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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01/12 , and ending 06/30/13

Name of foundation
PILLING FAMILY FOUNDATION INC
C/O SUE PILLING

A Employer identification number
22-3317341

Number and street (or P O box number if mail is not delivered to street address) Room/suite
301 GREENWAY LANE

B Telephone number (see instructions)

City or town, state, and ZIP code
DECATUR IL 62521

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,620,393

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,570,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	28	28	28	
	4	Dividends and interest from securities	5,433	5,433	5,433	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-6,093			
	b	Gross sales price for all assets on line 6a 255,603				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,569,368	5,461	5,461	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	695	695	695	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4,139	4,139	4,139	
	22	Printing and publications				
	23	Other expenses (att sch) STMT 2	782	782	782	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,616	5,616	5,616	0
	25	Contributions, gifts, grants paid	25,000			25,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	30,616	5,616	5,616	25,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,538,752			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	812	6,719	6,723
	2 Savings and temporary cash investments	5,717	42,271	42,271
	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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 3	110,430	1,606,721	1,571,399
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	116,959	1,655,711	1,620,393
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)	0	0	
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	116,959	1,655,711	
	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)	116,959	1,655,711	
	31 Total liabilities and net assets/fund balances (see instructions)	116,959	1,655,711	

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	116,959
2	Enter amount from Part I, line 27a	2	1,538,752
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,655,711
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	1,655,711

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	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
d	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
e	CAPITAL GAIN DISTRIBUTION			

	(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	246		230	16
b	11,004		10,636	368
c	205,611		212,477	-6,866
d	38,585		38,353	232
e	157			157

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				16
b				368
c				-6,866
d				232
e				157

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-6,093
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	5,000	119,050	0.041999
2010	43,101	94,339	0.456874
2009	13,500	63,861	0.211397
2008	3,300	64,844	0.050891
2007	5,000	74,163	0.067419

2	**Total** of line 1, column (d)	2	0.828580
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	0.165716
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	501,607
5	Multiply line 4 by line 3	5	83,124
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	83,124
8	Enter qualifying distributions from Part XII, line 4	8	25,000

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	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
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	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,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	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		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 ▶ SUE PILLING 301 GREENWAY LN Telephone no ▶ 217-233-0714

Located at ▶ DECATUR IL ZIP+4 ▶ 62521

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 |

			Yes	No
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		X
	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on 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)?	N/A	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?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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
FRANK PILLING THE TERRACES, APT 5204	BONITA SPRINGS FL 34134	PRESIDENT 0.00	0	0	0
SUE PILLING 301 GREENWAY LN	DECATUR IL 62521	TREASURER 0.50	0	0	0
SHERRI HEINSCHEIL 6227 W HIGHWAY 159	FAYETTEVILLE TX 78940	SECRETARY 0.50	0	0	0
ADAM HERSHFELT 139 MILL AVE EAST	FRASER CO 80442	VICE PRESIDE 0.50	0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	489,063
b	Average of monthly cash balances	1b	20,183
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	509,246
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	509,246
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	7,639
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	501,607
6	**Minimum investment return.** Enter 5% of line 5	6	25,080

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	25,080
2a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25,080
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,080
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	25,080

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	25,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	25,000
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	25,000

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					25,080
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20 ___ , 20 ___ , 20 ___					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	345				
b	From 2008	58				
c	From 2009	10,307				
d	From 2010	38,482				
e	From 2011					
f	**Total** of lines 3a through e		49,192			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 25,000					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required – see instructions)					
c	Treated as distributions out of corpus (Election required – see instructions)					
d	Applied to 2012 distributable amount					25,000
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		80			80
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		49,112			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		265			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		48,847			
10	Analysis of line 9					
a	Excess from 2008	58				
b	Excess from 2009	10,307				
c	Excess from 2010	38,482				
d	Excess from 2011					
e	Excess from 2012					

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

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

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

N/A

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 ▶ [X] 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
CASTAWAYS THRIFT SHOP 410 N CHURCH ST ROCKPORT TX 78382			CLOTHING FOR NEEDY	5,000
COMMUNITY FOUNDATION OF DECATUR 125 N WATER ST DECATUR IL 62523			IMPROVE QUALITY OF LIFE	10,000
H.E.A.R.T. PO BOX 1922 TEMECULA CA 92593-1922			CHILDREN FOOD/WATER	10,000
Total			▶ 3a	25,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					28
4 Dividends and interest from securities					5,433
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					-6,093
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	-632

13 Total. Add line 12, columns (b), (d), and (e) 13 -632

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

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

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

DAA

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

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

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

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
N/A		

Sign Here

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

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

Sue Pilling — 10/25/13 — TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
KEVIN R BUCKLEY		10/23/13	
Firm's name ▶ MCGUIRE, YUHAS, HUFFMAN & BUCKLEY P.C.		PTIN	P01203661
Firm's address ▶ 334 W. ELDORADO STREET DECATUR, IL 62522-2192		Firm's EIN ▶	37-1107578
		Phone no	217-428-2127

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
PILLING FAMILY FOUNDATION INC C/O SUE PILLING	22-3317341

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: PILLING FAMILY FOUNDATION INC

Employer identification number: 22-3317341

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	ESTATE OF LAURI PILLING C/O SUE PILLING 301 GREENWAY LN DECATUR IL 62521	$ 1,570,000	Person [X] 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)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MCGUIRE, YUHAS, HUFFMAN & BUCKLE	$ 695	$ 695	$ 695	$
TOTAL	$ 695	$ 695	$ 695	$ 0

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
FEES	726	726	726	
CHECK PRINTING	56	56	56	
TOTAL	$ 782	$ 782	$ 782	$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SECURITIES PER ATTACHED SCHEDULE	$ 110,430	$ 1,606,721	COST	$ 1,571,399
TOTAL	$ 110,430	$ 1,606,721		$ 1,571,399

Cash & Cash Alternatives

Cash / Client Interest Program ◆

Description (Symbol)	Value	Est Income Yield	Est Annual Income
CASH HELD IN CLIENT INTEREST PROGRAM	**$42,271.21**	0 02%	$8.45
Cash / Client Interest Program Total	**$42,271.21**		$8 45

◆ Please See Client Interest Program on the Understanding Your Statement page

Cash & Cash Alternatives Total	**$42,271.21**		**$8.45**

Mutual Funds

Open-End Funds

Description (Symbol)	Quantity	Amount Invested	Total Cost Basis	Price	Value	Est Income Yield	Est Annual Income	Investment Gain or (Loss)	Cost Basis Gain or (Loss)
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	8,030 224	$145,649 41	$145,649 41	$18 440	**$148,077.33**	0 65%	$963 63	$2,427 92 1 67%	$2,427.92 1 67%
BLACKROCK GLOBAL ALLOCATION FUND CLASS A M/F (MDLOX)	12,979 715	$269,853 02	$270,736 61	$20 590	**$267,252.33**	1 13%	$3,011 29	$(2,600 69) (0 96)%	$(3,484 28) (1 29)%
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	238 439	$24,030 60	$24,030 60	$108 220	**$25,803.87**	0 06%	$16 50	$1,773 27 7 38%	$1,773 27 7.38%
MFS GLOBAL EQUITY FUND CLASS I N/L (MWEIX)	11,116 516	$340,253 13	$341,014 28	$30 920	**$343,722.67**	1 09%	$3,735 15	$3,469 54 1 02%	$2,708.39 0 79%
PIMCO ALL ASSET ALL AUTHORITY FUND CLASS P N/L (PAUPX)	9,753 756	$105,532 06	$107,375 95	$10 230	**$99,780.92**	5 93%	$5,920 53	$(5,751 14) (5 45)%	$(7,595.03) (7 07)%
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	4,587 379	$86,525 98	$86,525 98	$17 300	**$79,361.66**	1.06%	$839 49	$(7,164 32) (8 28)%	$(7,164 32) (8 28)%
TEMPLETON EMERGING MARKETS SMALL CAP FUND CLASS A M/F (TEMMX)	7,606 010	$89,122 62	$89,187 73	$11 080	**$84,274.59**	0 34%	$289 79	$(4,848 03) (5 44)%	$(4,913 14) (5 51)%

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Mutual Funds (continued)

Open-End Funds (continued)

Description (Symbol)	Quantity	Amount Invested	Total Cost Basis	Price	**Value**	Est. Income Yield	Est Annual Income	Investment Gain or (Loss)	Cost Basis Gain or (Loss)
WELLS FARGO ADVANTAGE ASSET ALLOCATION FUND ADMIN CL N/L (EAIFX)	9,931.901	$136,306.00	$136,306.00	$13.270	**$131,796.33**	2.74%	$3,605.28	$(4,509.67) (3 31)%	$(4,509.67) (3.31)%
Open-End Funds Total		$1,197,272.82	$1,200,826.56		**$1,180,069.70**	1.56%	$18,381 66	$(17,203 12)	$(20,756.86)

Closed-End Funds

Description (Symbol)	Quantity	Date Acquired	Unit Cost	Total Cost Basis	Price	**Value**	Est. Income Yield	Est. Annual Income	Gain or (Loss)
BLACKROCK ENHANCED EQT DIV TR (BDJ)	18,252.174		$7 766	$141,743.03	$7 610	**$138,899.05**	7 36%	$10,221.22	$(2,843 98)
LOT 1	172.000	07/29/2011	$7.766	$1,335.72	$7.610	$1,308 92	7.36%	$96.32	$(26.80)
LOT 2	54.000	12/07/2011	$7.766	$419 35	$7.610	$410.94	7 36%	$30.24	$(8.41)
LOT 3	451 000	12/08/2011	$7.766	$3,502.38	$7.610	$3,432 11	7 36%	$252.56	$(70 27)
LOT 4	450.000	12/12/2011	$7 766	$3,494.62	$7 610	$3,424.50	7.36%	$252.00	$(70 12)
LOT 5	16,945.000	04/11/2013	$7.766	$131,591.76	$7 610	$128,951.45	7.36%	$9,489.20	$(2,640 31)
LOT 6	180.174	Reinvests	$7 766	$1,399 20	$7 610	$1,371 12	7.36%	$100.90	$(28.08)
ISHARES TR CORE S&P500 ETF (IVV)	506.000	06/20/2013	$160.700	$81,314.09	$160.880	**$81,405.28**	2.04%	$1,659 17	$91.19
Closed-End Funds Total				$223,057 12		**$220,304.33**	5 39%	$11,880.39	$(2,752 79)
Mutual Funds Total				**$1,423,883.68**		**$1,400,374.03**	**2.16%**	**$30,262.05**	**$(23,509.65)**

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Your Portfolio (continued)

CPA Pilling Family Foundation Inc Account No. 13345490

Alternative Investments ■

Description	Quantity	Amount Invested	Total Cost Basis	Price	**Value**	Est Annual Income	Investment Gain or (Loss)	Cost Basis Gain or (Loss)
MUTUALHEDGE FRONTIER LEGENDS FUND CLASS A M/F (MHFAX)	18,630 159	$180,467 06	$180,645 00	$9 180	**$171,024.86**		$(9,442 20) (5 23)%	$(9,620 14) (5 33)%
Alternative Investments Total		**$180,467.06**	**$180,645.00**		**$171,024.86**	**$0.00**	**$(9,442.20)**	**$(9,620.14)**

■ Please see Alternative Investments on the Understanding Your Statement page

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Your Activity (continued)

CPA Pilling Family Foundation Inc Account No. 13345490

~~Unsettled Trades~~

Trade Type	Description (Symbol or CUSIP)		Trade Date	Settlement Date	Quantity	Price	Amount	~~Additional Detail~~
Buy	BLACKROCK ENHANCED EQT DIV TR	(BDJ)	12/31/2012	01/03/2013	26.981	$7.101	$(191.62)	
~~Unsettled Trades~~ Total							~~$(191.62)~~	

Realized Capital Gains & Losses °

Short Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct.	Gain or (Loss)
~~SPDR S&P 500 ETF TRUST (SPY)~~	~~17.000~~	~~08/05/2011~~	~~$2,058.70~~	~~02/07/2012~~	~~$2,294.95~~	~~11.47%~~	~~$236.25~~
~~SPDR S&P 500 ETF TRUST (SPY)~~	~~0.193~~	~~VARIOUS~~	~~$25.03~~	~~02/08/2012~~	~~$26.08~~	~~4.19%~~	~~$1.05~~
~~BLACKROCK ENERGY AND RESOURCES FUND CLASS A M/F~~ (SSGRX)	~~6.850~~	~~VARIOUS~~	~~$222.83~~	~~03/16/2012~~	~~$235.23~~	~~5.56%~~	~~$12.40~~
~~BLACKROCK ENERGY AND RESOURCES FUND CLASS A M/F~~ (SSGRX)	~~70.777~~	~~05/31/2011~~	~~$3,259.97~~	~~03/13/2012~~	~~$2,636.52~~	~~(19.12)%~~	~~$(623.45)~~
~~BLACKROCK ENERGY AND RESOURCES FUND CLASS A M/F~~ (SSGRX)	~~0.711~~	~~06/15/2011~~	~~$27.00~~	~~03/16/2012~~	~~$24.42~~	~~(9.55)%~~	~~$(2.58)~~
~~BLACKROCK ENERGY AND RESOURCES FUND CLASS A M/F~~ (SSGRX)	~~78.715~~	~~08/11/2011~~	~~$2,818.00~~	~~03/13/2012~~	~~$2,703.07~~	~~(4.07)%~~	~~$(114.93)~~
~~BLACKROCK ENERGY AND RESOURCES FUND CLASS A M/F~~ (SSGRX)	~~11.880~~	~~10/12/2011~~	~~$371.00~~	~~03/16/2012~~	~~$407.96~~	~~9.96%~~	~~$36.96~~
HEARTLAND VALUE PLUS FUND CLASS N N/L (HRVIX)	3.411	VARIOUS	$95.36	08/21/2012	$101.85	6.80%	$6.49
ISHARES TR SMLL VAL INDX (JKL)	0.992	VARIOUS	$81.12	10/16/2012	$88.37	8.93%	$7.25
ISHARES TR SMLL VAL INDX (JKL)	0.626	VARIOUS	$53.88	10/17/2012	$55.91	3.76%	$2.03
Net Short-Term Gain / Loss Total			230.36 ~~$9,012.89~~		246.13 ~~$8,574.36~~	(4.87)%	15.77 ~~$(438.53)~~

° Please see Cost Basis on the Understanding Your Statement page

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Realized Capital Gains & Losses (continued) °

Long Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
HEARTLAND VALUE PLUS FUND CLASS N N/L (HRVIX)	189.596	01/31/2011	$5,617.73	08/21/2012	$5,661 34	0.77%	$43.61
ISHARES TR SMLL VAL INDX (JKL)	1.007	VARIOUS	$78 67	10/16/2012	$89.68	13.99%	$11.01
ISHARES TR SMLL VAL INDX (JKL)	59.000	01/31/2011	$4,939.48	10/16/2012	$5,252 57	6.33%	$313.09
Net Long-Term Gain / Loss Total			$10,635.88		$11,003 59	3 46%	$367.71

° Please see Cost Basis on the Understanding Your Statement page

Summary of Gains & Losses

Short-Term Gain	$302.43
Short-Term Loss	$(740.96)
Long-Term Gain	$367.71
Long-Term Loss	$0.00
Net Gain / Loss Total	**$(70.82)**

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13345490-23-2 3AB/1N65

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Your Activity (continued)

CPA Pilling Family Foundation Inc Account No. 13345490

Activity Detail (continued)

Date	Activity Category	Activity Type	Description (Symbol or CUSIP)	Quantity	Price	Amount	Cash Balance	Additional Detail
06/28/2013	Income	Dividend - Taxable	**BLACKROCK ENHANCED EQT DIV TR (BDJ)**			$2,555 30	$42,145 82	$ 14000 per share x 18,252 174 shares
06/28/2013	Expense	Fee	**Cash**			$124.36	$42,270 18	Mutual fund fee offset
06/28/2013	Income	Interest - Taxable	**Cash held in CIP**			$1.03	$42,271 21	28 days average balance $66,856 17 average rate .020%

Unsettled Trades

Trade Type	Description (Symbol or CUSIP)	Trade Date	Settlement Date	Quantity	Price	Amount	Additional Detail
Buy	**BLACKROCK ENHANCED EQT DIV TR (BDJ)**	06/28/2013	07/02/2013	336 223	$7.600	$(2,555.30)	
Unsettled Trades Total						$(2,555 30)	

Realized Capital Gains & Losses ○

Short Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
PIMCO ALL ASSET FUND CLASS P N/L (PALPX)	12 103	03/13/2012	$149 04	02/21/2013	$153 10	2 72%	$4 06
PIMCO ALL ASSET FUND CLASS P N/L (PALPX)	26 131	VARIOUS	$331.90	04/30/2013	$336 05	1.25%	$4 15
PIMCO ALL ASSET FUND CLASS P N/L (PALPX)	6,009 427	04/11/2013	$76,327 69	04/30/2013	$77,281 23	1 24%	$953 54
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	7 638	VARIOUS	$138 54	05/07/2013	$143 07	3 26%	$4 53
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	100 360	08/21/2012	$1,820.29	05/07/2013	$1,879 84	3 27%	$59 55
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	64 915	10/16/2012	$1,177.41	05/07/2013	$1,215 92	3 27%	$38 51
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	140 893	04/11/2013	$2,555 47	05/07/2013	$2,639 07	3 27%	$83 60

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Realized Capital Gains & Losses (continued) O

Short Term (continued)

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	0.028	12/18/2012	$2.82	05/07/2013	$2.95	4.60%	$0.13
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	132.812	04/11/2013	$13,385.20	05/07/2013	$14,005.02	4.63%	$619 82
ROYCE DIVIDEND VALUE FUND INVESTMENT CLASS N/L (RDVIX)	6.569	VARIOUS	$52.06	05/07/2013	$53 67	3.09%	$1 61
ROYCE DIVIDEND VALUE FUND INVESTMENT CLASS N/L (RDVIX)	3,820.225	04/11/2013	$30,281.20	05/07/2013	$31,211.24	3.07%	$930 04
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	6.282	12/26/2012	$118 49	06/20/2013	$105.35	(11.08)%	$(13 14)
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	61.645	10/16/2012	$1,162.73	06/20/2013	$1,033 79	(11 08)%	$(128 94)
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	4,505.112	04/11/2013	$84,974.28	06/20/2013	$75,550 72	(11.08)%	$(9,423.56)
Net Short-Term Gain / Loss Total			$212,477 12		$205,611 02	(3.23)%	$(6,866 10)

O Please see Cost Basis on the Understanding Your Statement page

Long Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct.	Gain or (Loss)
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	16 741	01/31/2011	$250.11	02/21/2013	$293.30	17 26%	$43 19
BLACKROCK ENHANCED EQT DIV TR (BDJ)	34.000	07/29/2011	$247 14	02/21/2013	$261 11	5.65%	$13 97
BLACKROCK GLOBAL ALLOCATION FUND CLASS A M/F (MDLOX)	24.887	01/31/2011	$487.54	02/21/2013	$501.47	2.85%	$13.93
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	0.851	05/24/2011	$65 02	02/21/2013	$76.88	18 24%	$11.86
MFS GLOBAL EQUITY FUND CLASS I N/L (MWEIX)	22.082	08/16/2011	$526.98	02/21/2013	$658 92	25.03%	$131.94
MUTUALHEDGE FRONTIER LEGENDS FUND CLASS A M/F (MHFAX)	33.327	01/31/2011	$340.94	02/21/2013	$318.27	(6.64)%	$(22.67)

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Your Activity (continued)

CPA Pilling Family Foundation Inc Account No. 13345490

Realized Capital Gains & Losses (continued) ○

Long Term (continued)

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
PIMCO ALL ASSET ALL AUTHORITY FUND CLASS P N/L (PAUPX)	17 648	01/31/2011	$186 92	02/21/2013	$195 01	4 32%	$8 09
ROYCE DIVIDEND VALUE FUND INVESTMENT CLASS N/L (RDVIX)	8 510	02/01/2011	$59.06	02/21/2013	$65 87	11 53%	$6 81
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	15 785	01/31/2011	$319 02	02/21/2013	$298 03	(6 57)%	$(20 99)
TEMPLETON EMERGING MARKETS SMALL CAP FUND CLASS A M/F (TEMMX)	14 915	01/31/2011	$182 86	02/21/2013	$173 76	(4 97)%	$(9 10)
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	38 652	01/31/2011	$594 06	03/25/2013	$698 45	17 57%	$104 39
BLACKROCK ENHANCED EQT DIV TR (BDJ)	79 000	07/29/2011	$553 75	03/25/2013	$618.63	11.71%	$64.88
BLACKROCK GLOBAL ALLOCATION FUND CLASS A M/F (MDLOX)	57 649	01/31/2011	$1,127 08	03/25/2013	$1,180 66	4 75%	$53 58
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	1 972	05/24/2011	$147 13	03/25/2013	$189.97	29 11%	$42 84
MFS GLOBAL EQUITY FUND CLASS I N/L (MWEIX)	51 020	08/16/2011	$1,219.13	03/25/2013	$1,555 08	27 55%	$335 95
MUTUALHEDGE FRONTIER LEGENDS FUND CLASS A M/F (MHFAX)	76 383	01/31/2011	$758 12	03/25/2013	$733.28	(3 27)%	$(24 84)
PIMCO ALL ASSET ALL AUTHORITY FUND CLASS P N/L (PAUPX)	41 119	01/31/2011	$438.96	03/25/2013	$449 43	2.38%	$10 47
PIMCO ALL ASSET FUND CLASS P N/L (PALPX)	28 159	03/13/2012	$347 08	03/25/2013	$354 24	2 06%	$7 16
ROYCE DIVIDEND VALUE FUND INVESTMENT CLASS N/L (RDVIX)	19 661	02/01/2011	$136 21	03/25/2013	$155 52	14 17%	$19 31
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	36 038	01/31/2011	$695 08	03/25/2013	$669.94	(3 61)%	$(25.14)
TEMPLETON EMERGING MARKETS SMALL CAP FUND CLASS A M/F (TEMMX)	34 115	01/31/2011	$402 60	03/25/2013	$398 12	(1 11)%	$(4 48)
PIMCO ALL ASSET FUND CLASS P N/L (PALPX)	4 019	03/23/2012	$51 05	04/30/2013	$51 69	1 25%	$0 64
PIMCO ALL ASSET FUND CLASS P N/L (PALPX)	428 770	03/13/2012	$5,445 95	04/30/2013	$5,513 99	1 24%	$68 04
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	160 838	01/31/2011	$2,917 22	05/07/2013	$3,012.66	3 27%	$95 44

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Your Activity (continued)

CPA Pilling Family Foundation Inc Account No. 13345490

Realized Capital Gains & Losses (continued) o

Long Term (continued)

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	175.977	05/24/2011	$3,191.81	05/07/2013	$3,296.22	3.27%	$104 41
ALGER CAPITAL APPRECIATION FUND CLASS A M/F (ACAAX)	117.098	08/11/2011	$2,123.88	05/07/2013	$2,193 36	3.27%	$69.48
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	4.655	VARIOUS	$469 14	05/07/2013	$490 87	4.63%	$21 73
FRANKLIN BIOTECHNOLOGY DISCOVERY FUND CLASS A M/F (FBDIX)	27.190	05/24/2011	$2,740 29	05/07/2013	$2,867.18	4.63%	$126 89
ROYCE DIVIDEND VALUE FUND INVESTMENT CLASS N/L (RDVIX)	9.585	VARIOUS	$75.97	05/07/2013	$78.30	3 06%	$2.33
ROYCE DIVIDEND VALUE FUND INVESTMENT CLASS N/L (RDVIX)	303 149	02/01/2011	$2,402 93	05/07/2013	$2,476 73	3.07%	$73.80
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	32.295	VARIOUS	$609 14	06/20/2013	$541.59	(11.08)%	$(67.55)
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	340.443	01/31/2011	$6,421.35	06/20/2013	$5,709 23	(11.08)%	$(712 12)
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	119.837	08/23/2011	$2,260 34	06/20/2013	$2,009 67	(11.08)%	$(250 67)
RUSSELL EMERGING MARKETS FUND CLASS S N/L (REMSX)	29 692	10/12/2011	$560 04	06/20/2013	$497 93	(11.09)%	$(62.11)
Net Long-Term Gain / Loss Total			$38,353 90		$38,585.36	0 60%	$231.46

o Please see Cost Basis on the Understanding Your Statement page

Summary of Gains & Losses

Short-Term Gain	$2,699.54
Short-Term Loss	$(9,565.64)
Long-Term Gain	$1,431 13
Long-Term Loss	$(1,199 67)
Net Gain / Loss Total	**$(6,634.64)**

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