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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.

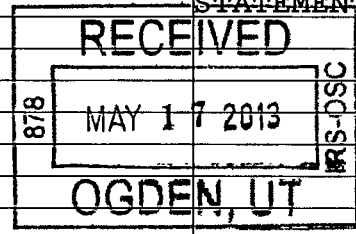
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE KARNES MEMORIAL FUND BLUESTEM NAT'L BANK, TRUSTEE</b>		A Employer identification number <b>37-6243213</b>
Number and street (or P O box number if mail is not delivered to street address) <b>606 WEST OAK ST., P.O. BOX 288</b>	Room/suite	B Telephone number <b>(815) 692-2302</b>
City or town, state, and ZIP code <b>FAIRBURY, IL 61739</b>		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) \$ <b>2,212,311.</b> (Part I, column (d) must be on cash basis)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		151.	151.		STATEMENT 1
4 Dividends and interest from securities		17,916.	17,916.		STATEMENT 2
5a Gross rents		136,763.	136,763.		STATEMENT 3
b Net rental income or (loss) <b>84,555.</b>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		-48,100.			
b Gross sales price for all assets on line 6a <b>51,070.</b>					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		977.	177.		STATEMENT 5
12 Total. Add lines 1 through 11		107,707.	155,007.		
13 Compensation of officers, directors, trustees, etc		7,356.	0.		7,356.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees <b>STMT 6</b>		4,300.	0.		4,300.
b Accounting fees <b>STMT 7</b>		12,322.	0.		12,322.
c Other professional fees					
17 Interest					
18 Taxes <b>STMT 8</b>		8,609.	7,003.		15.
19 Depreciation and depletion		657.	657.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 9</b>		44,548.	44,548.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		77,792.	52,208.		23,993.
25 Contributions, gifts, grants paid		86,890.			86,890.
26 Total expenses and disbursements Add lines 24 and 25		164,682.	52,208.		110,883.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-56,975.			
b Net investment income (if negative, enter -0-)			102,799.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 23 2013

Revenue

Operating and Administrative Expenses

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	38,239.	79,144.	79,144.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶	630,267.			
Less accumulated depreciation <b>STMT 10</b> ▶	10,066.	620,858.	620,201.	1,633,575.
12 Investments - mortgage loans				
13 Investments - other <b>STMT 11</b>	552,164.	454,941.	499,592.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,211,261.</b>	<b>1,154,286.</b>	<b>2,212,311.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,211,261.	1,154,286.		
<b>30 Total net assets or fund balances</b>	<b>1,211,261.</b>	<b>1,154,286.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,211,261.</b>	<b>1,154,286.</b>		

**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)	1,211,261.
2 Enter amount from Part I, line 27a	-56,975.
3 Other increases not included in line 2 (itemize) ▶ _____	0.
4 Add lines 1, 2, and 3	1,154,286.
5 Decreases not included in line 2 (itemize) ▶ _____	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,154,286.

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**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.)
<b>1a CAPITAL GAIN DISTRIBUTIONS - VANGUARD</b>	<b>P</b>	<b>VARIOUS</b>	<b>12/31/12</b>
<b>b OPPENHEIMER CAPITAL INCOME FUND</b>		<b>04/27/93</b>	<b>03/26/12</b>
<b>c OPPENHEIMER CHAMPION INCOME FUND</b>		<b>10/12/06</b>	<b>03/26/12</b>
<b>d</b>			
<b>e</b>			

(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)
<b>a 656.</b>			<b>656.</b>
<b>b 40,764.</b>		<b>49,540.</b>	<b>-8,776.</b>
<b>c 9,650.</b>		<b>49,630.</b>	<b>-39,980.</b>
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			<b>656.</b>
<b>b</b>			<b>-8,776.</b>
<b>c</b>			<b>-39,980.</b>
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>-48,100.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8</b>		<b>3</b>	<b>N/A</b>

**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	107,176.	2,161,186.	.049591
2010	100,148.	2,151,263.	.046553
2009	66,503.	2,109,588.	.031524
2008	73,101.	1,345,640.	.054324
2007	68,472.	1,414,890.	.048394

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.230386</b>
<b>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</b>	<b>3</b>	<b>.046077</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	<b>4</b>	<b>2,160,544.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>99,551.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>1,028.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>100,579.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>110,883.</b>

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.

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**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,028.
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	1,028.
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	1,028.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,080.	
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	1,080.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	52.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 52. Refunded <input checked="" type="checkbox"/> 0.	11	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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) <input checked="" type="checkbox"/> 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

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**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>THOMAS BRUCKER</u> Telephone no. ► <u>(815) 692-2302</u> Located at ► <u>606 WEST OAK ST., FAIRBURY, IL</u> ZIP+4 ► <u>61739</u>			
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"/>
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
				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? <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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on 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)?  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? **N/A**  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  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? **N/A**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS L. LADEAIROUS 101 WEST CHESTNUT STREET FAIRBURY, IL 61739	TRUSTEE 5.00	0.	0.	0.
REV. KIM ERNST 801 NORTH FIRST STREET FAIRBURY, IL 61739	CHAIRMAN 5.00	0.	0.	0.
BLUESTEM NATIONAL BANK 104 EAST LOCUST STREET FAIRBURY, IL 61739	TRUSTEE 0.00	0.	0.	0.
LYNN METZ 1264 EAST 1900 NORTH ROAD ROBERTS, IL 60962	TRUSTEE 5.00	0.	0.	0.

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

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

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

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**Part VIII**

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 <b>SCHOLARSHIPS</b>	
2	86,890.
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 <b>NONE</b>	
2	0.
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

Form 990-PF (2012)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	501,180.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	58,691.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,633,575.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,193,446.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,193,446.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	32,902.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,160,544.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	108,027.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	108,027.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,028.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,028.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	106,999.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	800.
<b>5</b>	Add lines 3 and 4	<b>5</b>	107,799.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	107,799.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	110,883.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	110,883.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,028.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	109,855.

**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.

**THE KARNES MEMORIAL FUND  
BLUESTEM NAT'L BANK, TRUSTEE**

**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				107,799.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			105,282.	
b Total for prior years:		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: ▶ \$ 110,883.				
a Applied to 2011, but not more than line 2a			105,282.	
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				5,601.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				102,198.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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				

THE KARNES MEMORIAL FUND

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

**SEE STATEMENT 12**

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

c Any submission deadlines:

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

THE KARNES MEMORIAL FUND

Form 990-PF (2012)

BLUESTEM NAT'L BANK, TRUSTEE

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**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>	NONE	N/A	SCHOLARSHIPS	86,890.
<b>Total</b>			▶ <b>3a</b>	86,890.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0.





FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BLUESTEM NATIONAL BANK	116.
STEFFEN FARM ACCOUNT	35.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	151.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLUESTEM NATIONAL BANK	17,916.	0.	17,916.
TOTAL TO FM 990-PF, PART I, LN 4	17,916.	0.	17,916.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARM	1	134,763.
RENTAL INCOME	2	2,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		136,763.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		657.	
PESTICIDES		4,735.	
FERTILIZER		6,744.	
SEED		4,388.	
MACHINE HIRE		664.	
STORAGE		1,055.	
INSURANCE		1,587.	
PROPERTY TAXES		7,003.	

PAYMENT TO FARM TENANT			24,875.	
	- SUBTOTAL -	1		51,708.
RENT EXPENSE			500.	
	- SUBTOTAL -	2		500.
TOTAL RENTAL EXPENSES				52,208.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B				84,555.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION PROCEEDS	177.	177.	
RETURN OF DISTRIBUTIONS	800.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	977.	177.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,300.	0.		4,300.
TO FM 990-PF, PG 1, LN 16A	4,300.	0.		4,300.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	12,322.	0.		12,322.
TO FORM 990-PF, PG 1, LN 16B	12,322.	0.		12,322.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS FILING FEE	15.	0.		15.
FEDERAL EXCISE TAX	1,591.	0.		0.
PROPERTY TAXES	7,003.	7,003.		0.
TO FORM 990-PF, PG 1, LN 18	8,609.	7,003.		15.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PESTICIDES	4,735.	4,735.		0.
FERTILIZER	6,744.	6,744.		0.
SEED	4,388.	4,388.		0.
MACHINE HIRE	664.	664.		0.
STORAGE	1,055.	1,055.		0.
INSURANCE	1,587.	1,587.		0.
PAYMENT TO FARM TENANT	24,875.	24,875.		0.
RENT EXPENSE	500.	500.		0.
TO FORM 990-PF, PG 1, LN 23	44,548.	44,548.		0.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT		STATEMENT 10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
NEW TILE	6,605.	6,428.	177.
LAND	618,626.	0.	618,626.
FULLY DEPRECIATED TILE	1,785.	1,785.	0.
NEW TILE	1,650.	1,265.	385.
NEW TILE	1,601.	588.	1,013.
TOTAL TO FM 990-PF, PART II, LN 11	630,267.	10,066.	620,201.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	454,941.	499,592.
TOTAL TO FORM 990-PF, PART II, LINE 13		454,941.	499,592.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE KARNES MEMORIAL FUND BOARD OF GOVERNORS  
P.O. BOX 302  
FAIRBURY, IL 61739

TELEPHONE NUMBER

(815)692-2302

FORM AND CONTENT OF APPLICATIONS

GENERAL BACKGROUND, SCHOOL/COMMUNITY ACTIVITIES & PARENTS' FINANCIAL ANALYSIS MUST BE SUBMITTED

ANY SUBMISSION DEADLINES

MARCH 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE GRADUATE OF PRAIRIE CENTRAL COMMUNITY UNIT SCHOOL DISTRICT #8, WHICH SERVES FAIRBURY, FORREST, & CHATSWORTH, IL

**High School Recipients**  
**2012-2013 Academic Year**

<b><u>Name and Address</u></b>	<b><u>August</u></b>	<b><u>December</u></b>	<b><u>Total</u></b>
Jacob T. Brandt 116 Belle Prairie Cropsey, IL 61731	200.00	200.00	\$ 400.00
Alison R. Branz 3891 North 3350 East Road Chatsworth, IL 60921	200.00	200.00	400.00
Parker C. Busch 11349 North 2300 East Road Fairbury, IL 61739	200.00	200.00	400.00
Taylor R. Crane 25575 East 825 North Road Forrest, IL 61741	650.00	650.00	1,300.00
Lucas M. Diller 307 North First Street Chatsworth, IL 60921	650.00	650.00	1,300.00
Evan M. Dotterer 23812 East 1000 North Road Fairbury, IL 61739	200.00	200.00	400.00
Micaela G. Fosdick 31507 North 3460 East Road Chenoa, IL 61726	650.00	650.00	1,300.00
Connor L. Groskreutz 305 South Seventh Street Chatsworth, IL 60921	200.00	200.00	400.00
Haley J. Haberkorn 524 North Williams Street Forrest, IL 61741	750.00	750.00	1,500.00
Timothy M. Hartman 410 North 10th Street Fairbury, IL 61739	200.00	200.00	400.00

<u>Name and Address</u>	<u>August</u>	<u>December</u>	<u>Total</u>
Landon P. Honegger 320 Lorraine Drive Forrest, IL 61741	200.00	200.00	400.00
Wyatt R. Kahle 614 Morningside Drive Chenoa, IL 61726	650.00	650.00	1,300.00
Naomi J. Knapp 33771 East 3000 North Road Chenoa, IL 61726	200.00	200.00	400.00
Zoe C. Koehl 102 East Hickory Street Fairbury, IL 61739	200.00	200.00	400.00
Allyn G. Krenz 617 McClellan Street Chenoa, IL 61726	250.00	250.00	500.00
Dmitri R. Krieger 103 West Cherry Street Fairbury, IL 61739	650.00	650.00	1,300 00
Bradley M. Moody 502 South Seventh Street Chatsworth, IL 60921	200.00	200.00	400.00
Maci L. Oelschlager 39 Lakeview Drive Fairbury, IL 61739	200.00	200.00	400.00
Sarah E. Oprondek 106 East Amber Drive Fairbury, IL 61739	650.00	650.00	1,300 00
Mandy J. Palen 3676 North 2700 East Road Forrest, IL 61741	200.00	200.00	400.00
Katie L Schaffer 11225 North 1800 East Road Fairbury, IL 61739	Did Not Attend - Returned Funds		

<u>Name and Address</u>	<u>August</u>	<u>December</u>	<u>Total</u>
Andrea K. Slagel 4845 North 2700 East Road Forrest, IL 61741	200.00	200.00	400.00
Shanna M. Slagel 23175 East 1100 North Road Fairbury, IL 61739	200.00	200.00	400.00
Caleb J. Smith 414 East Oak Street Chatsworth, IL 60921	250.00	250.00	500.00
Kristen E. Steidinger 309 North First Street Chenoa, IL 61726	650.00	650.00	1,300.00
Shannon M. Teubel 26333 East 1000 North Road Forrest, IL 61741	200.00	200.00	400.00
Mitchell R. Trezise 32471 East 3200 North Road Chenoa, IL 61726	200.00	200.00	400.00
Courtney P. Wessels 12515 North 2300 East Road Fairbury, IL 61739	750.00	750.00	1,500.00
Abram L. Zehr 3617 North 2300 East Road Fairbury, IL 61739	200.00	200.00	400.00
<b>Total</b>	<b>\$9,950.00</b>	<b>\$9,950.00</b>	<b>\$19,900.00</b>

**College Recipients**  
**2012-2013 Academic Year**

<b><u>Name and Address</u></b>	<b><u>August</u></b>	<b><u>December</u></b>	<b><u>Total</u></b>
Emily G. Bane 402 East Hickory Street Fairbury, Illinois 61739	1,100.00	1,160.00	2,260.00
Nile A. Bane 402 East Hickory Street Fairbury, Illinois 61739	800.00	860.00	1,660.00
Shianne L. Busch 11349 North 2300 East Road Fairbury, Illinois 61739	1,000.00	1,060.00	2,060.00
Kaley M. Corban 44 Clover Lane Fairbury, Illinois 61739	800.00	860.00	1,660.00
Jayme K. Curl 701 East Hickory Street Fairbury, Illinois 61739	1,050.00	.00	1,050.00
Sarah E. Dawson 9514 North 1700 East Road Chenoa, Illinois 61726	800.00	860.00	1,660.00
Alexander L. Diller 213 East Sycamore Street Chatsworth, Illinois 60921	1,100.00	1,160.00	2,260.00
Leslie A. Freehill 421 Davis Street Chenoa, Illinois 61726	1,100.00	1,160.00	2,260.00
Paige M. Heiser 10649 North 2400 East Road Fairbury, Illinois 61739	800.00	860.00	1,660.00
Lauren T. Honegger 5226 North 2800 East Road Forrest, Illinois 61741	300.00	360.00	660.00
Elizabeth M. Kinate 100 West Willow Street Fairbury, Illinois 61739	800.00	860.00	1,660.00

<u>Name and Address</u>	<u>August</u>	<u>December</u>	<u>Total</u>
Camden P. Krenz 617 McClellan Chenoa, Illinois 61726	400.00	460.00	860.00
Zachary E. Lawrence 103 West Amber Drive Fairbury, Illinois 61739	800.00	860.00	1,660.00
Jeana M. Leman 26136 East 700 North Road Forrest, Illinois 61741	400.00	460.00	860.00
Mallory C. Livezey 100 Florence Avenue Chenoa, Illinois 61726	800.00	860.00	1,660.00
Ethan L. McPherson 211 South Fourth Street Fairbury, Illinois 61739	1,050.00	1,110.00	2,160.00
Amber D. McReynolds 406 West Elm Street Fairbury, Illinois 61739	1,100.00	1,160.00	2,260.00
Hayley K. Malone 602 S. Division Street Chenoa, Illinois 61726	800.00	860.00	1,660.00
Chase E. Mowery 719 East Locust Street Fairbury, Illinois 61739	800.00	860.00	1,660.00
Rebecca A. Nussbaum 307 East Hickory Street Fairbury, Illinois 61739	800.00	860.00	1,660.00
Jordan D. Pilgrim 5322 North 2040 East Road Fairbury, Illinois 61739	800.00	860.00	1,660.00
Abby L. Popejoy 51 Lakeview Drive Fairbury, Illinois 61739	1,050.00	1,110.00	2,160.00
Austin J. Rieger 36 Pleasantview Drive Forrest, Illinois 61741	800.00	.00	800.00

<u>Name and Address</u>	<u>August</u>	<u>December</u>	<u>Total</u>
Caitlin C. Schaffer 512 West Cherry Street Fairbury, Illinois 61739	1,100.00	1,160.00	2,260.00
Daniel S. Schahrer 400 Marilyn Drive Fairbury, Illinois 61739	800.00	860.00	1,660.00
Whitney M. Scurlock 210 North Clay Street Fairbury, Illinois 61739	800.00	860.00	1,660.00
Keith L. Semmerling 501 East Oak Street Chatsworth, Illinois 60921	300.00	360.00	660.00
Elizabeth J. Shafer 534 South Fifth Street Fairbury, Illinois 61739	300.00	360.00	660.00
Kelcey E. Shafer 534 South Fifth Street Fairbury, Illinois 61739	800.00	860.00	1,660.00
Kristin R. Slagel 23965 East 500 North Road Fairbury, Illinois 61739	300.00	360.00	660.00
Dylan M. Stork 33963 East 1200 North Road Chatsworth, Illinois 60921	800.00	860.00	1,660.00
Alyssa J. Surber 501 West Hickory Street Fairbury, Illinois 61739	1,100.00	1,160.00	2,260.00
Kristin M. Trezise 32471 East 3200 North Road Chenoa, Illinois 61726	800.00	860.00	1,660.00
Lynette R. Waldbeser 5484 North 2100 East Road Fairbury, Illinois 61739	1,050.00	1,110.00	2,160.00

<u>Name and Address</u>	<u>August</u>	<u>December</u>	<u>Total</u>
Austin R. Wenger 502 Northgate Drive St. Joseph, Illinois 61873	800.00	860.00	1,660.00
Kimberly J. Wenger 6444 North 2400 East Road Fairbury, Illinois 61739	1,000.00	1,060.00	2,060.00
Nicole M. Wenger 6444 North 2400 East Road Fairbury, Illinois 61739	800.00	860.00	1,660.00
Micah J. Zehr 3617 North 2300 East Road Fairbury, Illinois 61739	1,050.00	1,110.00	2,160.00
Tess B. Zehr 3283 North 2300 East Road Fairbury, Illinois 61739	800.00	860.00	1,660.00
Thane E. Zehr 3283 North 2300 East Road Fairbury, Illinois 61739	300.00	360.00	660.00
Reid L. Zehr 3283 North 2300 East Road Fairbury, Illinois 61739	1,100.00	1,160.00	2,260.00
<b>Totals</b>	<b>\$33,250.00</b>	<b>\$33,740.00</b>	<b>\$66,990.00</b>