer 1012 Sunset Dr Vandalia IL 62471	None	Educational	\$900.00

Recipient Name & Address	Relationship	Purpose	Amount
Megan Otto 120 N First St Vandalia IL 62471	None	Educational	\$1400.00
Brooke Pippins 630 S Elm Vandalia IL 62471	None	Educational	\$3600.00
Shane Ponzel 1626 W Jefferson Vandalia IL 62471	None	Educational	\$900.00
Jordan Potter RR 2 Box 119 Patoka IL 62875	None	Educational	\$2400.00
Sawyer Potter RR 2 Box 119 Patoka IL 62875	None	Educational	\$1400.00
Shelby Pryor 1414 W Randolph Vandalia IL 62471	None	Educational	\$600.00
Kevyn Ray 109 N Olive St St. Elmo IL 62458	None	Educational	\$2700.00
Kathleen Rebbe RR 1 Box 354 Vandalia IL 62471	None	Educational	\$2250.00
Kelby Sanders Rt 2 Box 281A Ramsey IL 62080	None	Educational	\$450.00
Barbara Scarbrough RR 1 Box 99 Vernon IL 62892	None	Educational	\$4050.00
Kendra Schaal RR 1 Box 38A St. Peter IL 62880	None	Educational	\$1550.00

Recipient Name & Address	Relationship	Purpose	Amount
Whitney Schaal RR 1 Box 47 Shobonier IL 62885	None	Educational	\$1000.00
Julie Schilling 2067 N 1250 St Brownstown IL 62418	None	Educational	\$1500.00
Marcia Schilling 651 S Fair St Brownstown IL 62418	None	Educational	\$2700.00
Christian Schroeder 2709 S Fork Dr Vandalia IL 62471	None	Educational	\$500.00
Austin Schukar RR 1 Box 104 Shobonier IL 62885	None	Educational	\$2250.00
Quentin Schukar RR 1 Box 104 Shobonier IL 62885	None	Educational	\$400.00
Kelsey Shelton 135 E Maple Brownstown IL 62418	None	Educational	\$2700.00
Matthew Shelton 538 E Oak St Brownstown IL 62418	None	Educational	\$1000.00
Megan Shreve 2636 Lake Wood Dr Vandalia IL 62471	None	Educational	\$1000.00
Bayle Smith 414 E Ash St. Brownstown IL 62418	None	Educational	\$800.00
Blythe Smith RR 3 Box 871B Vandalia IL 62471	None	Educational	\$1000.00

Recipient Name & Address	Relationship	Purpose	Amount
Kyle Sparks 106 Timber Creek Eldorado CO 71730	None	Educational	\$1800.00
Amy Sporleder RR 1 Box 91 St. Peter IL 62880	None	Educational	\$800.00
Sarah Sporleder RR 1 Box 91 St. Peter IL 62880	None	Educational	\$1000.00
Chris Stinebring RR 1 Box 49B Brownstown IL 62418	None	Educational	\$2250.00
Morgan Stinebring RR 1 Box 49B Brownstown IL 62418	None	Educational	\$1000.00
Jamie Taylor RR 1 Box 195 Vandalia IL 62471	None	Educational	\$3600.00
Dane Thull PO Box 66 Ramsey IL 62080	None	Educational	\$1350.00
Katelyn Vieregge 2618 E Fork Dr Vandalia IL 62471	None	Educational	\$900.00
Kayla VonBehren RR 1 Box 155 St. Peter IL 62880	None	Educational	\$600.00
Ashley Walker 229 South Front St Ramsey IL 62080	None	Educational	\$400.00
Amanda Walton RR 1 Box 124 Shobonier IL 62885	None	Educational	\$2250.00

Recipient Name & Address	Relationship	Purpose	Amount
Amy Walton RR 1 Box 124 Shobonier IL 62885	None	Educational	\$1150.00
Candace Washburn RR 2 Box 39AB Brownstown IL 62418	None	Educational	\$750.00
Ashli Wasmuth RR 1 Box 182 Shobonier IL 62885	None	Educational	\$875.00
Tyler Westendorf P.O. Box 36 Vandalia IL 62471	None	Educational	\$1200.00
Anna Wheeler RR 1 Box 128B Ramsey IL 62080	None	Educational	\$800.00
Caleb Wheeler RR 1 Box 128B Ramsey IL 62080	None	Educational	\$1000.00
Mitchell Whightsil RR 1 Box 393 Vandalia IL 62471	None	Educational	\$2250.00
Megan Zimmerman 2414 Whitler Lane Vandalia IL 62471	None	Educational	\$2000.00
TOTAL			\$201650.00