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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 **06/01, 2012, and ending** **05/31, 2013**Name of foundation **THE MEYER CHARITABLE FOUNDATION**A Employer identification number
36-4152268

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

100 WEST UNIVERSITY AVE

City or town, state, and ZIP code

CHAMPAIGN, IL 61820

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **24,587,850.**J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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) ☐ if the foundation is not required to attach Sch. B	1,241,111.			
	2 Check ☐ attach Sch. B				
	3 Interest on savings and temporary cash investments	113.	113.		STMT 1
	4 Dividends and interest from securities	547,101.	547,101.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,317,593.			
	b Gross sales price for all assets on line 6a	7,639,029.			
	7 Capital gain net income (from Part IV, line 2)		2,317,593.		
	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)	6,174.	6,174.		STMT 5	
12 Total. Add lines 1 through 11	4,112,092.	2,870,981.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 6	380.	380.	NONE	NONE
	b Accounting fees (attach schedule) STMT 7	1,500.	1,500.	NONE	NONE
	c Other professional fees (attach schedule) STMT 8	63,631.	63,631.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 9	15,520.	15,520.		
	19 Depreciation (attach schedule) and depletion	NONE	NONE		
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 10	251.	251.		
	24 Total operating and administrative expenses. Add lines 13 through 23	81,282.	81,282.	NONE	NONE
	25 Contributions, gifts, grants paid	967,650.			967,650.
26 Total expenses and disbursements. Add lines 24 and 25	1,048,932.	81,282.	NONE	967,650.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,063,160.				
b Net investment income (if negative, enter -0-)		2,789,699.			
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,260.	6,000.	6,000.
	2 Savings and temporary cash investments	1,721.	1,027,617.	1,027,617.
	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 ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	25,225.		
	b Investments - corporate stock (attach schedule)	17,791,118.	19,805,367.	23,554,233.
	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)	17,822,324.	20,838,984.	24,587,850.	
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)	134,000.	87,500.		
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	17,688,324.	20,751,484.	
	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			
30 Total net assets or fund balances (see instructions)	17,688,324.	20,751,484.		
31 Total liabilities and net assets/fund balances (see instructions)	17,822,324.	20,838,984.		

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

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 7,639,029.		5,321,436.	2,317,593.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			2,317,593.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,317,593.	
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	888,119.	19,716,185.	0.045045
2010	979,552.	20,198,568.	0.048496
2009	789,482.	18,818,714.	0.041952
2008	595,100.	17,052,472.	0.034898
2007	910,593.	17,168,587.	0.053038
2 Total of line 1, column (d)			2 0.223429
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 0.044686
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 22,514,980.
5 Multiply line 4 by line 3			5 1,006,104.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,897.
7 Add lines 5 and 6			7 1,034,001.
8 Enter qualifying distributions from Part XII, line 4			8 967,650.
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	55,794.
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	55,794.
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	55,794.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,932.	
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	5,932.	
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	49,862.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ NONERefunded ☐	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) ► IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 <u>N/A</u>				
14	The books are in care of <u>Busey Trust Company</u> Telephone no. <u>(217) 365-4800</u>			
Located at <u>100 WEST UNIVERSITY, CHAMPAIGN, IL</u> ZIP+4 <u>61820</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	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				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		
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?		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)		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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
A. C. MEYER, JR. 100 WEST UNIVERSITY, CHAMPAIGN, IL 61820	SECRETARY/TREASURER 0	-0-	-0-	-0-
KAREN H. MEYER 100 WEST UNIVERSITY, CHAMPAIGN, IL 61820	PRESIDENT PART T 0			
ELISABETH M. KIMMEL 1820 LAJOLLA RANCH RD., LA JOLLA, CA 92037	ASSISTANT SECRETARY 0			
GREGORY A. KIMMEL 1820 LAJOLLA RANCH RD., LA JOLLA, CA 92037	VICE PRESIDENT PART T 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	
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 21,600,676.
b	Average of monthly cash balances	1b 1,257,172.
c	Fair market value of all other assets (see instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 22,857,848.
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 22,857,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 342,868.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 22,514,980.
6	Minimum investment return. Enter 5% of line 5	6 1,125,749.

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 1,125,749.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 55,794.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 55,794.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,069,955.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 1,069,955.
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 1,069,955.

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 967,650.
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	4 967,650.
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 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 967,650.

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				1,069,955.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			966,210.	
b Total for prior years: 20 <u>10</u> , 20 <u>20</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>967,650.</u>				
a Applied to 2011, but not more than line 2a			966,210.	
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				1,440.
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				1,068,515.
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)

	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).)

AUGUST C MEYER JR

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

N/A

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

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

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

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 SEE ATTACHED SCHEDULE				
Total ▶ 3a				
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	113.		
4 Dividends and interest from securities			14	547,101.		
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	2,317,593.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b TAX REFUND			01	6,109.		
c CL ACTION PROCEEDS			01	65.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				2,870,981.		
13 Total. Add line 12, columns (b), (d), and (e)				13		2,870,981.

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

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

[illegible]

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 | | 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 | 1c | 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

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  | 09/10/2013 | President
 Signature of officer or trustee Date Title
 KAREN H MEYER

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
	DIANA REED		09/10/2013	☒	P00733163
	Firm's name ▶ BUSEY TRUST COMPANY	Firm's EIN ▶ 37-1205455			
	Firm's address ▶ 100 WEST UNIVERSITY AVE CHAMPAIGN, IL 61820	Phone no. 217-365-4800			

Schedule of Contributors

OMB No. 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

Employer identification number

THE MEYER CHARITABLE FOUNDATION

36-4152268

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE MEYER CHARITABLE FOUNDATION	Employer identification number 36-4152268
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	August C. Meyer Jr. Agency 100 WEST UNIVERSITY CHAMPAIGN, IL 61820	\$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

36-4152268

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> 1 </u>	156,904 SHRS TAYLOR CAPITAL GROUP INC COM ----- ----- -----	\$ <u> 3,000,004.</u>	<u> 10/31/2012 </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust

THE MEYER CHARITABLE FOUNDATION

Employer identification number

36-4152268

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					16,042.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,435,329.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	1,451,371.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					23,892.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	842,330.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	866,222.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		1,451,371.
14	Net long-term gain or (loss):			
	a Total for year	14a		866,222.
	b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
	c 28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,317,593.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:	
• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

THE MEYER CHARITABLE FOUNDATION

Employer identification number

36-4152268

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 313.541 AQR DIVERSIFIED AR	04/05/2012	06/06/2012	3,458.00	3,480.00	-22.00
690.03 AQR MANAGED FUTURES	04/05/2012	06/06/2012	6,804.00	6,528.00	276.00
1495. ADOBE	06/29/2011	06/25/2012	46,172.00	46,629.00	-457.00
95.465 GMO INT'L OPP EQUIT	07/23/2012	07/24/2012	1,200.00	1,215.00	-15.00
100.921 GMO INT'L OPP EQUI	07/23/2012	07/26/2012	1,311.00	1,285.00	26.00
2192.449 GMO INT'L OPP EQU	08/16/2012	10/25/2012	31,089.00	30,212.00	877.00
118. PHILLIPS 66	02/21/2013	03/04/2013	7,595.00	7,317.00	278.00
7778. TAYLOR CAPITAL GROUP	12/12/2011	11/01/2012	144,986.00	61,524.00	83,462.00
2988. TAYLOR CAPITAL GROUP	12/12/2011	11/02/2012	55,593.00	23,635.00	31,958.00
6801. TAYLOR CAPITAL GROUP	12/12/2011	11/05/2012	125,873.00	53,796.00	72,077.00
11501. TAYLOR CAPITAL GROU	12/12/2011	11/06/2012	214,679.00	90,973.00	123,706.00
4686. TAYLOR CAPITAL GROUP	12/12/2011	11/07/2012	84,098.00	37,066.00	47,032.00
2241. TAYLOR CAPITAL GROUP	12/12/2011	11/08/2012	40,047.00	17,726.00	22,321.00
8468. TAYLOR CAPITAL GROUP	12/12/2011	11/09/2012	147,282.00	66,982.00	80,300.00
4274. TAYLOR CAPITAL GROUP	12/12/2011	11/13/2012	72,129.00	33,807.00	38,322.00
8590. TAYLOR CAPITAL GROUP	12/12/2011	11/14/2012	141,803.00	67,947.00	73,856.00
8442. TAYLOR CAPITAL GROUP	12/12/2011	11/15/2012	139,216.00	66,776.00	72,440.00
31000. TAYLOR CAPITAL GROU	12/12/2011	11/16/2012	502,139.00	245,210.00	256,929.00
35734. TAYLOR CAPITAL GROU	12/12/2011	11/19/2012	594,504.00	282,656.00	311,848.00
24401. TAYLOR CAPITAL GROU	12/12/2011	11/20/2012	413,127.00	193,012.00	220,115.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 1,435,329.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

THE MEYER CHARITABLE FOUNDATION

36-4152268

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2805. ADOBE	10/18/2010	06/25/2012	86,630.00	87,883.00	-1,253.00
647.859 ACADIAN EMERGING M PORTFOLIO	02/12/2009	06/06/2012	10,515.00	5,727.00	4,788.00
1116.371 ACADIAN EMERGING PORTFOLIO	02/12/2009	10/25/2012	20,229.00	9,869.00	10,360.00
47. AMERICAN EXPRESS CO.	12/31/2009	06/06/2012	2,587.00	1,918.00	669.00
54. AMERICAN EXPRESS CO.	12/31/2009	10/25/2012	2,989.00	2,204.00	785.00
22. AMGEN, INC.	07/09/2007	06/06/2012	1,535.00	1,204.00	331.00
45. AMGEN, INC.	07/09/2007	10/25/2012	3,965.00	2,463.00	1,502.00
1178. AMGEN, INC.	12/28/2009	04/12/2013	130,062.00	64,030.00	66,032.00
35. AUTOMATIC DATA PROCESS	02/11/2009	06/06/2012	1,853.00	1,324.00	529.00
56. AUTOMATIC DATA PROCESS	02/11/2009	10/25/2012	3,262.00	2,118.00	1,144.00
1751. AUTOMATIC DATA PROCE	02/11/2009	04/12/2013	115,104.00	66,235.00	48,869.00
2850. AVNET INC	07/20/2011	09/25/2012	82,647.00	84,436.00	-1,789.00
11. CHEVRONTXACO CORP	12/28/2006	06/06/2012	1,089.00	814.00	275.00
20. CHEVRONTXACO CORP	12/28/2006	10/25/2012	2,213.00	1,481.00	732.00
23. COLGATE PALMOLIVE	12/31/2009	06/06/2012	2,250.00	1,898.00	352.00
34. COLGATE PALMOLIVE	12/31/2009	10/25/2012	3,549.00	2,806.00	743.00
48. CONOCO PHILLIPS	12/28/2009	06/06/2012	2,559.00	1,888.00	671.00
67. CONOCO PHILLIPS	12/28/2009	10/25/2012	3,850.00	2,636.00	1,214.00
19. DANAHER CORP.	02/11/2009	06/06/2012	968.00	534.00	434.00
19. DANAHER CORP.	02/11/2009	10/25/2012	974.00	534.00	440.00
25. DIAGEO PLC	12/31/2009	06/06/2012	2,438.00	1,741.00	697.00
47. DIAGEO PLC	12/31/2009	10/25/2012	5,373.00	3,273.00	2,100.00
39. DISNEY	03/24/2008	06/06/2012	1,765.00	1,249.00	516.00
63. DISNEY	02/11/2009	10/25/2012	3,200.00	1,612.00	1,588.00
16. EXXON MOBIL CORP	10/18/2010	06/06/2012	1,274.00	1,063.00	211.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

THE MEYER CHARITABLE FOUNDATION

36-4152268

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 31. EXXON MOBIL CORP	10/18/2010	10/25/2012	2,813.00	2,059.00	754.00
25000. FEDERAL NAT'L MORTG GOLD COMB 6.	05/09/2007	11/13/2012	25,000.00	25,000.00	
7195.626 FIDELITY ADVISOR CL I	10/21/2010	12/13/2012	171,184.00	180,826.00	-9,642.00
490.074 FIDELITY DIVERSIFI	02/12/2009	06/06/2012	12,654.00	9,527.00	3,127.00
55.453 FIDELITY DIVERSIFIE	02/12/2009	07/18/2012	1,500.00	1,078.00	422.00
40503.939 FIDELITY DIVERSI	10/21/2010	08/15/2012	1,135,730.00	952,760.00	182,970.00
106. GENERAL ELECTRIC CO.	02/11/2009	06/06/2012	1,981.00	1,265.00	716.00
208. GENERAL ELECTRIC CO.	02/11/2009	10/25/2012	4,447.00	2,481.00	1,966.00
20. INTERNATIONAL BUSINESS CORP.	12/31/2009	06/06/2012	3,861.00	2,638.00	1,223.00
21. INTERNATIONAL BUSINESS CORP.	12/31/2009	10/25/2012	4,037.00	2,770.00	1,267.00
231. ISHARES MSCI EAFE IND	10/18/2010	06/06/2012	11,187.00	13,371.00	-2,184.00
10. ISHARES MSCI EAFE INDE	10/18/2010	07/18/2012	498.00	579.00	-81.00
5022. ISHARES MSCI EAFE IN	10/18/2010	08/21/2012	265,401.00	290,697.00	-25,296.00
287. ISHARES MSCI EAFE IND	10/18/2010	10/25/2012	15,483.00	16,613.00	-1,130.00
123. ISHARES CORE S&P MIDC	12/31/2009	06/06/2012	11,305.00	8,967.00	2,338.00
172. ISHARES CORE S&P MIDC	12/31/2009	10/25/2012	16,813.00	12,539.00	4,274.00
5991. ISHARES CORE S&P MID	12/31/2009	12/11/2012	607,528.00	436,748.00	170,780.00
5. JOHNSON & JOHNSON	07/09/2007	06/06/2012	312.00	316.00	-4.00
13. JOHNSON & JOHNSON	07/09/2007	10/25/2012	929.00	820.00	109.00
20. LILLY (ELI) & CO.	10/18/2010	06/06/2012	815.00	762.00	53.00
49. LILLY (ELI) & CO.	10/18/2010	10/25/2012	2,495.00	1,867.00	628.00
15. MCDONALD'S CORP.	12/28/2009	06/06/2012	1,323.00	952.00	371.00
8. MCDONALD'S CORP.	12/28/2009	10/25/2012	700.00	508.00	192.00
32. MONSANTO	10/18/2010	06/06/2012	2,523.00	1,821.00	702.00
50. MONSANTO	10/18/2010	10/25/2012	4,343.00	2,846.00	1,497.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

THE MEYER CHARITABLE FOUNDATION

36-4152268

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 42. NATIONAL-OILWELL	12/31/2009	06/06/2012	2,831.00	1,864.00	967.00
77. NATIONAL-OILWELL	12/31/2009	10/25/2012	5,743.00	3,417.00	2,326.00
17. NIKE	12/28/2009	06/06/2012	1,810.00	1,112.00	698.00
5. NIKE	12/28/2009	10/25/2012	460.00	327.00	133.00
5. PEPSICO	02/11/2009	06/06/2012	336.00	252.00	84.00
671. PHILLIPS 66	10/18/2010	03/01/2013	42,657.00	15,812.00	26,845.00
553. PHILLIPS 66	10/18/2010	03/04/2013	35,592.00	15,551.00	20,041.00
1595.443 PIMCO COMMODITY R	10/21/2010	06/06/2012	9,860.00	13,753.00	-3,893.00
2437.102 PIMCO COMMODITY R	10/21/2010	10/25/2012	16,719.00	21,008.00	-4,289.00
27771.934 PIMCO EM DEBT - CURRENCY	05/25/2011	03/25/2013	300,770.00	301,325.00	-555.00
4. PROCTER & GAMBLE	12/28/2009	06/06/2012	246.00	244.00	2.00
7. PROCTER & GAMBLE	12/28/2009	10/25/2012	494.00	427.00	67.00
159.294 T ROWE PRICE MID C	02/12/2009	06/06/2012	8,855.00	5,163.00	3,692.00
216.419 T ROWE PRICE MID C	02/12/2009	10/25/2012	12,468.00	7,014.00	5,454.00
9188.539 T ROWE PRICE MID	02/12/2009	12/13/2012	544,788.00	297,801.00	246,987.00
541.43 TEMPLETON FOREIGN E INSTITUTIO	01/12/2000	06/06/2012	8,831.00	11,478.00	-2,647.00
29.206 TEMPLETON FOREIGN E INSTITUTIO	01/12/2000	07/18/2012	500.00	619.00	-119.00
13966.908 TEMPLETON FOREIG FUND INSTITUTIO	04/19/2001	08/23/2012	254,896.00	238,961.00	15,935.00
851.779 TEMPLETON FOREIGN INSTITUTIO	04/19/2001	10/25/2012	16,184.00	13,552.00	2,632.00
23372.829 THIRD AVENUE GLB	-- --	12/13/2012	632,702.00	538,043.00	94,659.00
63. US BANCORP DEL NEW	09/01/2010	06/06/2012	1,858.00	1,361.00	497.00
68. US BANCORP DEL NEW	09/01/2010	10/25/2012	2,285.00	1,470.00	815.00
7.665 VANGUARD INTERNATIONAL FUND	10/21/2010	10/25/2012	111.00	121.00	-10.00
66. WAL-MART STORES, INC.	08/08/2007	06/06/2012	4,333.00	3,148.00	1,185.00
108. WAL-MART STORES, INC.	08/08/2007	10/25/2012	8,147.00	5,152.00	2,995.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

36-4152268

[illegible]**Schedule D-1 (Form 1041) 2012**

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC.	1,802.	1,802.
AQR DIVERSIFIED ARBITRAGE	11,577.	11,577.
AQR MANAGED FUTURES	7,935.	7,935.
ACADIAN EMERGING MARKETS PORTFOLIO	27,725.	27,725.
ACADIAN EMERGING MARKETS DEBT FUND INST	4,341.	4,341.
AMERICAN EXPRESS CO.	2,932.	2,932.
AMGEN, INC.	3,692.	3,692.
APPLE COMPUTER INC COM	4,351.	4,351.
AUTOMATIC DATA PROCESSING	7,326.	7,326.
BECTON, DICKINSON & CO.	3,336.	3,336.
BHP BILLITON	4,413.	4,413.
BLACKROCK COM	4,901.	4,901.
BROOKFIELD GLB LISTD REAL ESTATE Y	2,814.	2,814.
CATERPILLAR, INC.	3,075.	3,075.
CHEVRONTXACO CORP	6,303.	6,303.
CISCO SYSTEMS, INC.	3,944.	3,944.
COLGATE PALMOLIVE	5,607.	5,607.
CONOCO PHILLIPS	6,323.	6,323.
DWS FLOATING RATE	12,919.	12,919.
DANAHER CORP.	243.	243.
DARDEN RESTAURANTS	2,925.	2,925.
DIAGEO PLC	6,534.	6,534.
DISNEY	2,662.	2,662.
DREYFUS/THE BOSTON CO SMALL-CAP VALUE I	1,887.	1,887.
EXPEDITORS	1,230.	1,230.
EXXON MOBIL CORP	5,074.	5,074.
FEDERAL NAT'L MORTGAGE ASSN GOLD COMB 6.	801.	801.
GMO INT'L OPP EQUITY ALLOC	61,456.	61,456.
GENERAL ELECTRIC CO.	10,500.	10,500.
GOLDMAN SACHS EM DEBT - USD	19,862.	19,862.
INTERNATIONAL BUSINESS MACHINES CORP.	5,602.	5,602.
ISHARES MSCI EAFE INDEX	36,097.	36,097.
CIR973 525W 09/10/2013 13:32:02	2035000013	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IShares CORE S&P MIDCAP ETF	3,748.	3,748.
IShares RUSSELL 2000 INDEX	4,435.	4,435.
JOHNSON & JOHNSON	7,388.	7,388.
LILLY (ELI) & CO.	6,832.	6,832.
MATTEL, INC.	1,590.	1,590.
MCDONALD'S CORP.	7,080.	7,080.
MEDTRONIC, INC.	2,873.	2,873.
MONSANTO	3,629.	3,629.
NATIONAL-OILWELL	1,808.	1,808.
NIKE	2,524.	2,524.
NORTHERN TRUST CORP.	1,820.	1,820.
ORACLE	2,101.	2,101.
PIMCO HIGH YIELD INSTL	34,897.	34,897.
PEPSICO	5,987.	5,987.
PETSMART	867.	867.
PHILLIPS 66	933.	933.
PIMCO COMMODITY REAL RETURN	12,788.	12,788.
PIMCO EM DEBT - LOCAL CURRENCY	46,779.	46,779.
PROCTER & GAMBLE	6,813.	6,813.
SEI CORP.	4,192.	4,192.
SCHLUMBERGER LTD	3,266.	3,266.
SPDR UTILITIES SELECT SECTOR	4,435.	4,435.
TEMPLETON FOREIGN EQUITY FUND INSTITUTIO	28,486.	28,486.
TEVA PHARMA	1,067.	1,067.
THIRD AVENUE GLBL REIT	10,704.	10,704.
US BANCORP DEL NEW	4,519.	4,519.
UNITED TECHNOLOGIES CORP.	2,967.	2,967.
VANGUARD INTERNATIONAL EXPLORER FUND	27,752.	27,752.
WAL-MART STORES, INC.	9,678.	9,678.
WASTE MANAGEMENT INC NEW	4,346.	4,346.
WELLS FARGO & CO NEW	3,914.	3,914.
ACCENTURE	6,694.	6,694.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTAL	547,101. =====	547,101. =====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
U.S. TREASURY TAX REFUND	6,109.	6,109.
PROCEEDS BOA CLASS ACTION SUIT	65.	65.
	-----	-----
TOTALS	6,174. =====	6,174. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
MEYER CAPEL LAW OFFICES INV.#1	380.	380.		
TOTALS	380.	380.	NONE	NONE
	=====	=====	=====	=====

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	1,500.	1,500.		
TOTALS	1,500.	1,500.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TRUSTEE/EXECUTOR FEES-INCOME (	63,631.	63,631.
TOTALS	63,631.	63,631.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	10,134.	10,134.
FOREIGN TAXES ON NONQUALIFIED	5,386.	5,386.
	-----	-----
TOTALS	15,520.	15,520.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ILLINOIS SECRETARY OF STATE AN	10.	10.
ILLINOIS CHARITY BUREAU FUND A	15.	15.
AMORTIZATION FNMA BOND CUSIP 3	225.	225.
ROUNDING ERROR	1.	1.
TOTALS	251.	251.
	=====	=====

THE MEYER CHARITABLE FOUNDATION

36-4152268

FORM 990PF, PART VII-A, LINE 12 EXPLANATION

=====

No

STATEMENT 11

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

AQR DIVERSIFIED ARBITRAGE	1,144.00
AQR DIVERSIFIED ARBITRAGE	3,620.00
DREYFUS/THE BOSTON CO SMALL-CAP VALUE I	34.00
GOLDMAN SACHS EM DEBT - USD	4,838.00
PIMCO COMMODITY REAL RETURN	4,173.00
THIRD AVENUE GLBL REIT	355.00
THIRD AVENUE GLBL REIT	1,879.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

16,042.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DREYFUS/THE BOSTON CO SMALL-CAP VALUE I	1,855.00
FIDELITY ADVISOR SMALL CAP - CL I	58.00
GOLDMAN SACHS EM DEBT - USD	5,371.00
PIMCO COMMODITY REAL RETURN	1,694.00
TEMPLETON FOREIGN EQUITY FUND INSTITUTIO	679.00
THIRD AVENUE GLBL REIT	14,236.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

23,892.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

23,892.00

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THE MEYER CHARITABLE FOUNDATION EIN 36-4152268**Attachment to 990PF, Fiscal Y/E 06/01/2012 - 05/31/2013**

CONTRIBUTIONS	6/01/12-5/31/13	Foundation Status of Recipient	Purpose of Grant
Academy on Capitalism& Limited Government	\$ 105,000.00	501(c)(3)	Charitable
American Diabetes Association	\$ 1,000.00	501(c)(3)	Charitable
American Heart Association	\$ 5,000.00	501(c)(3)	Charitable
American Red Cross - San Diego	\$ 15,000.00	501(c)(3)	Charitable
Armed Services YMCA	\$ 1,000.00	501(c)(3)	Charitable
Atlas Economic Research Foundation	\$ 159,000.00	501(c)(3)	Charitable
Big Brothers & Sisters of San Diego County	\$ 10,000.00	501(c)(3)	Charitable
Bishop School	\$ 9,500.00	501(c)(3)	Charitable
Boosters of Old Town	\$ 1,000.00	501(c)(3)	Charitable
Carle Foundation	\$ 20,500.00	501(c)(3)	Charitable
Champaign County CASA INC	\$ 10,000.00	501(c)(3)	Charitable
Champaign County Freedom Celebration	\$ 20,000.00	501(c)(3)	Charitable
Champaign Public Library Foundation	\$ 10,000.00	501(c)(3)	Charitable
Crisis Nursery	\$ 9,000.00	501(c)(3)	Charitable
Daily Bread Soup Kitchen	\$ 5,000.00	501(c)(3)	Charitable
Don Moyer Boys & Girls Club	\$ 200.00	501(c)(3)	Charitable
Eastern Illinois Foodbank	\$ 5,000.00	501(c)(3)	Charitable
Food for Seniors	\$ 5,000.00	501(c)(3)	Charitable
Habitat for Humanity	\$ 5,000.00	501(c)(3)	Charitable
Huntington's Disease Celebration of Hope	\$ 3,000.00	501(c)(3)	Charitable
Illinois Policy Institute	\$ 10,000.00	501(c)(3)	Charitable
Junior League of Champaign-Urbana	\$ 5,000.00	501(c)(3)	Charitable
Juvenile Diabetes Research Foundation	\$ 90,000.00	501(c)(3)	Charitable
Key Worldwide Foundation	\$ 100,000.00	501(c)(3)	Charitable
La Jolla Historical Society	\$ 2,000.00	501(c)(3)	Charitable
La Jolla YMCA	\$ 5,500.00	501(c)(3)	Charitable
Larkins Place	\$ 5,000.00	501(c)(3)	Charitable
Lung Cancer Alliance	\$ 5,000.00	501(c)(3)	Charitable
Mayo Clinic	\$ 20,000.00	501(c)(3)	Charitable
One Patient-Global Health Initiative	\$ 500.00	501(c)(3)	Charitable
Orpheum Childrens Science	\$ 3,000.00	501(c)(3)	Charitable
Parkland College Foundation	\$ 30,000.00	501(c)(3)	Charitable
Prarielands Council Boy Scouts of America	\$ 30,000.00	501(c)(3)	Charitable
Providence Portland Medical Foundation	\$ 1,000.00	501(c)(3)	Charitable
Salvation Army	\$ 5,000.00	501(c)(3)	Charitable
San Diego Advertising Fund for Emergencies	\$ 1,750.00	501(c)(3)	Charitable
San Diego American Heart Association	\$ 500.00	501(c)(3)	Charitable
San Diego BOSA	\$ 750.00	501(c)(3)	Charitable
San Diego Mental Health of America	\$ 500.00	501(c)(3)	Charitable
San Diego Opera	\$ 20,000.00	501(c)(3)	Charitable
San Diego Police Association	\$ 500.00	501(c)(3)	Charitable
San Diego Police Foundation	\$ 10,000.00	501(c)(3)	Charitable
San Diego United Way	\$ 10,000.00	501(c)(3)	Charitable
San Diego Zoological Society	\$ 5,000.00	501(c)(3)	Charitable
Stanford University	\$ 100,000.00	501(c)(3)	Charitable
The Celebration Co. at the Station Theatre	\$ 200.00	501(c)(3)	Charitable
The Fallen Officers Fund	\$ 5,000.00	501(c)(3)	Charitable
The Reading Group	\$ 5,000.00	501(c)(3)	Charitable
Ticket to Dream Foundation	\$ 10,000.00	501(c)(3)	Charitable
United Way of Champaign County	\$ 75,000.00	501(c)(3)	Charitable
Virginia Theatre	\$ 10,000.00	501(c)(3)	Charitable
Wounded Warrior Project	\$ 1,250.00	501(c)(3)	Charitable
YWCA - "Becky's House"	\$ 1,000.00	501(c)(3)	Charitable

TOTAL \$ 967,650.00