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Return of Organization Exempt From Income Tax

2012

Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public
Inspection

A For the 2012 calendar year, or tax year beginning 7/01, 2012, and ending 6/30, 2013

B Check if applicable

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C

BETHSHAN FOUNDATION
12927 SOUTH MONITOR AVENUE
PALOS HEIGHTS, IL 60463-2434

D Employer identification number

36-3197006

E Telephone number

708-371-0801

G Gross receipts \$ 2,196,063.

F Name and address of principal officer

SAME AS C ABOVE

H(a) Is this a group return for affiliates?

 Yes No

H(b) Are all affiliates included?

If 'No,' attach a list (see instructions)

 Yes NoI Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► N/A

H(c) Group exemption number ►

K Form of organization Corporation Trust Association Other ► L Year of formation 1982 M State of legal domicile IL

Part I Summary

1 Briefly describe the organization's mission or most significant activities. SUPPORT BETHSHAN ASSOCIATION

Activities & Governance

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

3 12

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 12

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)

5 0

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 0

b Net unrelated business taxable income from Form 990-T, line 34

7b 0

JAN 22 2014
RECEIVED
SUPPORTED

Revenue

8 Contributions and grants (Part VIII, line 1h)

Prior Year Current Year

628,906. 660,841.

9 Program service revenue (Part VIII, line 2g)

135,397. 219,549.

10 Investment income (Part VIII, column (A), lines 3-4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 12c)

12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)

764,303. 880,390.

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0 2014

677,973. 295,575.

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

43,431. 43,620.

b Total fundraising expenses (Part IX, column (D), line 25) ► 8,796.

721,404. 339,195.

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

42,899. 541,195.

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)

Beginning of Current Year End of Year

20 Total assets (Part X, line 16)

4,829,165. 5,452,754.

21 Total liabilities (Part X, line 26)

1,538. 0.

22 Net assets or fund balances Subtract line 21 from line 20

4,827,627. 5,452,754.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

12/10/2013

Brian Dobben, President

Type or print name and title

Paid
Preparer
Use Only

Print/Type preparer's name

LAWRENCE J. VAN DRUNEN

Preparer's signature

Lawrence J. Van Drunen

Date

11/22/13

Check if

self-employed

PTIN

P00003754

Firm's name

DREYER, OOMS & VAN DRUNEN, LTD.

Firm's address

17075 SOUTH PARK AVE.

SOUTH HOLLAND, IL 60473-3350

Firm's EIN ► 36-2806701

Phone no 708-596-6100

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 12/18/12

Form 990 (2012)

24 C17

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III 1 Briefly describe the organization's missionSUPPORT BETHSHAN ASSOCIATION2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 295,575. including grants of \$ 295,575.) (Revenue \$ 880,390.)

TO RECEIVE, ACCUMULATE, MANAGE, INVEST AND DISBURSE CAPITAL FUNDS AND PROPERTIES
ENTRUSTED TO IT AND THE INCOME THEREFROM FOR THE EXCLUSIVE USE AND BENEFIT OF
BETHSHAN ASSOCIATION.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 295,575.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	11 a X	
b Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII	11 b X	
c Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII	11 c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	11 d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	11 e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	11 f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III	19 X	
20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H	20 X	
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20 b X	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	X	
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25	X	
24b	b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c	c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d	d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a	25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I	X	
25b	b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I	X	
26	26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II	X	
27	27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III	X	
28	28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV		
28a	b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	X	
28b	c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	X	
29	29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	X	
30	30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	X	
31	31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	X	
32	32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II	X	
33	33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I	X	
34	34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1	X	
35a	35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2	X	
35b			
36	36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2	X	
37	37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI	X	
38	38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

BAA

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

		Yes	No
1 a	1 a	1	
1 b	1 b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c		X
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	0	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2 b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a		X
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3 b		
4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4 a		X
b If 'Yes,' enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	6 a		X
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c		
6 a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6 a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b		
7 Organizations that may receive deductible contributions under section 170(c).	7 a		X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7 b		
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 c		X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 d		
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7 e		X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 f		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9 a		
9 Sponsoring organizations maintaining donor advised funds.	9 b		
a Did the organization make any taxable distributions under section 4966?	10 a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	10 b		
10 Section 501(c)(7) organizations. Enter.	11 a		
a Initiation fees and capital contributions included on Part VIII, line 12	11 b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12 a		
11 Section 501(c)(12) organizations. Enter:	12 b		
a Gross income from members or shareholders	13 a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	13 b		
12a Section 4947(a)(1) non - exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13 c		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	14 a		X
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	14 b		
a Is the organization licensed to issue qualified health plans in more than one state?			
Note. See the instructions for additional information the organization must report on Schedule O			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans			
c Enter the amount of reserves on hand			
14a Did the organization receive any payments for indoor tanning services during the tax year?			
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O			

Part VI **Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	12		
1b	12		
2		X	
3		X	
4		X	
5		X	
6	X		
7a	X		
7b	X		
8a	X		
8b	X		
9		X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a		X
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a	X	
15b	X	
16a		X
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed IL

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► STEVE GOUDZWAARD 12927 S. MONITOR AVE, PALOS HEIGHTS, IL 60463-2434 708-371-0801

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter '-0-' in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee'.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or director	Institutional Trustee	Officer	Key Employee	Highest compensated			
(1) JUDY GILL DIRECTOR	1 0	X					0.	0.	0.
(2) ANN PAYNE SECRETARY	1 0	X	X				0.	0.	0.
(3) JACK HOEKSTRA DIRECTOR	1 0	X					0.	0.	0.
(4) JORI BRINK TREASURER	1 0	X	X				0.	0.	0.
(5) HOWARD VAN DYKE DIRECTOR	1 0	X					0.	0.	0.
(6) JAMES VAN KAMPEN DIRECTOR	1 0	X					0.	0.	0.
(7) TOM LEMMENES DIRECTOR	1 0	X					0.	0.	0.
(8) SALLY POORTENGA VICE PRESIDENT	1 0	X	X				0.	0.	0.
(9) BRIAN DOBBEN PRESIDENT	1 0	X	X				0.	0.	0.
(10) JULIE SATHER DIRECTOR	1 0	X					0.	0.	0.
(11) CLINT VERHAGEN DIRECTOR	1 0	X					0.	0.	0.
(12) WAYNE BOSS DIRECTOR	1 0	X					0.	0.	0.
(13)									
(14)									

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional trustee	Officer				Key employee
(15)									
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1 b Sub-total							0.	0.	0.
c Total from continuation sheets to Part VII, Section A							0.	0.	0.
d Total (add lines 1b and 1c)							0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f	660,841.			
	g Noncash contributions included in line 1a-1f		\$			
	h Total. Add lines 1a-1f			660,841.		
PROGRAM SERVICE REVENUE	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
	3 Investment income (including dividends, interest and other similar amounts)		142,442.	142,442.		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents	(i) Real	(ii) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses	1,392,780.					
c Gain or (loss)	1,315,673.					
d Net gain or (loss)	77,107.					
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c)						
See Part IV, line 18	a					
b Less: direct expenses	b					
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		880,390.	219,549.	0.	0.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	295,575.	295,575.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	6,887.		6,887.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	27,761.		27,761.	
g Other (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a PRINTING AND PUBLICATIONS	6,478.		6,478.	
b DUES	2,318.		2,318.	
c FOREIGN TAXES	151.		151.	
d MISCELLANEOUS	25.		25.	
e All other expenses				
25 Total functional expenses Add lines 1 through 24e	339,195.	295,575.	34,824.	8,796.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				
Check here □ if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
ASSETS	1 Cash – non-interest-bearing		1		
	2 Savings and temporary cash investments	1,253,528.	2	1,149,350.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	803.	9		
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	7,682.		
	b Less: accumulated depreciation	10b	7,682.	10c	
	11 Investments – publicly traded securities		2,915,929.	11	3,144,646.
	12 Investments – other securities See Part IV, line 11		12		
	13 Investments – program-related See Part IV, line 11		646,759.	13	1,143,893.
	14 Intangible assets		14		
	15 Other assets See Part IV, line 11		12,146.	15	14,865.
16 Total assets. Add lines 1 through 15 (must equal line 34)		4,829,165.	16	5,452,754.	
LIABILITIES	17 Accounts payable and accrued expenses	1,538.	17		
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	1,538.	26		0.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	4,827,627.	27	5,452,754.	
	28 Temporarily restricted net assets		28		
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	4,827,627.	33	5,452,754.	
	34 Total liabilities and net assets/fund balances	4,829,165.	34	5,452,754.	

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Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	880,390.
2 Total expenses (must equal Part IX, column (A), line 25)	2	339,195.
3 Revenue less expenses Subtract line 2 from line 1	3	541,195.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,827,627.
5 Net unrealized gains (losses) on investments	5	83,932.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,452,754.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2b Were the organization's financial statements audited by an independent accountant?	2b	X
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
3b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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Form 990 (2012)

2012

SCHEDULE A
(Form 990 or 990-EZ)**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Employer identification number

36-3197006

Name of the organization

BETHSHAN FOUNDATION

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box)

1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 9 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III.)
 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III – Functionally integrated d Type III – Non-functionally integrated
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		X
11 g (ii)		X
11 g (iii)		X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) BETHSHAN ASSOC.	36-3038592	7	X		X		X		295,575.
(B)									
(C)									
(D)									
(E)									
Total									295,575.

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►

- 1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants.')
- 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf
- 3 The value of services or facilities furnished by a governmental unit to the organization without charge
- 4 **Total.** Add lines 1 through 3
- 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)
- 6 **Public support.** Subtract line 5 from line 4

	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1						
2						
3						
4						
5						
6						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

- 7 Amounts from line 4
- 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources
- 9 Net income from unrelated business activities, whether or not the business is regularly carried on
- 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)
- 11 **Total support.** Add lines 7 through 10
- 12 Gross receipts from related activities, etc (see instructions) 12
- 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7						
8						
9						
10						
11						
12						

Section C. Computation of Public Support Percentage

- 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) 14 %
- 15 Public support percentage from 2011 Schedule A, Part II, line 14 15 %
- 16a **33-1/3% support test – 2012.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- b **33-1/3% support test – 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- 17a **10%-facts-and-circumstances test – 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ►
- b **10%-facts-and-circumstances test – 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ►
- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add ins 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33-1/3% support tests — 2012. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		► <input type="checkbox"/>
b 33-1/3% support tests — 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		► <input type="checkbox"/>
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions		► <input type="checkbox"/>

Part IV. **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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Schedule A (Form 990 or 990-EZ) 2012

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

Employer identification number

BETHSHAN FOUNDATION

36-3197006

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1
► \$ _____

(ii) Assets included in Form 990, Part X
► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1
► \$ _____

b Assets included in Form 990, Part X
► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table

c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2 a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		
3a(ii)		

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		7,682.	7,682.	0.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 0.

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Schedule D (Form 990) 2012

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		

Total (Column (b) must equal Form 990, Part X, column (B) line 12) ►

Part VIII Investments – Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) MORTGAGE REC./BETHSHAN ASSOC.-CHE	118,348.	COST
(2) MORTGAGE REC./BETHSHAN ASSOC.-ORL	212,644.	COST
(3) MORTGAGE REC./BETHSHAN ASSOC.-AUS	282,558.	COST
(4) MORTGAGE REC./BETHSHAN ASSOC.-HEA	261,984.	COST
(5) MORTGAGE REC./BETHSHAN ASSOC.-LAR	268,359.	COST
(6)		
(7)		
(8)		
(9)		
(10)		

Total (Column (b) must equal Form 990, Part X, column (B) line 13) ► 1,143,893.

Part IX Other Assets. See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, column (B), line 15) ►

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total (Column (b) must equal Form 990, Part X, column (B) line 25) ►

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	1	964,322.
2		
a	2a	83,932.
b	2b	
c	2c	
d	2d	
e	2e	83,932.
3	3	880,390.
4		
a	4a	
b	4b	
c	4c	
5	5	880,390.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	339,195.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	339,195.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	339,195.

Part XIII | Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

BAA

Schedule D (Form 990) 2012

SCHEDULE I
(Form 990)**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**Department of the Treasury
Internal Revenue Service

Name of the organization

BETHSHAN FOUNDATION**Part I: General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.
Attach to Form 990.OMB No 1545-0047
2012Open to Public
Inspection

Name of the organization

Employer identification number

36-3197006

 Yes No**Part II: Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) <u>BETHSHAN ASSOCIATION</u> - - - - - <u>12927 SOUTH MONITOR</u> - - - - - <u>PALOS HEIGHTS, IL 60463</u>	36-3038592	501 (C) (3)	295,575.	0. BOOK			CARE AND HOUSING
(2) - - - - -							
(3) - - - - -							
(4) - - - - -							
(5) - - - - -							
(6) - - - - -							
(7) - - - - -							
(8) - - - - -							

2 Enter total number of section 501 (c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA3501L 11/30/12

Schedule I (Form 990) (2012)

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Part III · Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV · Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART 1, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.

THE FINANCIAL REPORTS OF THE SUPPORTED ORGANIZATION ARE REVIEWED BY THE MEMBERS OF THE BOARD TO ENSURE THAT THE FUNDS ARE NOT DIVERTED FROM THEIR INTENDED USE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

OMB No 1545 0047

2012

Open to Public
Inspection

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006

FORM 990, PART VI, LINE 6 - EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDER

MEMBERS OF THE ORGANIZATION SHALL CONSIST OF PERSONS EIGHTEEN YEARS OF AGE OR OVER

WHO SUBSCRIBE TO THE PURPOSE OF THE ORGANIZATION AS SHOWN IN ARTICLE II OF THE

CONSTITUTION, WHO ARE MEMBERS OF A CHURCH OF REFORMED PERSUASION, AND WHO MAKE AN

ANNUAL CONTRIBUTION TO THE ORGANIZATION IN THE PRECEDING YEAR IN A MINIMUM AMOUNT OF

TEN (\$10.00) DOLLARS.

FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY

AT THE ANNUAL MEETING OF THE MEMBERS OF THE ORGANIZATION, HELD IN OCTOBER OF EACH

YEAR, THE MEMBERS ELECT THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 7B - DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS

AT THE ANNUAL MEETING OF THE MEMBERS OF THE ORGANIZATION, HELD IN OCTOBER OF EACH

YEAR, THE MEMBERS WILL RECEIVE FINANCIAL REPORTS, APPROVE THE ANNUAL BUDGET, APPROVE

THE PURCHASE OR CONSTRUCTION OF BUILDINGS AND IMPROVEMENTS, AND DECIDE OTHER

BUSINESS WHICH MAY PROPERLY BE BROUGHT TO THE MEETING.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE FORM 990 IS PREPARED BY THE CERTIFIED PUBLIC ACCOUNTANTS FROM INFORMATION

PROVIDED BY THE DIRECTOR OF FINANCE, REVIEWED AND SIGNED BY THE TREASURER OF THE

ORGANIZATION, AND APPROVED FOR FILING BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE ORGANIZATION MONITORS ALL NEW VENDORS TO DETERMINE IF THERE IS A RELATIONSHIP

BETWEEN A VENDOR AND ANY BOARD MEMBER OR EMPLOYEE OF THE ORGANIZATION WHICH WOULD

CREATE A CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST IS IDENTIFIED, THE

ORGANIZATION DOCUMENTS THAT THE TRANSACTION IS COMPETITIVELY PRICED WHEN COMPARED TO

OTHER VENDORS.

ANNUALLY THE BOARD MEMBERS AND THE STAFF ARE REQUIRED TO READ A STATEMENT OF WHAT IS

Name of the organization

• BETHSHAN FOUNDATION

Employer identification number

36-3197006

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS (CONTINUED)

A CONFLICTED TRANSACTION, REPORT ANY BUSINESS TRANSACTED WITH THE ORGANIZATION, AND SIGN A CONFLICT OF INTEREST STATEMENT.

ALL CONFLICTS OF INTEREST ARE REPORTED AT A BOARD OF DIRECTORS MEETING WHICH MUST APPROVE EACH TRANSACTION.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES

THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS ANNUALLY REVIEWS THE JOB PERFORMANCE AND THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE DIRECTOR OF FINANCE, AND OTHER KEY EMPLOYEES. COMPARABLE COMPENSATION DATA IS COLLECTED FROM SIMILAR ORGANIZATION IN THE CHICAGOLAND REGION AND USED WHEN SETTING THE COMPENSATION PACKAGES. THE RECOMMENDED COMPENSATION PACKAGES FOR THE EXECUTIVE DIRECTOR, THE DIRECTOR OF FINANCE AND OTHER KEY EMPLOYEES ARE APPROVED BY THE FULL BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE ORGANIZATION'S GOVERNING DOCUMENT, CONFLICT OF INTEREST POLICIES, WHISTLE BLOWER POLICIES, DOCUMENT RETENTION AND DISPOSAL POLICIES, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE IN THE EMPLOYEE MANUAL OR TO THE PUBLIC UPON REQUEST.

SCHEDULE R
(Form 990)

OMB No 1545-0047

2012

Department of the Treasury
Internal Revenue Service

Name of the organization

BETHSHAN FOUNDATION

Related Organizations and Unrelated Partnerships

► Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate instructions.

		Open to Public Inspection	
Name of the organization		Employer identification number	
BETHSHAN FOUNDATION		36-3197006	

Part I Identification of Disregarded Entities (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity
(1)	BETHSHAN ASSOCIATION 12927 SOUTH MONITOR AVENUE PALOS HEIGHTS, IL 60463-2434 36-3038592	RESIDENTIAL CARE FOR DISABLED	IL	501 (C) (3)	7	N/A	X
(2)							
(3)							
(4)							

Part III: Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
									Yes	No	
(1) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Part IV: Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	(j) Sec 512(b)(13) controlled entity?	
									Yes	No
(1) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Part V: Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of **(I)** interest, **(II)** annuities, **(III)** royalties or **(IV)** rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BETHSHAN ASSOCIATION	A	39,391.BOOK	
(2) BETHSHAN ASSOCIATION	B	295,575.BOOK	
(3) BETHSHAN ASSOCIATION	D	531,411.BOOK	
(4)			
(5)			
(6) BAA			

Part VI: Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?	(k) Percentage ownership
										Yes
(1)										No
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Bethshan Foundation
Gain on Sale of Investments
June 30, 2013

Form 990 - Part VIII - Statement of Revenue

Page 1 of 2

Line 7

Date Sold	Asset	# Shares	Book Value * (or share price)	# Shr Sold	Share Price	Proceeds	Total BV sold	Gain
7/19/12	AMC Networks Inc A W/I	110	\$ 35.55	110	\$ 42.4108	\$ 4,661.78	3,910.50	\$ 751.28
8/8/12	Qriagen N V	1,130	16.7000	160	17.4605	2,789.19	2,672.00	117.19
8/9/12	Unilever Plc Adr Amer Shs Spon	950	33.7300	370	36.0631	13,332.86	12,480.10	852.76
8/10/12	Siemens AG	200	83.61155	80	91.07138	7,274.78	6,688.92	585.86
8/17/12	Siemens AG	120	83.61158	120	90.55680	10,850.52	10,033.39	817.13
8/24/12	Flowserve Corp	140	114.75000	140	128.39590	17,971.17	16,065.00	1,906.17
8/30/12	Time Warner Inc	920	38.50000	410	41.8625	17,151.95	15,785.00	1,366.95
9/14/12	Moodys Corp	590	36.1985	270	42.2921	11,411.18	9,773.61	1,637.57
10/3/12	Allscripts Healthcare Solution	780	10.9300	300	12.7064	3,803.59	3,279.00	524.59
10/11/12	Allscripts Healthcare Solution	480	10.9300	480	13.1315	6,289.75	5,246.40	1,043.35
10/19/12	Amadeus IT Holdings SA-A	530	21.1338	530	18.9713 EU	13,086.96	11,200.93	1,886.03
10/29/12	Google Inc Cl A	70	580.07	40	681.2329	27,247.60	23,202.80	4,044.80
12/17/12	Mastercard Inc CL A	50	430.11	50	484.8823	24,242.19	21,505.50	2,736.69
12/21/12	Qriagen N V	970	16.7000	480	18.0406	8,646.06	8,016.00	630.06
1/17/13	Toyota Motor Corp	150	80.48	40	96.7980	3,870.71	3,219.20	651.51
1/18/13	Southwest Airlines Co	3,220	9.22	1,200	11.0732	13,254.58	11,064.00	2,190.58
1/30/13	Manpower Group	190	35.15921	30	51.34	1,540.10	1,054.78	485.32
1/30/13	Nestle SA	350	59.57963	350	70.05	24,481.57	20,852.87	3,628.70
1/30/13	Telenor ASA	1,280	16.63	1,280	21.96	28,102.80	21,280.79	6,822.01
1/29/13	Unilever Plc Adr Amer Shs Spon	580	33.7300	580	40.32	23,384.32	19,563.40	3,820.92
2/5/13	Amazon Com Inc	80	228.7545	80	265.2659	21,218.59	18,300.36	2,918.23
2/5/13	Manpower Group	160	35.1592	40	51.2414	2,048.50	1,406.37	642.13
2/6/13	Manpower Group	120	35.1592	120	51.7703	6,209.00	4,219.10	1,989.90
2/7/13	Moodys Corp	320	36.1985	320	54.1404	17,315.72	11,583.53	5,732.19
2/8/13	Virgin Media Inc	900	24.3900	490	45.2096	22,138.71	11,951.10	10,187.61
2/11/13	Virgin Media Inc	410	24.3900	410	45.0000	18,438.30	9,999.90	8,438.40
2/12/13	Autodesk Incorporated	490	34.9900	200	38.5394	7,702.20	6,998.00	704.20
3/7/13	Southwest Airlines Co	2,020	9.22	430	12.0442	5,167.06	3,964.60	1,202.46
4/9/13	M&N Financial Services Ser	6,824.52	5.7712	1,786	6.6900	11,948.34	10,307.32	1,641.02
4/9/13	Toyota Motor Corp	110	80.48	110	105.5007	11,601.78	8,852.80	2,748.98
4/16/13	Discover Financial Sv	590	34.5800	590	42.7106	25,182.45	20,402.20	4,780.25
4/26/13	Southwest Airlines Co	1,590	9.2200	410	13.3655	5,468.45	3,780.20	1,688.25
5/6/13	M&N Financial Services Ser	5,041.121	5.7717	5,041.121	6.7871	34,214.59	29,095.88	5,118.71
5/7/13	Air Products & Chemicals	130	76.9767	130	89.0722	11,575.55	10,006.97	1,568.58
5/9/13	American Express Co	220	58.2100	220	70.2038	15,438.44	12,806.20	2,632.24
5/13/13	M&N Life Science	4,760.521	12.8981	1,591	14.07	22,385.37	20,520.82	1,864.55
5/20/13	Southwest Airlines Co	1,180	9.2200	1,180	14.2785	16,815.83	10,879.60	5,936.23
Total Gain on Sale of Investments						\$ 518,262.54	\$ 421,969.14	\$ 96,293.40

* Book value is either purchase price or value adjusted to 6/30/12 market value

Bethshan Foundation
Loss on Sale of Investments
June 30, 2013

Form 990 - Part VII - Statement of Revenue
Line 7

Page 2 of 2

Date Sold	Asset	# Shares	Book Value *	# Shr Sold	Share Price	Proceeds	Total BV sold	Loss
7/17/12	News Corp Inc CL A	950 00	22 29	360 00	21 6932	7,798 56	8,024 40	(225 84)
7/23/12	Amazon com Inc	70	228 35	20	217 0881	4,341 06	4,567 00	(225 94)
7/25/12	FNMA Pool #995713, 6%	40,086 68	1 1020	2,170 95	1 0000	2,170 95	2,392 38	(221.43)
7/25/12	FNMA Pool #AE0217, 4 5%	100,465 50	1 0731	2,744 68	1 0000	2,744 68	2,945 40	(200.72)
8/6/12	Citigroup Funding Inc 1 875%	4,000	1 00491	4,000	1 00361	4,014 44	4,019 64	(5 20)
8/6/12	Citigroup Funding Inc 2 25%	46,000	1 00897	46,000	1 00711	46,327 06	46,412 62	(85.56)
8/6/12	FNMA 0 375%, 12/28/12	8,000	1 00174	8,000	1 00032	8,002 56	8,013 90	(11.34)
8/8/12	Autodesk Inc	1,020	34 9900	410	34 79	14,252 29	14,345 90	(93 61)
8/13/12	Waters Corp	120	79 4700	120	79 2368	9,504 90	9,536 40	(31.50)
8/20/12	FHLB 5 125% 8/14/13	100,000	1 0544	100,000	1 0468	104,678 00	105,435 00	(757 00)
8/27/12	FNMA Pool #995713, 6%	37,915 73	1 1020	1,975 62	1 0000	1,975 62	2,177 13	(201.51)
8/27/12	FNMA Pool #AE0217, 4 5%	97,720 82	1 0731	3,183 14	1 0000	3,183 14	3,415 92	(232.78)
9/25/12	FNMA Pool #995713, 6%	35,940 11	1 1020	1,873 78	1 0000	1,873 78	2,064 90	(191.12)
9/25/12	FNMA Pool #AE0217, 4 5%	94,537 68	1 0731	4,110 22	1 0000	4,110 22	4,410 80	(300.58)
10/17/12	American Exp Centurion 5 55%	50,000 00	1 0141	50,000 00	1 0000	50,000 00	50,702 50	(702.50)
10/25/12	FNMA Pool #995713, 6%	34,066 34	1 1020	1,231 40	1 0000	1,231 40	1,357 00	(125 60)
10/25/12	FNMA Pool #AE0217, 4 5%	90,427 47	1 0731	3,091 16	1 0000	3,091 16	3,317 22	(226 06)
11/26/12	FNMA Pool #995713, 6%	32,834 94	1 1020	2,488 48	1 0000	2,488 48	2,742 30	(253.82)
11/26/12	FNMA Pool #AE0217, 4 5%	87,336 31	1 0731	3,736 75	1 0000	3,736 75	4,010 02	(273 27)
11/30/12	Autodesk Inc	610	34 9900	120 00	31 91	3,829 20	4,198 80	(369 60)
12/26/12	FNMA Pool #995713, 6%	30,346 45	1 1020	1,520	1 0000	1,519 95	1,674 98	(155.03)
12/26/12	FNMA Pool #AE0217, 4 5%	83,599 56	1 0731	3,398 81	1 0000	3,398 81	3,647 36	(248.55)
1/18/13	Norfolk Southern Corp	180 000	71 7700	180	65 2187	11,734 15	12,918 60	(1,184 45)
1/25/13	FNMA Pool #995713, 6%	28,826 50	1 1020	2,210 78	1 00	2,210 78	2,436 28	(225 50)
1/25/13	FNMA Pool #AE0217, 4 5%	80,200 75	1 0731	3,393 99	1 00	3,393 99	3,642 19	(248 20)
2/25/13	FNMA Pool #995713, 6%	26,615 72	1 1020	1,461 05	1 00	1,461 05	1,610 08	(149 03)
2/25/13	FNMA Pool #AE0217, 4 5%	76,806 76	1 0731	3,216 10	1 00	3,216 10	3,451 29	(235.19)
2/26/13	Western Union	1,140	16 7419	1,140	14 04	16,005 90	19,085 80	(3,079.90)
3/4/13	US Treasury Notes 1 875%	100,000	1 02566	62,000	1 0147	62,910 63	63,590 92	(680.29)
3/21/13	General Electnc	25,000	1 0194	25,000	1 01265	25,316 25	25,483 75	(167 50)
3/25/13	FNMA Pool #995713, 6%	25,154 67	1 1020	1,323 06	1 00	1,323 06	1,458 01	(134 95)
3/25/13	FNMA Pool #AE0217, 4 5%	73,590 66	1 0731	2,764 08	1 00	2,764 08	2,966 22	(202 14)
4/4/13	FHLMC 0 875%	78,000	1 0075	78,000	1 0035	78,274 56	78,581 10	(306.54)
4/10/13	Petroled Brasileiro SA	530	18 3236	530	17 6999	9,366 14	9,711 52	(345.38)
4/25/13	FNMA Pool #995713, 6%	23,831 62	1 1020	1,551 00	1 00	1,551 00	1,709 20	(158.20)
4/25/13	FNMA Pool #AE0217, 4 5%	70,826 58	1 0731	2,794 09	1 00	2,794 09	2,998 42	(204 33)
5/28/13	FNMA Pool #995713, 6%	22,280 62	1 1020	1,276 20	1 00	1,276 20	1,406 37	(130.17)
5/29/13	FNMA Pool #AE0217, 4 5%	68,032 49	1 0731	2,741 28	1 00	2,741 28	2,941 75	(200.47)
6/20/13	FHLMC 2 5%	65,000	1 0333	65,000 00	1 01199	65,779 35	67,165 15	(1,385.80)
6/20/13	FNMA 3 0%	80,000	1 0508	58,000 00	1 03321	59,926 18	60,948 72	(1,022 54)
6/20/13	FNMA 2 75%	54,000 00	1 0406	54,000	1 01746	54,942 84	56,190 78	(1,247 94)
6/20/13	US Treasury Notes 1 875%	38,000 00	1 0257	38,000	1 010313	38,391 88	38,975 08	(583.20)
6/25/13	FNMA Pool #995713, 6%	21,004 410	1 1020	1,184 920	1 00000	1,184 92	1,305 78	(120.86)
6/25/13	FNMA Pool #AE0217, 4 5%	65,291 200	1 0731	2,762 800	1 00000	2,762 80	2,964 84	(202 04)
6/28/13	FNMA 3 0%	22,000 00	1 0508	22,000 00	1 03196	22,703 12	23,118 48	(415.36)
6/28/13	FHLMC 2 875%	152,000 00	1 0518	76,000 00	1 03986	79,029 36	79,936 80	(907.44)
6/28/13	FNMA 2 625%	38,000 00	1 0446	38,000 00	1 03119	39,185 22	39,694 80	(509.58)
Total Loss on Sale of Investments								
						\$ 874,517 94	\$ 893,703 50	\$ (19,185.56)
Net Gains								
						\$ 1,392,780 48	\$ 1,315,672 64	\$ 77,107.84
						Line 7a	Line 7b	Line 7c

* Book value is either purchase price or value adjusted to 6/30/12 market value

Bethshan Foundation

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Dreyer, Ooms & Van Drunen, Ltd.

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
of Bethshan Foundation

We have audited the accompanying financial statements of Bethshan Foundation (a nonprofit organization), which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Organization's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bethshan Foundation as of June 30, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Dreyer, Ooms & Van Drunen, Ltd.

DREYER, OOMS & VAN DRUNEN, LTD.

Certified Public Accountants

September 20, 2013

Bethshan Foundation
Statements of Financial Position
June 30, 2013 and 2012

	<u>ASSETS</u>	
	<u>2013</u>	<u>2012</u>
Current Assets:		
Cash and Cash Equivalents	\$ 92,040	\$ 23,131
Accrued Interest Receivable	14,865	12,146
Prepaid Federal Income Tax	0	803
Total Current Assets	<u>106,905</u>	<u>36,080</u>
Property and Equipment:		
Software Programs	7,682	7,682
Accumulated Depreciation	(7,682)	(7,682)
Total Property and Equipment	<u>0</u>	<u>0</u>
Investments (see schedule):		
Money Market Accounts	947,210	1,123,392
Government National Mortgage Association	503	639
Agency Account	2,937,519	2,725,665
Real Estate Investment Trusts	316,724	296,630
Loans to Bethshan Association	1,143,893	646,759
Total Investments	<u>5,345,849</u>	<u>4,793,085</u>
Total Assets	<u><u>\$ 5,452,754</u></u>	<u><u>\$ 4,829,165</u></u>

	<u>LIABILITIES AND NET ASSETS</u>	
	<u>2013</u>	<u>2012</u>
Current Liabilities:		
Accounts Payable	\$ 0	\$ 1,538
Net Assets:		
Unrestricted Net Assets	<u>5,452,754</u>	<u>4,827,627</u>
Total Liabilities and Net Assets	<u><u>\$ 5,452,754</u></u>	<u><u>\$ 4,829,165</u></u>

These accompanying notes are an integral part of these financial statements.

Bethshan Foundation
 Statements of Financial Position
 Schedules of Investments
 June 30, 2013 and 2012

	2013 <u>Cost</u>	2013 <u>FMV</u>	2012 <u>FMV</u>
Money Market Accounts:			
First Midwest Bank, rate fluctuates	\$ 421,155	\$ 421,155	\$ 1,098,180
Providence Bank, rate fluctuates	526,055	526,055	25,212
Total Money Market Accounts	947,210	947,210	1,123,392
Government National Mortgage Association Certificates:			
Issue Date	Maturity Date	Interest Rate	
11/07/83	03/15/2013	12.0%	0
05/26/87	11/15/2016	9.5%	457
Subtotal			457
			457
			603
Unamortized Purchase Discount			0
Unamortized Purchase Premium			46
Total Government National Mortgage Association			503
			503
			639
Agency Account (Exeter Trust Company):			
Money Market Funds	110,100	110,100	107,005
U.S. Government Agency Notes	660,625	638,541	733,350
Equities / Mutual Funds	859,893	1,100,234	1,142,739
Corporate Bonds & Notes	1,054,430	1,088,644	742,571
Total Agency Account	2,685,048	2,937,519	2,725,665
Real Estate Investment Trusts:			
BehringerHarvard	77,436	77,013	74,002
Hines Global	81,147	83,958	76,344
Inland Diversified	79,555	80,058	75,179
Chambers Street Properties	75,410	75,695	71,105
Total Real Estate Investment Trusts	313,548	316,724	296,630
Loans to Bethshan Association:			
Mortgage Note-Orland Park - 7.5%, due 6/2023	212,644	212,644	226,257
Mortgage Note-Chestnut - 8.0%, due 02/2027	118,348	118,348	122,944
Mortgage Note-Austin - 4.0%, due 04/27	282,558	282,558	297,558
Mortgage Note-Heather Court - 4.0%, due 05/28	261,984	261,984	0
Mortgage Note-Larkspur - 4.0%, due 10/28	268,359	268,359	0
Total Loans to Bethshan Association	1,143,893	1,143,893	646,759
Total Investments	\$ 5,090,202	\$ 5,345,849	\$ 4,793,085

These accompanying notes are an integral part of these financial statements.

**Bethshan Foundation
Statements of Activities
For the years ended June 30, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
Changes in unrestricted net assets:		
Revenues, gains, and other support:		
Public support:		
Individual Gifts	\$ 36,196	\$ 24,645
Organizations	36,784	277,789
Memorials	24,588	5,151
Churches	28,185	32,871
Parental Contributions	177,125	125,179
Mail Appeals	39,920	39,907
Women's Service Board	26,000	24,500
Bequests	292,043	72,664
CILA Building Contributions	0	26,200
Total public support	660,841	628,906
Investment income and gains:		
Interest Income	72,628	66,308
Dividend Income	69,814	88,651
Gain (Loss) on Investments	77,107	(19,562)
Net increase (decrease) in fair market value of investments:		
Agency Account	80,589	(65,358)
Real Estate Investment Trusts	3,343	777
Total investment income and gains	303,481	70,816
Total unrestricted revenues, gains and other support	964,322	699,722

The accompanying notes are an integral part of these financial statements.

Bethshan Foundation
 Statements of Activities
 For the years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Total unrestricted revenues, gains and other support	\$ 964,322	\$ 699,722
Expenditures:		
Program Services:		
Grants - General Fund	0	128,712
Grants - Building Fund	<u>295,575</u>	<u>549,261</u>
Total Program Services	<u>295,575</u>	<u>677,973</u>
Supporting Services:		
Management and General:		
Legal and Audit	6,887	6,550
Management Fees	<u>27,761</u>	<u>26,042</u>
Foreign Taxes	151	731
Miscellaneous	<u>25</u>	<u>25</u>
Total Management and General	<u>34,824</u>	<u>33,348</u>
Fundraising:		
Barnabas Foundation Dues	2,318	2,302
Printing and Promotion	<u>6,478</u>	<u>7,781</u>
Total Fundraising	<u>8,796</u>	<u>10,083</u>
Total Expenditures	<u>339,195</u>	<u>721,404</u>
Increase (decrease) in net assets	<u>625,127</u>	<u>(21,682)</u>
Net assets, beginning of year	<u>4,827,627</u>	<u>4,849,309</u>
Net assets, end of year	<u>\$ 5,452,754</u>	<u>\$ 4,827,627</u>

The accompanying notes are an integral part of these financial statements.

Bethshan Foundation
 Statements of Cash Flows
 For the years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Net increase (decrease) in net assets	<u>\$ 625,127</u>	<u>\$ (21,682)</u>
Adjustments to reconcile net increase (decrease) in net assets to net cash provided (used) by operating activities:		
Amortization of premiums and (discounts)	(10)	(20)
Investment income added to basis	(100,527)	(115,316)
(Gain) loss on the sale of investments	(77,107)	19,562
Unrealized (gains) losses on investments	(83,932)	64,581
Changes in operating assets and liabilities:		
(Increase) decrease in accrued interest receivable	(2,719)	(5,821)
(Increase) decrease in prepaid assets	803	(703)
Increase (decrease) in accounts payable	<u>(1,538)</u>	<u>(51)</u>
Total adjustments	(265,030)	(37,768)
Net cash provided (used) by operating activities	360,097	(59,450)
Cash flows from investing activities:		
Proceeds from maturing investments	2,552,711	1,866,265
Increase in loans to Bethshan Association	(531,411)	(300,000)
Principal payments from Bethshan Association	34,277	29,210
Purchase of new investments	<u>(2,346,765)</u>	<u>(1,544,408)</u>
Net cash provided (used) by investing activities	(291,188)	51,067
Net increase (decrease) in cash and cash equivalents	68,909	(8,383)
Cash and cash equivalents, beginning of year	23,131	31,514
Cash and cash equivalents, end of year	<u>\$ 92,040</u>	<u>\$ 23,131</u>

The accompanying notes are an integral part of these financial statements.

Bethshan Foundation
Notes to Financial Statements
June 30, 2013 and 2012

1. Summary of Significant Accounting Policies

Nature of Activities

The Foundation was established to receive, accumulate, manage, invest and disburse capital funds and properties entrusted to it and the income therefrom for the exclusive use and benefit of Bethshan Association. The major sources of revenue are from contributions and investment income.

On June 17, 1982, the Foundation was incorporated as a not-for-profit corporation under the laws of the State of Illinois.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America for not-for-profit organizations.

Property and Equipment

The policy of the Foundation is to state property and equipment at cost, except for items donated which are stated at their fair market value at the date of the donation. Expenditures for ordinary maintenance and repairs are charged to expense when incurred, and equipment replacements are capitalized. When items are retired or otherwise disposed of, revenue is charged or credited for the difference between book value and the proceeds realized thereon.

The policy of the Foundation is to provide for depreciation by charges to revenues at annual rates that are considered adequate to depreciate the respective assets over their useful lives.

Amortization

The Foundation has elected to record the amortization of investment purchase premiums and discounts by netting against the related investment income.

Support and Revenues

Contributions are recorded when cash is received, when ownership of donated assets is transferred to the Foundation, or when unconditional promises to give are made. Gifts of stock are recorded at fair market value on the date of the donation. Contributions received for the general purpose of the Foundation are reported as unrestricted contributions. Amounts received with donor restrictions are reported as temporarily restricted support. Bequests are recorded as income when the Foundation has an established right to the bequest and the proceeds are measurable. For the years ended June 30, 2013 and 2012, activities of the Foundation were classified as unrestricted due to the lack of donor-imposed restrictions.

Bethshan Foundation
Notes to Financial Statements
June 30, 2013 and 2012

Donated Material and Services

Donated property, marketable securities, and other non-cash donations are recorded as contributions at their estimated market value, if determinable, at the date of the donation. Non-cash donations of undeterminable value and donated services have not been reflected in the financial statements since no objective basis is available to measure them, and any services which may have been donated did not meet the definition of skilled services under the applicable accounting standards. Gifts of long-lived assets without stipulation about how long the assets must be used are not considered restricted gifts.

Income Taxes

The Foundation qualifies for tax-exempt status under Section 501(c) (3) of the Internal Revenue Code (Code) and from state income tax pursuant to state law. Contributions to the Foundation are tax deductible within the limitations prescribed by the Code. The Foundation has been classified as a publicly supported organization, which is not a private foundation under Section 509(a) of the Code. Therefore, there is no provision for income taxes in these financial statements.

The Foundation accounts for uncertain tax provisions when it is more likely than not that such an asset or a liability will be realized. As of June 30, 2013 and 2012 management believes there were no uncertain tax positions.

The Foundation's Federal Form 990 and Illinois Form AG990-IL for 2010, 2011, and 2012 are subject to examination by the Internal Revenue Service and the Office of the Illinois Attorney General, generally three years after they are filed.

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of checking, savings and money market accounts and certificates of deposit with a maturity of three months or less when purchased. Certain items meet the definition of cash equivalents but are part of a larger pool of investments and are classified as investments.

For purposes of the statement of cash flows, the Foundation does not consider any of their investment accounts to be cash equivalents.

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

Functional Allocation of Expenses

The costs of providing for the program and the supporting services of the Foundation are summarized on a functional basis. The costs have been allocated between the program and supporting service classifications on a direct allocation basis.

Bethshan Foundation
Notes to Financial Statements
June 30, 2013 and 2012

2. Depreciation

There was no depreciation expense charged to revenues for the years ended June 30, 2013 and 2012.

The depreciation methods used and the expected useful lives of the depreciable assets are as follows:

<u>Assets</u>	<u>Methods</u>	<u>Useful Life</u>
Software Programs	Straight Line	5 years

3. Accrued Interest and Dividend Income

Accrued interest and dividend income represents the portion of interest and dividends earned on the investments as of June 30, 2013 and 2012, but were not paid until the investments matured or the next regular payment date after June 30, 2013 and 2012.

4. Investments

The Foundation holds investments which are valued at estimated fair value.

Net investment income reported in the statements of activities for the years ended June 30, 2013 and 2012, includes interest and dividends of \$142,442 and \$154,959, net capital gains (losses) on investments of \$77,107 and (\$19,562), and net change in fair market value of investments of \$83,932 and (\$64,581), respectively.

5. Fair Value Measurements

The Financial Accounting Standards Board (FASB) guidance on fair value measurements establishes a framework for measuring fair valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.

Level 2: Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Bethshan Foundation
 Notes to Financial Statements
 June 30, 2013 and 2012

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Investment	Estimated Fair Value	<u>Quoted Prices in Markets for Identical Assets</u>			<u>Other Significant Inputs Level 3</u>
		<u>Active</u>	<u>Significant Observable Inputs Level 2</u>	<u>Significant Unobservable Inputs Level 3</u>	
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Cash / Money Market Accounts	\$1,057,310	\$1,057,310	\$ 0	\$ 0	
GNMA Investments	503	0	503	0	
U.S. Government Agency Notes	638,541	0	638,541	0	
Equity Securities	1,100,234	1,100,234	0	0	
Debt Securities	1,088,644	0	1,088,644	0	
Real Estate Investment Trusts	316,724	0	316,724	0	
Loans to Bethshan Association	1,143,893	0	1,143,893	0	
Total Investments	\$5,345,849	\$2,157,544	\$3,188,305	\$ 0	

The estimated fair value of investments in equity securities which investments consists primarily of publically traded stocks and mutual funds (valued using Level 1 inputs) is based on unadjusted quoted market prices within active markets. The estimated fair value of investments in GNMA, U.S. Government Agency Notes, and debt securities (valued using Level 2 inputs) is based on information from independent industry pricing providers, and takes into consideration factors such as coupon rate, maturity, and quality rating of the related securities. The estimated fair value of the real estate (valued using Level 2 inputs) is based on independent appraisals and other data prepared by third parties.

6. Investment Premium/Discount Amortization

The net amount of premium (discount) amortization, for the years ended June 30, 2013 and 2012, amounted to (\$10) and (\$20), respectively.

7. Investment Management Fees

For the years ended June 30, 2013 and 2012, investment management fees included in management and general expenses amounted to \$27,761 and \$26,042, respectively.

**Bethshan Foundation
Notes to Financial Statements
June 30, 2013 and 2012**

8. Related Party Transactions

Bethshan Association is a corporation that provides residential care and housing for adults who by reason of mental or physical handicap are incapable of independent living. Bethshan Association qualifies for tax exempt status under Section 501(c)(3) of the Internal Revenue Code as a publicly supported organization operated exclusively for the residential care of the handicapped. As of June 30, 2013 and 2012, the Association has assets amounting to \$6,828,211 and \$6,358,613, respectively. An amount determined annually by the board of the Foundation is disbursed as support to Bethshan Association. For the years ended June 30, 2013 and 2012, the total disbursed to the Association amounted to \$295,575 and \$677,973, respectively.

The amounts loaned to the Association consist of various mortgages. As of June 30, 2013 and 2012, the total of these loans amounted to \$1,143,893 and \$646,759, respectively.

9. Concentrations of Risk

The Foundation has various cash bank accounts that have exceeded the Federal Deposit Insurance Corporation (FDIC) limit of \$250,000. As of June 30, 2013, the excess amounted to \$539,250. The Foundation has not experienced any losses on these amounts and management does not believe it is exposed to any significant risk.

10. Subsequent Events

Subsequent events are events or transactions that occur after the statements of financial position date but before financial statements are issued or are available to be issued. These events and transactions either provide additional evidence about conditions that existed at the date of the statements of financial position, including the estimates inherent in the process of preparing financial statements (that is, recognized subsequent events), or provide evidence about conditions that did not exist at the date of the statements of financial position but arose after that date (that is, nonrecognized subsequent events).

The Foundation has evaluated subsequent events through September 20, 2013, the date on which the financial statements were available to be issued, and determined that there were no significant nonrecognized subsequent events through that date.

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BETHSHAN FOUNDATION	Employer identification number (EIN) or 36-3197006
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 12927 SOUTH MONITOR AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PALOS HEIGHTS, IL 60463-2434	

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

01

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

- The books are in the care of ► STEVE GOUDZWAARD

Telephone No. ► 708-371-0801 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 14, to file the exempt organization return for the organization named above

The extension is for the organization's return for:

- calendar year 20 or
- tax year beginning 7/01, 20 12, and ending 6/30, 20 13

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions BETHSHAN FOUNDATION		Employer identification number (EIN) or 36-3197006	
	Number, street, and room or suite number. If a P O box, see instructions DREYER, OOMS & VAN DRUNEN, LTD. 17075 SOUTH PARK AVE.		Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SOUTH HOLLAND, IL 60473-3350			

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

01

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

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

- The books are in care of ► STEVE GOUDZWAARD -----
Telephone No ► 708-371-0801 ----- FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 5/15, 20 14
- For calendar year , or other tax year beginning 7/01, 20 12, and ending 6/30, 20 13
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature ►

Title ►

Date ►

BAA

FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)