Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: The Lilly Christy Busch Hermann Foundation

A Employer identification number: 43-6543271

Number and street (or P O box number if mail is not delivered to street address): 7701 Forsyth Blvd., 10th Floor

Room/suite:

B Telephone number (see instructions): 314-863-9200

City or town, state, and ZIP code: St Louis, MO 63105

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)* ▶ $ 3,986,102

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

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	5	5		
	4	Dividends and interest from securities	66,410	66,410		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	40,650			
	b	Gross sales price for all assets on line 6a 1,261,769				
	7	Capital gain net income (from Part IV, line 2)		40,650		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	107,065	107,065		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,500	750		750
	c	Other professional fees (attach schedule)	120	120		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,980	1,380		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	579			579
	22	Printing and publications				
	23	Other expenses (attach schedule)	31,244	31,244		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,423	33,494		1,329
	25	Contributions, gifts, grants paid	225,425			225,425
	26	**Total expenses and disbursements.** Add lines 24 and 25	261,848	33,494		226,754
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(154,783)			
	b	**Net investment income** (if negative, enter -0-)		73,571		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 18 2013
OGDEN, UT
865
IRS-OSC

SCANNED NOV 22 2013

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	5,355	38,364	38,364
2	Savings and temporary cash investments	80,245	85,471	85,471
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	3,319,351	3,126,333	3,862,267
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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)	3,404,951	3,250,168	3,986,102
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ 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			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,404,951	3,250,168	
30	**Total net assets or fund balances** (see instructions)	3,404,951	3,250,168	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,404,951	3,250,168	

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	3,404,951
2	Enter amount from Part I, line 27a	2	(154,783)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,250,168
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	3,250,168

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	Bush O'Donnell	P	Various	Various
b	US Bank - Eagle	P	Various	Various
c	US Bank - Julius Baer	P	Various	Various
d	US Bank - Pinnacle	P	Various	Various
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	185,325		132,591	52,734
b	367,503		298,404	69,099
c	562,221		680,005	(117,784)
d	146,720		110,119	36,601
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				52,734
b				69,099
c				(117,784)
d				36,601
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 — 40,650

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	208,258	3,951,233	.0527
2010	224,896	3,683,932	.0610
2009	216,556	3,664,811	0590
2008	304,020	5,330,676	.0570
2007	324,107	5,642,322	.0574

2	**Total** of line 1, column (d) . . .	2	.2871
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	.0574
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	3,844,240
5	Multiply line 4 by line 3 . . .	5	220,659
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	736
7	Add lines 5 and 6 . . .	7	221,395
8	Enter qualifying distributions from Part XII, line 4 . . .	8	226,754

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)

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	736
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	736
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	736
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,125		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,500		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,625
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,889
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,889 **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?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.*	2		✓
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*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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?	6	✓	
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*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Missouri			
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*	8b	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ None			
14	The books are in care of ▶ Robert R Hermann, Jr Telephone no. ▶ 314-863-9200 Located at ▶ 7701 Forsyth Blvd., 10th Floor, St Louis, MO ZIP+4 ▶ 63105			
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?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		✓
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? ☐ Yes ☑ No If "Yes," list the years ▶ 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✓

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		✓
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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
Robert R Hermann Jr 30 Foreway Dr., St Louis, MO 63124	Trustee	-0-	-0-	-0-
Carlota H Holton 227 Australian Ave #2E, Palm Beach, FL 33480	Trustee	-0-	-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 ▶				

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
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	3,771,376
b	Average of monthly cash balances	1b	131,405
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,902,781
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,902,781
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	58,541
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,844,240
6	**Minimum investment return.** Enter 5% of line 5	6	192,212

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	192,212
2a	Tax on investment income for 2012 from Part VI, line 5	2a	736		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	736
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	191,476
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	191,476
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	191,476

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	226,754
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	226,754
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	736
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	226,018

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				191,476
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 . . . 46,243				
b	From 2008 . . . 26,124				
c	From 2009 . . . 34,577				
d	From 2010 . . . 40,629				
e	From 2011 . . . 13,894				
f	**Total** of lines 3a through e	161,467			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 226,754				
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				191,476
e	Remaining amount distributed out of corpus	35,278			
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	196,745			
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)	46,243			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	150,502			
10	Analysis of line 9:				
a	Excess from 2008 . . . 26,124				
b	Excess from 2009 . . . 34,577				
c	Excess from 2010 . . . 40,629				
d	Excess from 2011 . . . 13,894				
e	Excess from 2012 . . . 35,278				

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 ▶ N/A

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

Part XV Supplementary Information (Complete this part only if the 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.

Robert R Hermann, Jr, 7701 Forsyth Blvd., 10th Floor, St Louis, MO 63105

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

Written format with details about programs and amount requested.

c Any submission deadlines:

NONE

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

Organizations qualifying under section 501(c)(3)

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				
Total . . . . ▶ **3a**				225,425
b *Approved for future payment*				
See Attached				
Total . . . . ▶ **3b**				537,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5	
4 Dividends and interest from securities			14	66,410	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	40,650	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				107,065	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 107,065

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 11/14/13 | Title Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHAWN C BECKER		11-12-13		P00970717
Firm's name ▶ RUBINBROWN LLP			Firm's EIN ▶	43-0765316
Firm's address ▶ ONE NORTH BRENTWOOD, ST LOUIS, MO 63105			Phone no	314-290-3300

The Lilly Christy Busch Hermann Foundation
TAX YEAR ENDED 12/31/12
43-6543271

Part 1 (3) Interest Income	12/31/2012
Bank of America	3.75
Fidelity (Bush O'Donnell)	1.16
Eagle	-
Julius Baer	-
Pinnacle	-
SEC Specialist Settlement Fund	-
IRS Interest	-
	4.91

Part 1 (4) Dividends	12/31/2012
Fidelity (Bush O'Donnell)	11,548 80
Eagle	23,933.75
Eagle	-
Julius Baer	15,949.95
Julius Baer - Capital Gain Dividends	-
Pinnacle	14,977 48
Pinnacle - Lazard K1	
	66,409.98

Part 1 (6a) Gross Sales	12/31/2012
Bush O'Donnell	185,325.37
USB - Eagle	367,503.34
USB - J Baer	562,221.06
USB - Pinnacle	146,720.49
	1,261,770.26

Line 11 Misc Income	
World Com	-

The Lilly Christy Busch Hermann Foundation
TAX YEAR ENDED 12/31/12
43-6543271
Schedule A

12/31/2012

		12/31/2012	
Part 1 (23) Other Expenses	Investment Fees		
	Bush O'Donnell	3,986 16	
	Eagle	12,142 30	
	Julius Baer	552.40	
	Pinnacle	11,733.06	
	Ellwood Associates	2,830 00	
	Misc	-	
		31,243.92	
Line 16a Legal Fees		-	
Line 16b Accounting Fees	RubinBrown	1,500 00	
Line 16c	Bank Charges	120 00	
		-	
Other Professional Fees	Trustee Fees	-	
		120.00	
Line 18 Taxes	Mo Sec of State		
	Foreign Taxes	63.37	Eagle
	Foreign Taxes	1,214.08	Juliius Baer
	Foreign Taxes	102.34	Pinnacle
	Misc	-	
	Refund of taxes		
		1,379 79	
		-	
	12 Ext	1,600.00	
	1st Qtr 12	-	
	2nd Qtr 12	-	
	3rd Qtr 12	-	
		2,979 79	
Line 21 Travel, conferences, meetings		-	
Misc		579.30	
		579.30	

The Lilly Christy Busch Hermann Foundatio
TAX YEAR ENDED 12/31/12
43-6543271
Form 990PF Part II

Line 10b:	Market Value 12/31/2012
Bush O'Donnell	372,670.95
US Bank - High Pointe - Eagle	1,300,300 99
US Bank - J Baer	988,464.37
US Bank - Pinnacle	1,200,830.38
	3,862,266.69

Line 10c: Corporate Bonds	
J A Glynn	-
Total	3,862,266.69

LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
EIN 43-6543271

AVERAGE OF MONTHLY CASH BALANCES
12/31/2012

10/31/2012

	(BUSH ODONNELL) Fidelity Investments #671-543365	US Bank Eagle #15000926000	US Bank Julius Baer #15000926001	US Bank Pinnacle #15000926002	BOA Checking Accoount	Total
Dec, 2011	19,363	40,098	5,679	15,108	77,018	157,266
Jan, 2012	10,200	22,046	5,634	24,393	63,086	
February	9,785	25,646	5,586	13,951	31,528	
March	11,523	17,165	5,535	24,516	21,251	
April	10,333	14,676	5,484	8,841	28,031	
May	10,882	7,329	5,434	21,379	25,913	
June	13,382	74,689	5,389	33,001	14,735	
July	12,551	60,281	5,343	33,601	12,377	
August	8,223	69,234	5,298	19,678	13,284	
September	9,921	88,515	5,247	17,540	34,618	
October	9,279	94,202	5,197	37,118	26,840	
November	10,117	88,872	5,162	44,042	21,597	
Dec, 2012	12,786	33,012	5,127	34,554	156,038	241,516
Total	148,344	635,765	70,115	327,721	526,317	1,708,262
Average Montly FMV	11,411	48,905	5,393	25,209	40,486	131,405

LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
EIN 43-6543271
2012

Date	Num	Name	Memo	Amount
Donations				
01/25/2012	8052	Autism Speaks	In memory of August William "Bill" Hager	100 00
02/22/2012	8056	MICDS Mary Institute & Country Day School	In memory of Mr Richard W Mellow, Jr	100 00
02/22/2012	8058	Hope Happens	Evening of Hope	8,750 00
05/03/2012	8066	MO22 Lacrosse	General Fund	250 00
05/03/2012	8068	Marlin Perkins Society	Animal Kingdom Club	1,000 00
05/08/2012	8069	Princeton Club	Annual Dues	50 00
05/08/2012	8070	Princeton University	In the honor of Class of 75 - 35th reunion	7,000 00
05/29/2012	8074	Tanzanian Children's Fund	In Honor of India Howell	500 00
05/29/2012	8073	Missouri Botanical Garden	Best of Missouri Market	75 00
08/24/2012	8077	American Parkinson Disease Association	17th Annual APDA Fashion Show & Luncheon	1,200 00
08/24/2012	8078	Teach for America	2012 Pledge	5,000 00
08/24/2012	8079	Garden Club of St Louis	2012-2013 Dues	150 00
08/24/2012	8082	Little Traverse Conservancy	In memory of Raymond Turner "Pete" Peters	100 00
09/07/2012	8083	St Peters Episcopal Church	In memory of Marie Patterson Boyd Carnal	100 00
09/25/2012	8085	Pedal the Cause	Bobby Hermann, rider #25500	100 00
09/25/2012	8085	Pedal the Cause	Merrill Hermann, rider #25506	100 00
09/25/2012	8085	Pedal the Cause	Robert R Hermann Jr, rider #25492	100 00
09/25/2012	8088	Garden Club of St Louis	October Hostess	400 00
10/08/2012	8089	Young America's Foundation	Presidents Club	1,000 00
10/08/2012	8091	The Cottage 1886 Foundation	Class of 75	75 00
10/30/2012	8092	St Louis Art Museum	2012 St Louis Art Museum Gala	3,500 00
10/30/2012	8093	Missouri Botanical Garden	In Memory of Adelaide Mahaffey Schlafly	100 00
11/06/2012	8094	Carmelite Monastery	In memory of Mary Ellen Hunkins Holton	100 00
12/05/2012	8096	St Louis Public Radio	General Fund	100 00
12/05/2012	8098	The Service Bureau	General Fund	200 00
12/05/2012	8099	St Peters Episcopal Church	2012 Commitment	3,800 00
12/05/2012	8100	The Muny Opera Theatre	Bronze Benefactor	1,000 00
12/05/2012	8105	Community School	Final payment of a 5 year pledge	14,000 00
12/05/2012	8114	MICDS Mary Institute & Country Day School	In memory of James H Howe III	100 00
12/05/2012	8116	Princeton University Class of '75	Class of 1975	75 00
12/05/2012	8117	Citi Cards	Alzheimer's Association Georgia Chapter	500 00
12/05/2012	8118	Jefferson Scholars Foundation	The Hermann Family Endowed Jefferson Scholarship Fund	50,000 00
12/05/2012	8119	Brain Injury Association	In honor of Laura Barnes & Kathy Hollo	1,000 00
12/11/2012	8122	Foxcroft School	General Fund	500 00
12/11/2012	8124	FRAXA Research Foundation	In honor of Jeffrey Stevenson	500 00
12/13/2012	8128	Friends of Wings	2013 Butterfly Bash	1,000 00
12/13/2012	8134	City Academy	Squash Program	250 00
12/13/2012	8131	Planned Parenthood	General Fund	1,000 00
12/13/2012	8132	Planned Parenthood - Federal	General Fund	250 00
12/13/2012	8133	Continua Hospice	In memory of Irene Bell	100 00
12/21/2012	8135	Princeton University	In the honor of Class of 75 - 35th reunion	7,000 00
12/11/2012	8123	City Academy	Squash Program	150 00
12/11/2012	8126	MICDS Mary Institute & Country Day School	General Fund	50 00
04/04/2012	8063	American Rivers	General Fund	5,000 00
06/19/2012	8075	St Louis Art Museum	Beaux Art Council	150 00
08/24/2012	8080	Garden Club of St Louis	2012-2013 Dues	150 00
12/05/2012	8102	St Louis Art Museum	6th payment of a 10 year pledge	10,000 00
12/05/2012	8103	Community School	4th payment of a 5 year pledge	5,000 00
12/05/2012	8104	MICDS Mary Institute & Country Day School	2nd year of a 5 year pledge	30,000 00
12/05/2012	8106	The Tower Grover Park Society	General Fund	500 00
12/05/2012	8107	City Academy	One quarter's scholarship	2,500 00
12/05/2012	8108	KETC Channel 9	General Fund	1,000 00
12/05/2012	8109	The Muny Opera Theatre	Bronze Benefactor	1,000 00
12/05/2012	8110	Donald Danforth Plant Science Center	Plant Science Partner	1,000 00
12/05/2012	8111	Marlin Perkins Society	Animal Kingdom Club	1,000 00
12/05/2012	8112	St Louis Art Museum	Beaux Arts Council	1,500 00
12/05/2012	8113	Forest Park Forever	Leffingwell Society	1,000 00
12/11/2012	8121	Marlin Perkins Society	Animal Kingdom Club	100 00
12/11/2012	8125	Washington University	Eliot Society	1,000 00
12/13/2012	8127	MICDS Mary Institute & Country Day School	Prepayment, 3rd year of a 5 year pledge	30,000 00
04/04/2012	8062	Confederated Lower Chinook Tribes	Chinock Indian Nation	1,500 00
04/05/2012	8064	Dawnland Native Ministries	General Fund	1,000 00
05/08/2012	8071	Annunziata	4th payment of a 5 year pledge	5,000 00
08/24/2012	8081	Annual Catholic Appeal	2011 Annual Catholic Appeal	1,000 00
09/25/2012	8084	CRUDEM	"Taste of Haiti"	250 00
09/25/2012	8086	Ozark Regional Land Trust	Benefactor	100 00
10/08/2012	8090	Dawnland Native Ministries	General Fund	2,000 00
01/12/2012	8049	Museum of New Mexico Foundation	National Council	3,900 00
02/22/2012	8054	Marlin Perkins Society	Animal Kingdom Club	1,000 00
12/05/2012	8101	Vanderbilt University	5th payment of a 5 year pledge	1,000 00
12/11/2012	8121	Marlin Perkins Society	Animal Kingdom Club	900 00
01/25/2012	8053	Community School	General Fund	150 00
02/22/2012	8055	COCA - Center of Contemporary Arts	General Fund	570 00
04/04/2012	8059	Camp Kooch-i-ching	In honor of JR Verkamp	1,000 00
04/04/2012	8061	Marlin Perkins Society	Animal Kingdom Club	1,000 00
05/03/2012	8067	Show-Me Institute	In honor of Beavis Shock & Jim Winkelmann	100 00
06/19/2012	8075	St Louis Art Museum	Beaux Art Council	2,350 00
12/05/2012	8097	Community School	General Fund	130 00
12/05/2012	8115	St Louis Christmas Carols Association	General Fund	100 00
12/11/2012	8120	Community School	General Fund	50 00
TOTAL				225,425 00

Lilly Christy Busch Hermann Foudnation
Summary of Outstanding Pledges
31-Dec-12

	Original amount of pledge	Pledge Balance after 2011 Payments	Due/Paid 2011	Due/Paid 2012	Due 2013	Due 2014	Due 2015	Due 2016
Bob & Signa Hermann								
Community School	200,000	14,000	57,000	14,000				
United Way (HFF)								
St Louis Children's Hospital	10,000			10,000	10,000	10,000	10,000	10,000
St Louis Art Museum	100,000	40,000	20,000	20,000				
MICDS (HFF)	10,000							
St Peters Episcopal Church (HFF)	-	-	-					
Princeton University - Class of 75	35,000	21,000	7,000	14,000	-	7000		
Jefferson Scholars Foundation	500,000	500,000		100,000	100,000	100,000	100,000	100,000
Sub Total - Bob and Signa	855,000	575,000	84,000	158,000	110,000	117,000	110,000	110,000
Future Payments	447,000							
Lotsie & Rick Holton								
Church of the Annunziata	25,000	10,000	5,000	5,000	5,000			
MICDS (Squash Court)	150,000	100,000	50,000	60,000	30,000	10,000		
United Way (HFF)								
St Louis Art Museum	100,000	50,000	10,000	10,000	10,000	10,000	10,000	10,000
Community School	25,000	15,000	5,000	5,000	5,000			
St Peter's Episcopal Church	2,000							
Sub Total - Lotsie & Rick	302,000	175,000	70,000	80,000	50,000	20,000	10,000	10,000
Future Payments	90,000							
Rick Holton, Jr								
Vanderbilt University	5,000	1,000	1,000	1,000				
Washington University	1,000		1,000	1,000				
Sub Total - Rick, Jr	6,000	1,000	2,000	2,000	-			
Future Payments	-							
Total Hermann/HoltonFuture Payments		537,000						

Fidelity INVESTMENTS

Investment Report

December 1, 2012 - December 31, 2012

00002881 01 AV 0 350 05002881 **Envelope 021103688**

ROBERT R HERMANN JR
LILLY CHRISTY BUSCH HERMANN
7701 FORSYTH BLVD 10TH FLOOR
SAINT LOUIS MO 63105-1818

Your Advisor
BUSH-O'DONNELL INVESTMENT ADV
101 S HANLEY RD STE 1260
SAINT LOUIS MO 63105-3406
Phone: (314)727-4555

Brokerage 671-543365

LILLY CHRISTY BUSCH HERMANN U/A 01/24/95 ROBERT R HERMANN JR AND CARLOTA H HOLTON TRUSTEES

Account Summary

Beginning value as of Dec 1	$476,957.43
Withdrawals	-100,000.00
Transaction costs, loads and fees	-181.81
Net adjustments	-15.00
Change in investment value	8,695.99
Ending value as of Dec 31	**$385,456.61**

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$1,683.11	$11,548.80
Interest	0.15	1.25
Total	**$1,683.26**	**$11,550.05**

Realized Gain/Loss from Sales

	This Period	Year to Date
Long-term gain	$30,076.61	$53,043.35
Long-term loss	0.00	-309.36
Net long	**30,076.61**	**52,733.99**
	70,924.14	101,000.75

Your Advisor is an independent organization and is not affiliated with Fidelity Investments Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC 800-544-6666. Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

Holdings (Symbol) as of December 31, 2012

	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Stocks *97% of holdings*						
AMERICAN EXPRESS CO (AXP)	405.000	$57.480	$16,868.07t	$32,701.50	$23,279.40	$ 6,411.33
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	255.000	89.700	9,265.40t	32,589.60	22,873.50	13,608.10
COLGATE-PALMOLIVE CO (CL)	225.000	104.540	10,826.52t	34,720.00	23,521.50	12,694.98
EMERSON ELECTRIC CO (EMR)	553.000	52.960	18,103.16	27,777.19	29,286.88	11,183.72
EXPRESS SCRIPTS HLDG CO COM (ESRX)	490.000	54.000	3,340.80t	26,386.50	26,460.00	23,119.20

Brokerage 671-543365 LILLY CHRISTY BUSCH HERMANN U/A 01/24/95 ROBERT R HERMANN JR AND CARLOTA H HOLTON TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
FEDEX CORP (FDX)	300.000	91.720	24,907.00t	26,859.00	27,516.00	2,609.00
JOHNSON & JOHNSON (JNJ)	285.000	70.100	13,009.86t	29,983.90	19,978.50	6,968.64
KINDER MORGAN INC DELAWARE COM USD0 01 (KMI)	800.000	35.330	24,621.14	27,048.00	28,264.00	3,642.86
NORTHERN TR CORP (NTRS)	385.000	50.160	20,252.91	18,487.70	19,311.60	- 941.31
PEPSICO INC (PEP)	271.000	68.430	10,665.11t	29,207.36	18,544.53	7,879.42
PROCTER & GAMBLE CO (PG)	271.000	67.890	9,808.68t	29,049.28	18,398.19	8,589.51
3M COMPANY (MMM)	220.000	92.850	16,459.12t	30,468.25	20,427.00	3,967.88
UNITED TECHNOLOGIES CORP (UTX)	275.000	82.010	20,625.13	32,044.00	22,552.75	1,927.62
WALMART STORES INC (WMT)	330.000	68.230	19,009.15t	33,849.40	22,515.90	3,506.75
WALGREEN COMPANY (WAG)	660.000	37.010	17,969.54t	32,214.50	24,426.60	6,457.06
WESTERN UNION CO COM (WU)	1,860.000	13.610	30,342.43t	23,454.60	25,314.60	- 5,027.83
Subtotal of Stocks			**266,074.02**		**372,670.95**	**106,596.93**
Core Account ***3% of holdings***						
CASH	12,785.660	1.000	not applicable	10,116.65	12,785.66	not applicable
Subtotal of Core Account					**12,785.66**	
Total			**$ 266,074.02**		**$385,456.61**	**$ 106,596.93**

All positions held in cash account unless indicated otherwise

t - Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments. See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details (for holdings with activity this period)

us bank.

ACCOUNT NUMBER: 150009260000
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
TRUST CUSTODY - EAGLE CAPITAL
MANAGEMENT

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
	Cash/Money Market				
44,250.960	First Amer Prime Oblig Fund Cl Y	44,250.96 1.0000	44,250.96 1.00	0.00 0.00	3.3 0.00
	Total Cash/Money Market	**$44,250 96**	**$44,250.96**	**$0.00 $0.00**	**3.3**
	Cash				
	Pending Cash	- 11,239.26	- 11,239.26		- 0.8
	Total Cash	**- $11,239.26**	**- $11,239.26**	**$0.00 $0.00**	**- 0 8**
Total Cash & Equivalents		**$33,011.70**	**$33,011.70**	**$0.00 $0.00**	**2.5**
Stocks					
	Common Stocks				
1,050.000	Altera Corp ALTR	36,109.50 34.3900	17,916.17 17.06	18,193.33 420.00	2.7 1.16
200.000	Apache Corp APA	15,700.00 78.5000	19,957.02 99.79	- 4,257.02 136.00	1.2 0.87
1,150.000	Berkshire Hathaway Inc Cl B BRKB	103,155.00 89.7000	94,799.03 82.43	8,355.97 0.00	7.7 0 00
1,600.000	Coca Cola Company KO	58,000.00 36.2500	48,151.49 30.10	9,848.51 1,632.00	4.4 2.81
1,125.000	Comcast Corp Special Cl A CMCSK	40,410.00 35.9200	14,586.30 12.97	25,823.70 731.25	3.0 1.81

usbank.

ACCOUNT NUMBER: 150009260000
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
TRUST CUSTODY - EAGLE CAPITAL
MANAGEMENT

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,050.000	Ecolab Inc ECL	75,495.00 71.9000	33,972.30 32.36	41,522.70 966.00	5.7 1.28
805.000	Fidelity Natl Information Svcs Inc FIS	28,022.05 34.8100	18,494.29 22.97	9,527.76 644.00	2.1 2.30
250.000	Goldman Sachs Group Inc GS	31,890.00 127.5600	29,387.91 117.55	2,502.09 500.00	2.4 1.57
65.000	Google Inc Cl A GOOG	45,979.70 707.3800	35,629.24 548.14	10,350.46 0.00	3 4 0.00
950.000	Liberty Global Inc Ser C LBTYK	55,812.50 58.7500	32,622.10 34.34	23,190.40 0.00	4.2 0 00
1,100.000	Loews Corp L	44,825.00 40.7500	37,935.44 34.49	6,889.56 275 00	3.4 0.61
200.000	McDonalds Corp MCD	17,642.00 88.2100	11,877.12 59.39	5,764.88 616.00	1.3 3.49
2,100.000	Microsoft Corp MSFT	56,090.37 26.7097	52,419.46 24.96	3,670.91 1,932.00	4.2 3.44
1,600.000	Mondelez International W I MDLZ	40,725.12 25.4532	32,887.91 20.56	7,837.21 832.00	3.1 2.04
2,500.000	Morgan Stanley MS	47,800.00 19.1200	37,005.99 14.80	10,794.01 500.00	3 6 1.05
2,450.000	News Corp Inc Cl A NWSA	62,499.50 25.5100	14,936 50 6.10	47,563.00 416.50	4.7 0.67
700 000	Noble Energy Inc NBL	71,218.00 101.7400	58,484.32 83.55	12,733.68 700.00	5.3 0.98

ACCOUNT NUMBER: 150009260000
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
TRUST CUSTODY - EAGLE CAPITAL
MANAGEMENT

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,700.000	Oracle Corporation ORCL	56,644.00 33.3200	44,482.53 26.17	12,161.47 408.00	4.2 0.72
700.000	Pepsico Inc PEP	47,901.00 68.4300	45,519.97 65.03	2,381.03 1,505.00	3.6 3.14
450.000	Praxair Inc PX	49,252.50 109.4500	35,730.93 79.40	13,521.57 990.00	3.7 2.01
700.000	Thermo Fisher Scientific Inc TMO	44,646.00 63.7800	26,127.85 37.33	18,518.15 420.00	3.3 0.94
1,050.000	United Health Group Incorporated UNH	56,952.00 54.2400	42,245.96 40.23	14,706.04 892.50	4.3 1.57
900.000	Wal Mart Stores Inc WMT	61,407.00 68.2300	40,545.00 45.05	20,862.00 1,431.00	4.6 2.33
700.000	WR Berkley Corp WRB	26,418.00 37.7400	16,473.50 23.53	9,944.50 252.00	2.0 0.95
375.000	3M Co MMM	34,818.75 92.8500	29,826.63 79.54	4,992.12 885.00	2.6 2.54
Total Common Stocks		**$1,209,412.99**	**$872,014.96**	**$337,398.03** **$17,084.25**	**90.7**
Foreign Stocks					
1,400.000	Aon Plc AON	77,854.00 55.6100	68,684.00 49.06	9,170.00 882.00	5.8 1.13
200.000	Nestle Sa Sponsored A D R Repstg 1 Ord Sh NSRGY	13,034.00 65.1700	6,886.10 34.43	6,147.90 354.40	1.0 2.72
Total Foreign Stocks		**$90,888.00**	**$75,570.10**	**$15,317.90** **$1,236.40**	**6.8**

ACCOUNT NUMBER: 150009260000
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
TRUST CUSTODY - EAGLE CAPITAL
MANAGEMENT

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Total Stocks		$1,300,300 99	$947,585.06	$352,715.93 $18,320.65	97 5
Total Assets		$1,333,312.69	$980,596.76	$352,715 93 $18,320.65	100 0
Estimated Current Yield					1.37

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request.

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

Any legal proceeding based on a claim brought against the trustee(s) for an alleged breach of trust based on information contained in this statement must be commenced within one year from the date this statement was sent.

usbank.

ACCOUNT NUMBER: 150009260001
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION
TRUST CUSTODY - JULIUS BAER
ROBERT R. HERMANN, JR., TRUSTEE

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
5,126.620	First Amer Prime Oblig Fund Cl Y	5,126.62 1.0000	5,126.62 1.00	0.00 0.00	0.5 0.00
Total Cash/Money Market		**$5,126.62**	**$5,126.62**	**$0.00** **$0.00**	**0.5**
Cash					
	Principal Cash	- 392.58	- 392.58		0.0
	Income Cash	392.58	392.58		0.0
	Total Cash	**$0.00**	**$0.00**	**$0.00** **$0.00**	**0.0**
Total Cash & Equivalents		**$5,126.62**	**$5,126.62**	**$0.00** **$0.00**	**0.5**
Stocks					
Equity Funds					
17,410.739	Dodge & Cox International Stock Fund #1048 DODFX	603,108.00 34.6400	574,951.56 33.02	28,156.44 13,005.82	60.7 2.16
28,757.938	William Blair Emg Mkts Gr N WBENX	385,356.37 13.4000	429,894.39 14.95	- 44,538.02 2,013.06	38.8 0.52
Total Equity Funds		**$988,464.37**	**$1,004,845.95**	**- $16,381.58** **$15,018.88**	**99.5**
Total Stocks		**$988,464.37**	**$1,004,845 95**	**- $16,381.58** **$15,018.88**	**99.5**
Total Assets		**$993,590.99**	**$1,009,972.57**	**- $16,381.58** **$15,018.88**	**100.0**

2614901500092600000510051107 78

usbank.

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION TRUST CUSTODY-
PINNACLE ASSOCIATES LTD

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
	Cash/Money Market				
34,498.180	First Amer Prime Oblig Fund Cl Y	34,498.18 1.0000	34,498.18 1.00	0.00 0.00	2.8 0.00
	Total Cash/Money Market	**$34,498.18**	**$34,498.18**	**$0.00** **$0.00**	**2.8**
	Cash				
	Income Cash	55.46	55.46		0.0
	Total Cash	**$55.46**	**$55.46**	**$0.00** **$0.00**	**0.0**
Total Cash & Equivalents		**$34,553.64**	**$34,553.64**	**$0.00** **$0.00**	**2.8**
Stocks					
	Common Stocks				
175.000	Amc Networks Inc A W I AMCX	8,662.50 49.5000	4,019.06 22.97	4,643.44 0.00	0.7 0.00
850.000	Arris Group Inc ARRS	12,699.00 14.9400	7,549.45 8.88	5,149.55 0.00	1.0 0.00
3,350.000	Atmel Corp ATML	21,942.50 6.5500	14,283.38 4.26	7,659.12 0.00	1.8 0.00
600.000	Avnet Inc AVT	18,366.00 30.6100	18,042.20 30.07	323.80 0.00	1.5 0.00
1,710.000	Belo Corporation A BLC	13,115.70 7.6700	8,155.56 4.77	4,960.14 547.20	1.1 4.17

usbank.

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION TRUST CUSTODY- -
PINNACLE ASSOCIATES LTD

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,150.000	Cablevision Systmes Ny Group Cl A Name Change CVC	17.181.00 14.9400	17.762.47 15.45	- 581.47 690.00	1.4 4.02
4,650.000	Cincinnati Bell Inc CBB	25,482.00 5.4800	16.549.01 3.56	8.932.99 0.00	2.1 0.00
250 000	Cognex Corp CGNX	9,197.53 36.7901	6,785.66 27.14	2,411.87 110.00	0.7 1.20
350.000	Cummins Inc CMI	37.922.50 108.3500	26,000.48 74.29	11,922.02 700.00	3.1 1.85
200.000	Diebold Inc DBD	6,122.00 30.6100	5,057.80 25.29	1,064.20 228.00	0.5 3.72
350.000	Discovery Communications C DISCK	20,475.00 58.5000	7.622.83 21.78	12.852.17 0.00	1.7 0.00
350.000	Discovery Communications Inc Cl A DISCA	22.218.00 63.4800	8.473.58 24.21	13,744.42 0.00	1.8 0.00
1,550.000	Gannett Inc GCI	27,915 50 18.0100	20,587.01 13.28	7,328.49 1.240.00	2.3 4.44
1,800 000	Harmonic Inc HLIT	9.126.00 5.0700	18,359.90 10.20	- 9.233.90 0.00	0.7 0.00
410 000	Helmerich Payne Inc HP	22.964.10 56.0100	27.880.92 68.00	- 4,916.82 246.00	1.9 1.07
650.000	Hexcel Corp New HXL	17,524.00 26.9600	14.804.85 22.78	2,719.15 0.00	1.4 0.00
240 000	Iac Interactivecorp IACI	11.338.08 47.2420	3.906 10 16.28	7 431.98 230.40	0.9 2.03

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION TRUST CUSTODY-
PINNACLE ASSOCIATES LTD

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
450.000	Immunogen Inc IMGN	5,737.50 12.7500	3,600.00 8.00	2,137.50 0.00	0.5 0.00
1,000.000	Ion Geophysical Corp IO	6,510.00 6.5100	17,343.20 17.34	- 10,833.20 0.00	0.5 0.00
900.000	Isis Pharmaceuticals ISIS	9,396.00 10.4400	12,494.66 13.88	- 3,098.66 0.00	0.8 0.00
1,050.000	Janus Capital Group Inc JNS	8,946.00 8.5200	8,061.07 7.68	884.93 252.00	0.7 2.82
650.000	Jds Uniphase Corp JDSU	8,775.00 13.5000	8,459.82 13.02	315.18 0.00	0.7 0.00
310.000	Kansas City Southern KSU	25,878.80 83.4800	4,750.98 15.33	21,127.82 241.80	2.1 0.93
1,075.000	Lam Research Corp LRCX	38,839.75 36.1300	28,574.60 26.58	10,265.15 0.00	3.1 0.00
860 000	Las Vegas Sands Corp LVS	39,697.60 46.1600	3,731.71 4.34	35,965.89 860.00	3.2 2.17
576.000	Level 3 Communications Inc LVLT	13,311.36 23.1100	8,592.98 14.92	4,718.38 0.00	1.1 0.00
160.000	Liberty Media Corp LMCA	18,561.60 116.0100	1,768.06 11.05	16,793.54 0.00	1.5 0.00
2,000.000	Lsi Corporation LSI	14,140.00 7.0700	7,681.35 3.84	6,458.65 0.00	1.1 0.00
400.000	Meadwestvaco Corp MWV	12,748.00 31.8700	9,025.61 22.56	3,722.39 400.00	1.0 3.14

usbank.

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION TRUST CUSTODY-
PINNACLE ASSOCIATES LTD

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
500.000	Mosaic Co MOS	28,315.00 56.6300	54,526.96 109.05	- 26.211.96 500.00	2.3 1.77
640.000	Myriad Genetics Inc MYGN	17,440.00 27.2500	14,762.12 23.07	2,677.88 0.00	1.4 0.00
750.000	N I I Holdings Inc NIHD	5,347.50 7.1300	12,349.53 16.47	- 7,002.03 0.00	0.4 0.00
400.000	Onyx Pharmaceuticals Inc ONXX	30,212.00 75.5300	10,087.89 25.22	20,124.11 0.00	2.4 0.00
500.000	Pall Corp PLL	30,130.00 60.2600	21,503.20 43.01	8,626.80 500.00	2.4 1.66
230 000	Precision Castparts Corp PCP	43.566.60 189.4200	23,738.34 103.21	19.828.26 27.60	3.5 0.06
2,600.000	R F Micro Devices Inc RFMD	11,648.00 4.4800	10,005.16 3.85	1,642.84 0.00	0.9 0.00
450.000	R T I Intl Metals Inc RTI	12,402.00 27.5600	14.891.28 33 09	- 2,489.28 0.00	1.0 0.00
370.000	Raymond James Finl Inc RJF	14,256.10 38.5300	7,317.10 19.78	6,939.00 207.20	1.2 1.45
325.000	Regeneron Pharmaceuticals Inc REGN	55,597.75 171.0700	4,738.50 14.58	50,859.25 0.00	4.5 0.00
400.000	Robert Half Intl Inc RHI	12,728.00 31.8200	10,171.44 25.43	2.556.56 240.00	1.0 1.89
900.000	Saks Inc SKS	9.459.00 10.5100	11,304 36 12.56	- 1,845.36 0.00	0.8 0.00

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN CHARITABLE FOUNDATION TRUST CUSTODY-PINNACLE ASSOCIATES LTD

This statement is for the period from December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,350.000	Seachange International Inc SEAC	13,054.50 9.6700	10,285.00 7.62	2,769.50 0.00	1.1 0.00
700.000	Seattle Genetics Inc /Wa SGEN	16,219.00 23.1700	5,809.44 8.30	10,409.56 0.00	1.3 0.00
350.000	Shaw Group Inc SHAW	16,313.50 46.6100	11,641.95 33.26	4,671.55 0.00	1.3 0.00
1,250.000	Sinclair Broadcast Group Inc A SBGI	15,775.00 12.6200	7,972.31 6.38	7,802.69 750.00	1.3 4.75
400.000	Sothebys Hldgs Inc Cl A BID	13,448.00 33.6200	12,984.23 32.46	463.77 160.00	1.1 1.19
1,300.000	Stillwater Mng Co SWC	16,614.00 12.7800	14,234.87 10.95	2,379.13 0.00	1.3 0.00
350.000	Telephone And Data Systems Inc TDS	7,749.00 22.1400	8,613.75 24.61	- 864.75 171.50	0.6 2.21
300.000	The Brinks Co BCO	8,559.00 28.5300	6,315.00 21.05	2,244.00 120.00	0.7 1.40
175.000	The Madison Square Garden Company MSG	7,761.25 44.3500	3,010.51 17.20	4,750.74 0.00	0.6 0.00
250.000	The Medicines Company MDCO	5,992.50 23.9700	5,497.80 21.99	494.70 0.00	0.5 0.00
650.000	Trimble Nav Ltd TRMB	38,857.00 59.7800	17,101.59 26.31	21,755.41 0.00	3.1 0.00
1,800.000	Triquint Semiconductor Inc TQNT	8,694.00 4.8300	11,843.46 6.58	- 3,149.46 0.00	0.7 0.00

usbank.

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION TRUST CUSTODY-
PINNACLE ASSOCIATES LTD

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
850 000	Tw Telecom Inc TWTC	21,649.50 25.4700	15,047.15 17.70	6,602.35 0.00	1.8 0.00
566.000	Unifi Inc UFI	7,363.66 13.0100	6,281.32 11.10	1,082.34 0.00	0.6 0.00
200.000	United States Steel Corp X	4,770.00 23.8500	23,019.92 115.10	- 18,249.92 40.00	0.4 0.84
200 000	US Cellular Corp USM	7,048.00 35.2400	12,210.40 61.05	- 5,162.40 0.00	0.6 0.00
450.000	Valspar Corp VAL	28,080.00 62.4000	9,309 64 20 69	18,770.36 414.00	2.3 1.47
1,000.000	Vishay Intertechnology Inc VSH	10,630.00 10.6300	9,050.53 9.05	1,579.47 0.00	0.9 0.00
450.000	Waddell & Reed Financial Inc WDR	15,669.00 34.8200	5,857.43 13.02	9,811.57 504.00	1.3 3.22
Total Common Stocks		**$1,040,141.88**	**$731,406 48**	**$308,735.40** **$9,379.70**	**84.2**
Foreign Stocks					
1,300.000	C A E Inc CAE	13,195.00 10.1500	15,902.00 12.23	- 2,707.00 261.30	1.1 1.98
1,200.000	Cameco Corp CCJ	23,664.00 19.7200	40,115.14 33.43	- 16,451.14 483.60	1.9 2.04
1,150.000	Foster Wheeler Ag FWLT	27,968.00 24.3200	25,556.83 22 22	2,411.17 0.00	2.3 0.00
400.000	Interxion Holding Nv INXN	9,504.00 23.7600	4,722.88 11.81	4,781.12 0.00	0 8 0.00

usbank.

ACCOUNT NUMBER: 150009260002
LILLY CHRISTY BUSCH HERMANN
CHARITABLE FOUNDATION TRUST CUSTODY-
PINNACLE ASSOCIATES LTD

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
250.000	Lazard Ltd Cl A LAZ	7,460.00 29.8400	9,753.58 39.01	- 2,293.58 160.00	0.6 2.14
550.000	McDermott Intl Inc MDR	6,061.00 11.0200	6,053.85 11.01	7.15 0.00	0.5 0.00
500.000	North American Energy Partners Inc NOA	1,700.00 3.4000	5,791.30 11.58	- 4,091.30 0.00	0.1 0.00
2,200.000	Orient-Express Hotel Ltd OEH	25,718.00 11.6900	21,720.05 9.87	3,997.95 0.00	2.1 0.00
550.000	Rowan Companies Plc RDC	17,198.50 31.2700	20,252.33 36.82	- 3,053.83 0.00	1.4 0.00
830.000	Royal Caribbean Cruises Ltd RCL	28,220.00 34.0000	17,199.73 20.72	11,020.27 398.40	2.3 1.41
Total Foreign Stocks		**$160,688.50**	**$167,067.69**	**- $6,379.19** **$1,303.30**	**13.0**
Total Stocks		**$1,200,830.38**	**$898,474.17**	**$302,356.21** **$10,683.00**	**97.2**
Total Assets		**$1,235,384.02**	**$933,027.81**	**$302,356.21** **$10,683.00**	**100.0**
Estimated Current Yield					**.86**

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request.

0014001500092600000510051107780

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. The Lilly Christy Busch Hermann Foundation	Employer identification number (EIN) or 43-6543271
	Number, street, and room or suite no. If a P.O. box, see instructions. 7701 Forsyth Blvd , 10th Floor	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. St Louis, MO 63105	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ Robert R Hermann, Jr

Telephone No. ▶ 314-863-9200 FAX No. ▶ 314-863-9202

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☑ calendar year 20 12 or
▶ ☐ tax year beginning , 20 , and ending , 20 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1000
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE LILLY CHRISTY BUSCH HERMANN FOUNDATION	Employer identification number (EIN) or 43-6543271
File by the due date for filing your return. See instructions	Number, street, and room or suite no If a P O. box, see instructions. 7701 FORSYTH BLVD 10TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST LOUIS MO 63105	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ ROBERT HERMANN

Telephone No. ▶ 314-863-9200 FAX No. ▶ 314-863-9202

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ________ , 20 ___ , and ending ________ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ J.D. Date ▶ 8.13.2013