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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

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 , 20

Name of foundation WILLIAM H GUILD CHARITABLE TRUST 103727		A Employer identification number 48-6198721
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 888-709-8822
City or town, state, and ZIP code KANSAS CITY, MO 64141-6692		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address 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) \$ 5,263,971.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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				
	4 Dividends and interest from securities	73,757.	104,086.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	238,335.			
	b Gross sales price for all assets on line 6a	2,422,844.			
	7 Capital gain net income (from Part IV, line 2)		238,335.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	312,092.	342,421.		
	13 Compensation of officers, directors, trustees, etc.	45,332.	22,666.		22,666.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,893.	1,670.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	57,025.	24,336.	NONE	23,466.
	25 Contributions, gifts, grants paid	231,966.			231,966.
	26 Total expenses and disbursements. Add lines 24 and 25	288,991.	24,336.	NONE	255,432.
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		23,101.			
b Net investment income (if negative, enter -0-)			318,085.		
c Adjusted net income (if negative, enter -0-)					

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				
	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				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	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)	4,541,561.	4,564,663.	5,263,971.		
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)	4,541,561.	4,564,663.	5,263,971.		
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)		NONE		
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	4,541,561.	4,564,663.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	4,541,561.	4,564,663.		
31	Total liabilities and net assets/fund balances (see instructions)	4,541,561.	4,564,663.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,541,561.
2	Enter amount from Part I, line 27a	2	23,101.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	1.
4	Add lines 1, 2, and 3	4	4,564,663.
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	4,564,663.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 2,422,844.		2,184,509.	238,335.		
b					
c					
d					
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			238,335.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	238,335.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	114,420.	5,203,956.	0.021987
2010	245,919.	4,718,958.	0.052113
2009	169,017.	4,704,510.	0.035927
2008	207,924.	4,991,457.	0.041656
2007			

2 Total of line 1, column (d)	2	0.151683
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	0.037921
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,290,387.
5 Multiply line 4 by line 3	5	200,617.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,181.
7 Add lines 5 and 6	7	203,798.
8 Enter qualifying distributions from Part XII, line 4	8	255,432.

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)		1	3,181.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
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	3,181.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,181.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012.	6a 5,420.		
b Exempt foreign organizations - tax withheld at source.	6b NONE		
c Tax paid with application for extension of time to file (Form 8868).	6c NONE		
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	5,420.	
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	2,239.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 2,239. Refunded ☐ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of UMB BANK, N.A. Telephone no. (888) 709-8822			
	Located at P.O. BOX 419692 M/S 1020305, KANSAS CITY, MO ZIP+4 64141-6692			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	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? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
	If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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
UMB BANK, N.A. P. O. BOX 419692 M/S 1020305, KANSAS CITY, MO 64141-6	TRUSTEE 2	45,332.	- 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	5,145,116.
b	Average of monthly cash balances	1b	225,835.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,370,951.
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	NONE
3	Subtract line 2 from line 1d	3	5,370,951.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,290,387.
6	Minimum investment return. Enter 5% of line 5	6	264,519.

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	264,519.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,181.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,181.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,338.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	261,338.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	261,338.

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	255,432.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	255,432.
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	3,181.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	252,251.

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				261,338.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			231,967.	
b Total for prior years: 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>255,432.</u>				
a Applied to 2011, but not more than line 2a			231,967.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				23,465.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				237,873.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test rolled 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:

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

c Any submission deadlines:

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

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				
NATIONAL ASSN. CONGREGATIONAL P O BOX 288 OAK CREEK WI 53154-0620	NONE	PUBLIC CHA	PROGRAM SUPPORT	38,661.
SALVATION ARMY OF KANSAS CITY 3637 BROADWAY KANSAS CITY MO 64111-2503	NONE	PUBLIC CHA	PROGRAM SUPPORT	38,661.
WASHBURN UNIV. ENDOWMENT ASSN TOPEKA KS 66621-0001	NONE	PUBLIC CHA	PROGRAM SUPPORT	38,661.
HUMANE SOCIETY OF THE US WASHINGTON DC 20037-1595	NONE	PUBLIC CHA	PROGRAM SUPPORT	77,322.
PIEDMONT COLLEGE DEMOREST GA 30535-0010	NONE	PUBLIC CHA	PROGRAM SUPPORT	38,661.
Total			3a	231,966.
b Approved for future payment				
Total			3b	

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

Susan B. Teem
Signature of officer or trustee

04/25/2013
Date

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's Signature _____

Wesley Kunkley
S. (TAX & ACCOUNTING)

Date

04/25/2013

Check ☐ if self-employed

PTIN

P00162244

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's address ► ONE NORTH DEARBORN ST., 5TH FLOOR

CHICAGO, IL

60602

Firm's EIN ► 75-1297386

Phone no. 312-873-6900

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	547.	547.
FEDERAL TAX PAYMENT - PRIOR YE	3,803.	
FEDERAL ESTIMATES - INCOME	5,420.	
FOREIGN TAXES ON QUALIFIED FOR	1,123.	1,123.
	-----	-----
TOTALS	10,893.	1,670.
	=====	=====



Account Name:

William H Guild Charitable Trust

Account Number: 103727

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
		Unit	Total	Unit	Total			
Equity Securities								
Common Stock								
265 3M Corp	MMM 88579Y101	84.55	22,404.51	92.85	24,605.25	2,200.74	625	2.54
822 ADT Corp	ADT 00101J106	35.28	28,998.33	46.49	38,214.78	9,216.45	411	1.08
155 Affiliated Managers Group Inc	AMG 008252108	84.03	13,025.10	130.15	20,173.25	7,148.15	0	
420 Allergan Inc	AGN 018490102	63.98	26,870.49	91.73	38,526.60	11,656.11	84	0.22
360 Anheuser-Busch InBev NV 1 ADR Repsts 1 Ord Shr	BUD 03524A108	58.05	20,898.96	87.41	31,467.60	10,568.64	465	1.48
360 Apache Corp	APA 037411105	82.48	29,691.67	78.50	28,260.00	(1,431.67)	245	0.87
191 Apple Inc	AAPL 037833100	294.13	56,178.65	532.17	101,645.02	45,466.37	2,025	1.99
355 Beam Inc	BEAM 073730103	56.81	20,166.17	61.09	21,686.95	1,520.78	291	1.34
375 Berkshire Hathaway Inc - Cl B	BRK B 084670702	77.21	28,954.80	89.70	33,637.50	4,682.70	0	
545 Boeing Co	BA 097023105	59.32	32,331.20	75.36	41,071.20	8,740.00	1,057	2.57
1,060 Bristol Myers Squibb Co	BMJ 110122108	32.59	34,540.80	32.59	34,545.40	4.60	1,484	4.30
930 Broadcom Corp	BRCM 111320107	38.16	35,490.16	33.21	30,885.30	(4,604.86)	372	1.20
275 Celgene Corp	CELG 151020104	71.21	19,582.45	78.47	21,579.25	1,996.80	0	
355 Chevron Corp	CVX 166764100	102.64	36,436.90	108.14	38,389.70	1,952.80	1,278	3.33
385 Cognizant Technology Solutio	CTSH 192446102	67.32	25,919.87	73.88	28,444.69	2,524.82	0	
255 Continental Resources Inc	CLR 212015101	78.82	20,100.17	73.49	18,739.95	(1,360.22)	0	
405 Costco Wholesale Corp	COST 22160K105	64.52	26,129.62	98.73	39,985.65	13,856.03	446	1.11

SEE CONTINUED





Account Name:

William H Guild Charitable Trust

Account Number: 103727

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
770 Danaher Corp Del	DHR 235851102	33.16	25,535.76	55.90	43,043.00	17,507.24	77 0.18
805 Disney Walt Co	DIS 254687106	47.21	38,001.31	49.79	40,080.95	2,078.64	604 1.51
576 Duke Energy Hldg Corp	DUK 26441C204	51.98	29,939.64	63.80	36,748.80	6,809.16	1,763 4.80
1,410 EMC Corp	EMC 268648102	20.27	28,579.22	25.30	35,673.00	7,093.78	0
650 ExxonMobil Corp	XOM 30231G102	81.69	53,100.53	86.55	56,257.50	3,156.97	1,482 2.63
1,410 General Electric Co	GE 369604103	21.10	29,756.64	20.99	29,595.90	(160.74)	1,072 3.62
70 Google Inc Class A	GOOG 38259P508	620.77	43,454.01	707.38	49,516.60	6,062.59	0
1,210 Hartford Financial Services Group Inc	HIG 416515104	21.67	26,221.91	22.44	27,152.40	930.49	484 1.78
935 Home Depot Inc	HD 437076102	36.83	34,435.80	61.85	57,829.75	23,393.95	1,085 1.88
625 InterActiveCorp	IACI 44919P508	45.62	28,513.58	47.24	29,526.25	1,012.67	600 2.03
135 International Business Machines	IBM 459200101	112.94	15,247.37	191.55	25,859.25	10,611.88	459 1.77
37 Intuitive Surgical Inc	ISRG 46120E602	548.06	20,278.07	490.37	18,143.69	(2,134.38)	0
390 Joy Global Inc	JOY 481165108	51.82	20,208.16	63.78	24,874.20	4,666.04	273 1.10
1,285 JPMorgan Chase & Co	JPM 46625H100	40.17	51,620.17	43.97	56,500.29	4,880.12	1,542 2.73
40 Mastercard Inc - Class A	MA 57636Q104	479.97	19,198.99	491.28	19,651.20	452.21	48 0.24
1,120 Mondelez International Inc	MDLZ 609207105	27.33	30,614.53	25.45	28,507.58	(2,106.95)	582 2.04
495 National Oilwell Varco Inc	NOV 637071101	51.92	25,700.05	68.35	33,833.25	8,133.20	257 0.76



Statement of Investment Position (continued)

Units Description

Symbol
Cusip

Cost Basis

Unit

Total

Market Value

Unit

Total

Unrealized
Gain / (Loss)Estimated
Annual Yield

Income

%

Equity Securities (continued)

Common Stock (continued)

1,080 Oracle Corp	ORCL	68389X105	19.32	20,863.41	33.32	35,985.60	15,122.19	259	0.72
340 PetSmart Inc	PETM	716768106	58.22	19,795.65	68.34	23,235.60	3,439.95	224	0.97
760 Philip Morris International Inc	PM	718172109	64.08	48,704.22	83.64	63,566.40	14,862.18	2,584	4.07
260 Praxair Inc	PX	74005P104	82.81	21,530.12	109.45	28,457.00	6,926.88	572	2.01
215 Salesforce.com Inc	CRM	79466L302	146.70	31,540.06	168.10	36,141.50	4,601.44	0	
415 Schlumberger Ltd	SLB	806857108	59.51	24,698.12	69.30	28,758.92	4,060.80	457	1.59
625 Starbucks Corp	SBUX	855244109	37.96	23,726.88	53.63	33,518.75	9,791.87	525	1.57
730 SunTrust Banks Inc	STI	867914103	28.96	21,143.50	28.35	20,695.50	(448.00)	146	0.71
595 Thermo Fisher Scientific Inc	TMO	883556102	49.55	29,483.76	63.78	37,949.10	8,465.34	357	0.94
360 Toronto Dominion Bank	TD	891160509	68.63	24,706.33	84.33	30,358.80	5,652.47	1,118	3.68
775 Tyco International Ltd Ord	TYC	H89128104	26.07	20,204.67	29.25	22,668.75	2,464.08	465	2.05
290 Union Pacific Corp	UNP	907818108	96.07	27,861.04	125.72	36,458.80	8,597.76	800	2.20
435 United Technologies Corp	UTX	913017109	73.48	31,964.40	82.01	35,674.35	3,709.95	931	2.61
925 UnitedHealth Group Inc	UNH	91324P102	34.49	31,899.65	54.24	50,172.00	18,272.35	786	1.57
685 US Bancorp Del	USB	902973304	25.84	17,700.61	31.94	21,878.90	4,178.29	534	2.44
680 Verizon Communications Inc	VZ	92343V104	30.25	20,572.93	43.27	29,423.60	8,850.67	1,401	4.76
1,525 Wells Fargo & Co	WFC	949746101	29.65	45,215.68	34.18	52,124.50	6,908.82	1,342	2.57
1,205 Weyerhaeuser Co	WY		21.20	25,653.48	27.82	23,523.10	7,869.62	819	2.44



Account Name: William H Guild Charitable Trust

Account Number: 103727

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Estimated Annual Yield Income %
		Unit	Total	Unit	Total	
Equity Securities (continued)						
Common Stock (continued)						
445 Yum Brands Inc	YUM 988498101	66.13	29,427.03	66.40	29,548.00	596 2.02
Total Common Stock			1,639,693.41		2,007,138.47	35,543
Total Equity Securities			1,639,693.41		2,007,138.47	35,543

Equity Funds

Equity Fund

7,375 iShares Gold Trust	IAU	13.80	101,775.00	16.28	120,059.10	18,284.10	0
15,764.954 LKCM Small Cap Equity Fund Instl. Class	464285105 LKSCX	24.91	392,705.01	22.69	357,706.81	(34,998.20)	2,018 0.56
5,649.18 Oppenheimer Developing Mkts CI Y	501885107 ODVYX	32.94	186,084.00	34.88	197,043.40	10,959.40	1,407 0.71
20,270.555 Principal Fund Midcap Blend Class I	683974505 PCBIX	14.56	295,236.00	15.70	318,247.71	23,011.71	3,831 1.20
12,171.609 Scout International Fund	74253Q747 UMBWX	29.04	353,407.43	33.35	405,923.16	52,515.73	6,439 1.59
33,332.137 Scout Mid Cap Fund	81063U503 UMBWX	7.82	260,528.32	13.67	455,650.31	195,121.99	3,600 0.79
3,544 Vanguard REIT VIPERs ETF	81063U206 VNQ	60.10	212,997.67	65.80	233,195.20	20,197.53	8,304 3.56
Total Equity Fund			1,802,733.43		2,087,825.69	285,092.26	25,598
Total Equity Funds			1,802,733.43		2,087,825.69	285,092.26	25,598

Fixed Income Securities

Government & Agency Bonds

25,000 Federal Home Ln Bks							
DTD 11/15/2001 5.500% 8/15/2016	3133MJQF0	1.03	25,711.75	117.70	29,424.50	3,712.75	1,375 5.13
AA+							
100,000 Federal Home Loan Bank							
DTD 5/12/2005 5.100% 5/12/2015	3133XBQF5	1.01	101,129.00	110.87	110,868.00	9,739.00	5,100 4.90



Account Name: William H Guild Chartable Trust

Account Number: 103727

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Government & Agency Bonds (continued)							
121,827.7828 Government National Mortgage Assn DTD 8/1/2003 5.2170% 12/16/2036	38374BQQ9	0.99	120,009.89	106.26	129,460.06	9,450.17	6,356 4.91
19,931.5538 Government National Mtg Assn Pool II DTD 2/1/2004 5.0000% 2/20/2019	36202D3Q2	1.02	20,230.53	109.59	21,843.74	1,613.21	997 4.56
8,537.0995 Govt National Mtg Assn DTD 12/1/2004 5.0000% 12/15/2019	36212KYE7	1.03	8,766.54	109.86	9,378.80	612.26	427 4.55
10,567.6433 Govt National Mtg Assn Pool # 536309	36200H6R0	1.02	10,821.92	109.58	11,579.83	757.91	528 4.56
20,024.481 Govt National Mtg Assn DTD 3/1/2005 5.0000% 3/15/2020	36210A6T9	1.02	20,418.70	109.86	21,998.77	1,580.07	1,001 4.55
10,405.461 Govt National Mtg Assn Pool # 486982	36202X6F9	1.03	10,740.40	109.58	11,402.11	661.71	520 4.56
11,339.346 Govt National Mtg Assn Pool # 612970	36200J7L8	1.02	11,605.13	109.58	12,425.44	820.31	567 4.56
9,390.8475 Govt National Mtg Assn II DTD 12/1/2004 5.0000% 12/20/2019	36202EBP3	1.03	9,625.63	109.59	10,291.78	666.15	470 4.56
Pool # 003646							
Total Government & Agency Bonds			415,821.99		455,422.53	39,600.54	21,278
Corporate Bonds							
50,000 General Electric Cap Corp DTD 1/9/2012 2.900% 1/9/2017	36962G5N0	1.03	51,608.00	105.73	52,867.00	1,259.00	1,450 2.21
Sr Unsecured Notes AA+							
Total Corporate Bonds			51,608.00		52,867.00	1,259.00	1,450
Total Fixed Income Securities			467,429.99		508,289.53	40,859.54	22,728

Fixed Income Funds





Account Name:

William H Guild Charitable Trust

Account Number: 103727

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %
		Unit	Total	Unit	Total		
Fixed Income Funds (continued)							
Fixed Income Funds (continued)							
- 23,451 Metropolitan West High Yield Bond Fund I	MWHIX	10.10	236,776.23	10.42	244,359.42	7,583.19	17,143 7.02
	592905848						
Total Fixed Income Funds			554,058.07		559,987.90	5,911.83	37,171
Total Fixed Income Funds			554,058.07		559,987.90	5,911.83	37,171
Money Markets and Cash							
Money Market Funds							
100,749.86 Fidelity Treasury Fund #695	FISXX	1.00	100,749.86	1.00	100,749.86		10 0.01
	316175504						
Total Money Market Funds			100,749.86		100,749.86	0.00	10
Total Money Markets and Cash			100,749.86		100,749.86	0.00	10
Account Total			4,584,662.76		5,283,971.45	699,308.69	121,050