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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

VIRGINIA M. LONG CHARITABLE FOUNDATION
P.O. BOX 5123
GODFREY, IL 62035

A Employer identification number
43-0871463

B Telephone number (see the instructions)
618 259-3068

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 579,721.

J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

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)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	2,386.	2,386.	2,386.	
4	Dividends and interest from securities	16,659.	16,659.	16,659.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-11,293.			
b	Gross sales price for all assets on line 6a 249,547.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			6,894.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	-2,596.	-2,596.	-2,596.	
12	Total. Add lines 1 through 11	5,156.	16,449.	23,343.	
13	Compensation of officers, directors, trustees, etc	6,000.	4,000.	4,000.	2,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	2,307.	2,307.	2,307.	
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 3	650.		650.	
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	170.	170.	170.	
24	Total operating and administrative expenses. Add lines 13 through 23	9,127.	6,477.	7,127.	2,000.
25	Contributions, gifts, grants paid PART XV	17,300.			17,300.
26	Total expenses and disbursements. Add lines 24 and 25	26,427.	6,477.	7,127.	19,300.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-21,271.			
b	Net investment income (if negative, enter 0)		9,972.		
c	Adjusted net income (if negative, enter 0)			16,216.	

SCANNED MAY 28 2013

ADMINISTRATIVE AND OPERATING EXPENSES

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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				
	2	Savings and temporary cash investments	40,809.	19,673.	19,673.	
	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 sch) ▶				
		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) STATEMENT 5	433,394.	438,714.	560,048.	
		c Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	474,203.	458,387.	579,721.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable	3,600.	1,200.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	3,600.	1,200.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	470,603.	457,187.		
	30	Total net assets or fund balances (see instructions)	470,603.	457,187.		
	31	Total liabilities and net assets/fund balances (see instructions)	474,203.	458,387.		

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	470,603.
2	Enter amount from Part I, line 27a	2	-21,271.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	7,855.
4	Add lines 1, 2, and 3	4	457,187.
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	457,187.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	-11,293.
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	6,894.

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 (column (b) divided by column (c))
2011	16,415.	502,924.	0.032639
2010	21,173.	472,181.	0.044841
2009	19,848.	373,208.	0.053182
2008	21,097.	500,151.	0.042181
2007	20,402.	561,743.	0.036319

2 Total of line 1, column (d)	2	0.209162
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	0.041832
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	582,020.
5 Multiply line 4 by line 3	5	24,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100.
7 Add lines 5 and 6	7	24,447.
8 Enter qualifying distributions from Part XII, line 4	8	19,300.

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

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

1 a	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 instrs)		
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	199.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	199.
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	199.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
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	199.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6		X
7	X	
8 a		
8 b	X	
9	X	
10		X

BAA

Form 990-PF (2012)

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 ▶ N/A	X		
14	The books are in care of ▶ <u>VIRGINIA M. LONG</u> Telephone no ▶ <u>314 231-2800</u> Located at ▶ <u>P.O. BOX 5123, GODFREY, IL</u> ZIP + 4 ▶ <u>62035</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 ▶ 15 N/A <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
		16		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
1 a	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
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?	1 c	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 ▶ 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)	2 b	N/A
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 __		
3 a	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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

5 b N/A

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

6 b X

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

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

7 b

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 (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
VIRGINIA M. LONG P.O. BOX 5123 GODFREY, IL 62035	PRESIDENT 20.00	6,000.	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 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	1 a	590,883.
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	590,883.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	590,883.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,863.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	582,020.
6 Minimum investment return. Enter 5% of line 5	6	29,101.

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

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	1 a	19,300.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	19,300.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,300.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
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				
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 ▶ \$ _____				
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				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)

<p>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</p>					
<p>b Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					
<p>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</p>	<p>Tax year</p>				
	<p>Prior 3 years</p>				
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
	16,216.	4,386.	2,973.	6,018.	29,593.
<p>b 85% of line 2a</p>	13,784.	3,728.	2,527.	5,115.	25,154.
<p>c Qualifying distributions from Part XII, line 4 for each year listed</p>	19,300.	16,415.	21,175.	19,910.	76,800.
<p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p>					0.
<p>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p>	19,300.	16,415.	21,175.	19,910.	76,800.
<p>3 Complete 3a, b, or c for the alternative test relied upon</p>					
<p>a 'Assets' alternative test – enter</p>					
<p>(1) Value of all assets</p>					
<p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p>					
<p>b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p>					
	19,400.	16,764.	15,739.	12,440.	64,343.
<p>c 'Support' alternative test – enter</p>					
<p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p>					
<p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</p>					
<p>(3) Largest amount of support from an exempt organization</p>					
<p>(4) Gross investment income</p>					

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))
 VIRGINIA M. LONG

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 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> SEE STATEMENT 9</p>				
Total				▶ 3 a 17,300.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3 b

VIRGINIA M. LONG CHARITABLE FOUNDATION

43-0871463

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
UBI LOSS ON PARTNERSHIPS	\$ -2,596.	\$ -2,596.	\$ -2,596.
TOTAL	<u>\$ -2,596.</u>	<u>\$ -2,596.</u>	<u>\$ -2,596.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPER EXPENSE	\$ 1,662.	\$ 1,662.	\$ 1,662.	
SCHEFFEL & COMPANY TAX PREP	645.	645.	645.	
TOTAL	<u>\$ 2,307.</u>	<u>\$ 2,307.</u>	<u>\$ 2,307.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	\$ 323.		\$ 323.	
TAX PD WITH 2009 FORM 990-PF	327.		327.	
TOTAL	<u>\$ 650.</u>	<u>\$ 0.</u>	<u>\$ 650.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL ANNUAL FILING FEE	\$ 15.	\$ 15.	\$ 15.	
OFFICE SUPPLIES	80.	80.	80.	
POST OFFICE BOX RENTAL	60.	60.	60.	
POSTAGE	15.	15.	15.	
TOTAL	<u>\$ 170.</u>	<u>\$ 170.</u>	<u>\$ 170.</u>	<u>\$ 0.</u>

VIRGINIA M. LONG CHARITABLE FOUNDATION

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STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CREDIT SUISSE	COST	\$ 438,714.	\$ 0.
CREDIT SUISSE	MKT VAL	0.	560,048.
	TOTAL	\$ 438,714.	\$ 560,048.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PARTNERSHIP TAX BASIS ADJUSTMENT	\$ 3,574.
TIMING DIFFERENCE	4,281.
TOTAL	\$ 7,855.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	CREDIT SUISSE GRO AG NY BRH	PURCHASED	8/17/2011	2/24/2012	100,000.		100,000.	0.				\$ 0.
2	ENTERPRISE PRODS PARTNERS	PURCHASED	12/08/2011	1/05/2012	47,665.		44,422.	3,243.				3,243.
3	LINN ENERGY LLC	PURCHASED	1/12/2012	3/09/2012	77,481.		68,584.	8,897.				8,897.
4	500 EATON VANCE TAX MANAGED	PURCHASED	2/19/2012	12/19/2012	4,321.		9,567.	-5,246.				-5,246.
5	2000 EATON VANCE TAX MANAGED	PURCHASED	2/22/2007	12/19/2012	17,463.		38,267.	-20,804.				-20,804.
6	CAPITAL GAIN DIVIDENDS											2,617.
												TOTAL \$ -11,293.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

PO BOX 5123

CITY, STATE, ZIP CODE:

GODFREY, IL 62035

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

IN THE PAST SEVERAL YEARS, THE FOUNDATION HAS ONLY

VIRGINIA M. LONG CHARITABLE FOUNDATION

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

CONTRIBUTED DIRECTLY TO 501(C) (3)
 CHARITABLE ORGANIZATIONS AND ORGANIZATIONS ACTIVE IN THE
 AREA OF FINE ARTS.

THE FOUNDATION MAY AT SOME POINT IN THE FUTURE PROVIDE
 SCHOLARSHIP MONEY TO SUITABLE CANDIDATES FROM THE
 COMMUNITY STUDYING LIBERAL ARTS. APPLICANTS ARE REQUIRED
 TO SUBMIT A COMPLETE BIOGRAPHICAL RECORD AND SUPPORTING
 MATERIAL, INCLUDING A RESUME, LETTERS OF RECOMMENDATION
 AND A SAMPLE OF THE CANDIDATE'S WORK (IE: ARTISTIC
 PORTFOLIO), OR DOCUMENTATION OF PAST SCIENTIFIC
 ACHIEVEMENTS. SELECTION WILL BE BASED SOLELY ON OBJECTIVE
 STANDARDS WHICH INCLUDE: PRIOR PERFORMANCE IN THE
 CANDIDATE'S CHOSEN FIELD; RECOMMENDATIONS FROM OTHERS IN
 THE CANDIDATE'S CHOSEN FIELD UNRELATED TO THE CANDIDATE;
 CONCLUSIONS DRAWN FROM AN INTERVIEW WITH THE CANDIDATE AS
 TO MOTIVATION, CHARACTER, POTENTIAL CONTRIBUTION TO
 COMMUNITY AND COMMITMENT TO THE CANDIDATE'S FIELD AND
 FINANCIAL NEED.

POTENTIAL CANDIDATES CAN NOT BE RELATED TO ANY MEMBER OF
 THE FOUNDATION'S BOARD OF DIRECTORS.

SUBMISSION DEADLINES: 2 MONTHS PRIOR TO THE BEGINNING OF SCHOOL TERM
 RESTRICTIONS ON AWARDS: \$500 PER ACADEMIC YEAR

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MARQUETTE CATHOLIC HIGH SCHOOL 219 E FOURTH STREET ALTON,, IL 62002	NONE	EXEMPT	THEATRE DEPT.	\$ 1,050.
UNITED WAY OF GREATER ST. LOUIS 910 N 11TH STREET ST. LOUIS,, MO 63101	NONE	EXEMPT		2,000.
MADISON COUNTY ARTS COUNCIL 627 E. BROADWAY ALTON, IL 62002	NONE	EXEMPT		1,000.
OASIS WOMEN'S CENTER 111 MARKET STREET ALTON,, IL 62002	NONE	EXEMPT		2,000.

VIRGINIA M. LONG CHARITABLE FOUNDATION

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STATEMENT 9 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LEWIS & CLARK COM COLLEGE SCHOLARSHIP FNDN GODFREY,, IL 62035	NONE	EXEMPT	COLLEGE SCHOLARSHIPS	\$ 2,000.
CATHOLIC CHILDREN'S HOME 1400 STATE STREET ALTON,, IL 62002	NONE	EXEMPT		1,000.
DIOCEASE & AN CATH SERV APPEAL 1615 W WASHINGTON ST SPRINGFIELD,, IL 62708	NONE	EXEMPT		2,000.
ST. VINCENT DE PAUL ALTON, IL 62002	NONE	EXEMPT		500.
NEWMAN CATHOLIC CENTER 500 ROOSEVELT AVE CHARLESTON, IL 61920	NONE	EXEMPT		500.
ST AMBROSE CHURCH 820 W HOMER ADAMS PKWY GODFREY, IL 62035	NONE	EXEMPT		500.
RIVERBEND HUMANE SOCIETY 23402 CRYSTAL LAKE ROAD JERSEYVILLE, IL 62052	NONE	EXEMPT		100.
RIVER BEND HEAD START 550 LANDMARKS BLVD ALTON, IL 62002	NONE	EXEMPT		2,050.
ALTON WREATHS ACROSS AMERICA ALTON, IL 62002	NONE	EXEMPT		100.
P.E.O 3700 GRAND AVE DES MOINES, IA 50312	NONE	EXEMPT		100.
WOMEN'S EDUCATION & ECON CENTER PO BOX 8820 MOSHI, TANZANIA,	NONE	EXEMPT		500.
JACKIE LONG FOUNDATION ,		EXEMPT		200.
SENIOR SERVICES PLUS 2603 N ROGERS ALTON, IL 62002	NONE	EXEMPT		550.

VIRGINIA M. LONG CHARITABLE FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MUSCULAR DYSTROPHY	NONE	EXEMPT		\$ 50.
ALTON LITTLE THEATRE 2450 NORTH HENRY ALTON, IL 62002	NONE	EXEMPT		1,000.
JMBFL SCHOLARSHIP FUND	NONE	EXEMPT		100.
			TOTAL \$	<u>17,300.</u>