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

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

2012

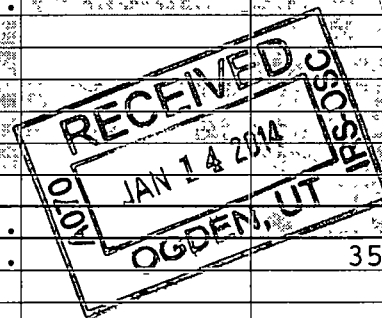
Open to public inspection

For calendar year 2012 or tax year beginning SEP 1, 2012, and ending AUG 31, 2013

Name of foundation JOHN P. CADLE FOUNDATION C/O PHILLIP STEPHEN MILLER		A Employer identification number 37-1389249
Number and street (or P.O. box number if mail is not delivered to street address) 11 EAST NORTH STREET		B Telephone number (217) 442-0350
City or town, state, and ZIP code DANVILLE, IL 61832		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,224,426.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		873.	873.		STATEMENT 1
4 Dividends and interest from securities		50,525.	50,525.		STATEMENT 2
5a Gross rents		1,144,013.	1,144,013.		STATEMENT 3
b Net rental income or (loss) 517,152.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		61,673.			
b Gross sales price for all assets on line 6a 345,953.					
7 Capital gain net income (from Part IV, line 2)			61,673.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		1,257,084.	1,257,084.		
13 Compensation of officers, directors, trustees, etc		39,364.	3,936.		35,428.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 5		4,850.	2,425.		2,425.
c Other professional fees STMT 6		12,017.	12,017.		0.
17 Interest		23,142.	23,142.		0.
18 Taxes STMT 7		18,810.	18,810.		0.
19 Depreciation and depletion		11,075.	11,075.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		586,286.	573,834.		0.
24 Total operating and administrative expenses Add lines 13 through 23		695,544.	645,239.		37,853.
25 Contributions, gifts, grants paid		275,553.			275,553.
26 Total expenses and disbursements Add lines 24 and 25		971,097.	645,239.		313,406.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		285,987.			
b Net investment income (if negative, enter -0-)			611,845.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JAN 17 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		136,320.	353,545.	353,545.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶		2,000.	0.	0.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		745,920.	690,887.	679,285.
	b	Investments - corporate stock STMT 10		960,453.	917,094.	1,246,447.
	c	Investments - corporate bonds STMT 11		251,794.	409,914.	412,863.
11	Investments - land, buildings and equipment basis ▶ 3,129,438.					
	Less: accumulated depreciation STMT 12 ▶		113,194.			
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ HEDGING ACCOUNT)		2,057.	1.	1.	
16	Total assets (to be completed by all filers)		5,107,043.	5,387,685.	14,224,426.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable STMT 13		498,193.	487,072.	
	22	Other liabilities (describe ▶ ACCRUED TAXES)		1,581.	7,357.	
23	Total liabilities (add lines 17 through 22)		499,774.	494,429.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		4,607,269.	4,893,256.		
30	Total net assets or fund balances		4,607,269.	4,893,256.		
31	Total liabilities and net assets/fund balances		5,107,043.	5,387,685.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,607,269.
2	Enter amount from Part I, line 27a	2	285,987.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,893,256.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,893,256.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a OLD NATIONAL AGENCY SALES	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 345,953.		284,280.	61,673.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			61,673.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>	61,673.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	333,697.	5,252,999.	.063525
2010	325,238.	4,846,740.	.067104
2009	287,401.	4,466,283.	.064349
2008	289,746.	4,511,896.	.064218
2007	296,799.	4,623,505.	.064194

2 Total of line 1, column (d)	2	.323390
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.064678
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,916,870.
5 Multiply line 4 by line 3	5	835,437.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,118.
7 Add lines 5 and 6	7	841,555.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	313,406.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 12,237.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 12,237.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5 12,237.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,880.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 4,880.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9 7,357.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PHILLIP STEPHEN MILLER Telephone no. ► (217) 442-0350 Located at ► 11 E. NORTH ST., DANVILLE, IL ZIP+4 ► 61832			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVE MILLER	TRUSTEE			
11 EAST NORTH STREET				
DANVILLE, IL 61832	2.00	11,091.	0.	0.
THOMAS BECKNER	TRUSTEE			
35369 N 1830 E ROAD				
ROSSVILLE, IL 60963	2.00	11,091.	0.	0.
STAN SEAMAN	TRUSTEE			
PO BOX 50				
ALVIN, IL 61811	2.00	11,091.	0.	0.
JOHN C. ALEXANDER	TRUSTEE			
3022 GOLF CIRCLE				
DANVILLE, IL 61832	2.00	6,091.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **0**

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,290,444.
b	Average of monthly cash balances	1b	150,303.
c	Fair market value of all other assets	1c	10,672,827.
d	Total (add lines 1a, b, and c)	1d	13,113,574.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,113,574.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	196,704.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,916,870.
6	Minimum investment return. Enter 5% of line 5	6	645,844.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	645,844.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,237.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,237.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	633,607.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	633,607.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	633,607.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	313,406.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	313,406.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	313,406.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form **990-PF** (2012)

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				633,607.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	55,036.			
d From 2010	89,455.			
e From 2011	80,769.			
f Total of lines 3a through e	225,260.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 313,406.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				313,406.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	225,260.			225,260.
6 Enter the net total of each column as indicated below				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				94,941.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

PHILLIP STEPHEN MILLER, (217)442-0350
11 EAST NORTH ST., DANVILLE, IL 61832

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

PREPRINTED FORM PROVIDED

c Any submission deadlines:

OCTOBER 31 OF EACH YEAR

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

EXEMPT ORGANIZATIONS ONLY

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALVIN CHURCH OF GOD 109 SOUTH ST ALVIN, IL 61811	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
ALVIN CHRISTIAN CHURCH 109 CENTER STREET ALVIN, IL 61811	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	4,000.
ARTISTIC REPERTORY THEATRE 203 EAST MAIN ST HOOPESTON, IL 60942	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
BIG BROTHERS/BIG SISTERS 100 NORTH FRANKLIN DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	7,500.
BISMARCK HENNING SCHOOL DISTRICT 17268 E 2750 NORTH RD BISMARCK, IL 61814	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	18,970.
Total	SEE CONTINUATION SHEET(S)			275,553.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		<div>May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No</div>
	Signature of officer or trustee Phillip Stephen Miller	Date 11-8-14	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PHIL MUEHL	<i>Phil Muehl</i>	12/11/13		P00622760
	Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
	Firm's address ▶ 2 E. MAIN STREET, SUITE 120 DANVILLE, IL 61832				Phone no. (217) 442-1643

Form **990-PF** (2012)

JOHN P. CADLE FOUNDATION
C/O PHILLIP STEPHEN MILLER

37-1389249

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATLIN COMMUNITY SCHOOL DISTRICT 701 W VERMILION CATLIN, IL 61817	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	10,000.
BATESTOWN UNITED METHODIST CHURCH 2224 BATESTOWN RD DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,000.
CHILDREN'S DYSLEXIA CENTER OF E.CENTRAL IL 109 WEST NORTH ST DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,000.
DANVILLE AREA CHAPTER CREDIT UNIONS 506 W FAIRCHILD DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	1,000.
DANVILLE AREA COMMUNITY COLLEGE FOUNDATION 2000 EAST MAIN DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	14,933.
DANVILLE AREA UNITED WAY 28 WEST NORTH ST DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,500.
DANVILLE CHRISTIAN ACADEMY 428 N WALNUT ST DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
DANVILLE LIGHT OPERA 2917 NORTH VERMILION DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,500.
DANVILLE CENTER FOR CHILDREN'S SERVICES 702 N LOGAN AVE DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,880.
LOVE INC OF VERMILION COUNTY 533 S BOWMAN AVE DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
Total from continuation sheets				237,083.

JOHN P. CADLE FOUNDATION
C/O PHILLIP STEPHEN MILLER

37-1389249

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDDLE FORK YOUTH SPORTS DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,000.
DANVILLE LIBRARY FOUNDATION 319 NORTH VERMILION DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	1,000.
DANVILLE PUBLIC SCHOOL FOUNDATION 516 NORTH JACKSON DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
AMERICAN RED CROSS 404 GINGER BEND DR CHAMPAIGN, IL 61820	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
DANVILLE SAINTS YOUTH FOOTBALL DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
NEWELL TOWNSHIP HISTORICAL SOCIETY BISMARCK, IL 61814	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,500.
POTOMAC COMMUNITY FOUNDATION 310 W STATE ST POTOMAC, IL 61865	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
DANVILLE YOUTH HOCKEY ASSOCIATION 100 WEST MAIN STREET DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
EASTERN IL FOODBANK 2405 N SHORE DR URBANA, IL 61802	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
FAIR HOPE CHILDREN'S MINISTRY 1400 NORTH VERMILION DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,500.
Total from continuation sheets				

JOHN P. CADLE FOUNDATION
C/O PHILLIP STEPHEN MILLER

37-1389249

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VERMILION COUNTY CONSERVATION DISTRICT 22296-A HENNING ROAD DANVILLE, IL 61834	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
GEORGETOWN FIRST UNITED METHODIST CHURCH 400 N MAIN ST GEORGETOWN, IL 61846	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,000.
HOOPESTON AREA SCHOOL DISTRICT 615 EAST ORANGE STREET HOOPESTON, IL 60942	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	12,000.
HOOPESTON MULTI-AGENCY 206 SOUTH FIRST AVE HOOPESTON, IL 60942	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
ILLINI LAND FCA 115 N NEIL ST CHAMPAIGN, IL 61820	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	2,800.
MUSTARD SEED CHRISTIAN DAYCARE 350A NORTH CHICAGO ST ROSSVILLE, IL 60963	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	7,500.
POTOMAC SCHOOL DISTRICT 7915 US RTE 136 POTOMAC, IL 61865	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,922.
PROVENA USMC FOUNDATION 812 NORTH LOGAN DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	10,648.
RED MASK PLAYERS 601 N VERMILION ST DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	4,500.
ROSS/SOUTH ROSS CEMETERY ROSSVILLE, IL 60963	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,500.
Total from continuation sheets				

JOHN P. CADLE FOUNDATION
C/O PHILLIP STEPHEN MILLER

37-1389249

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROSSVILLE ALVIN SCHOOL DISTRICT 350 NORTH CHICAGO ROSSVILLE, IL 60963	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	22,900.
ROSSVILLE AMERICAN LEGION POST 733 104 W THOMPSON AVE ROSSVILLE, IL 60963	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
ROSSVILLE UMC 116 MAPLE ROSSVILLE, IL 60963	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	6,000.
ROSSVILLE FIRE PROTECTION DISTRICT 120 EAST ATTICA ROSSVILLE, IL 60963	NONE	115(1)	OPERATING/CAPITAL EXPENDITURES	10,000.
SALVATION ARMY 855 EAST FAIRCHILD DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	10,000.
SCHLARMAN HIGH SCHOOL 2112 NORTH VERMILION DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	15,000.
UNIVERSITY OF ILLINOIS I-FUND 1700 SOUTH FOURTH STREET CHAMPAIGN, IL 61820	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	8,000.
VERMILION ASSOC FOR SPECIAL ED (VASE) 15009 CATLIN-TILTON RD DANVILLE, IL 61834	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	500.
VERMILION COUNTY FAIR U S 150 DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	5,000.
VERMILION COUNTY FARM BUREAU 1905 US RTE 150 DANVILLE, IL 61832	NONE	501(C)(3)	OPERATING/CAPITAL EXPENDITURES	3,000.
Total from continuation sheets				

37-1389249

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
OLD NATIONAL CHECKING	3.
OLD NATIONAL FARM ACCOUNTS	870.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	873.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OLD NATIONAL TRUST AGENCY	50,525.	0.	50,525.
TOTAL TO FM 990-PF, PART I, LN 4	50,525.	0.	50,525.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARM INCOME AND EXPENSES	1	1,144,013.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,144,013.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		11,075.	
SEED		120,273.	
FERTILIZER		187,933.	
CHEMICALS		44,934.	
MACHINE HIRE		126,543.	
REAL ESTATE TAXES		18,810.	
GRAIN DRYING		15,604.	
INSURANCE		60,888.	
MISCELLANEOUS		5,406.	

MANAGEMENT FEE	2,100.	
INTEREST	23,142.	
HEDGING LOSS	2,056.	
REPAIRS	1,950.	
FEES	1,234.	
LABOR	4,913.	
- SUBTOTAL -	1	626,861.
TOTAL RENTAL EXPENSES		626,861.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		517,152.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,850.	2,425.		2,425.
TO FORM 990-PF, PG 1, LN 16B	4,850.	2,425.		2,425.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	12,017.	12,017.		0.
TO FORM 990-PF, PG 1, LN 16C	12,017.	12,017.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	18,810.	18,810.		0.
TO FORM 990-PF, PG 1, LN 18	18,810.	18,810.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990-PF TAX	12,237.	0.		0.
ADMINISTRATIVE	200.	0.		0.
IL-AG990 FILING FEE	15.	0.		0.
SEED	120,273.	120,273.		0.
FERTILIZER	187,933.	187,933.		0.
CHEMICALS	44,934.	44,934.		0.
MACHINE HIRE	126,543.	126,543.		0.
GRAIN DRYING	15,604.	15,604.		0.
INSURANCE	60,888.	60,888.		0.
MISCELLANEOUS	5,406.	5,406.		0.
MANAGEMENT FEE	2,100.	2,100.		0.
HEDGING LOSS	2,056.	2,056.		0.
REPAIRS	1,950.	1,950.		0.
FEES	1,234.	1,234.		0.
LABOR	4,913.	4,913.		0.
TO FORM 990-PF, PG 1, LN 23	586,286.	573,834.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
OLD NATIONAL AGENCY US GOVT OBLIGATIONS	X		540,642.	523,956.
OLD NATIONAL AGENCY MUNICIPAL BONDS		X	150,245.	155,329.
TOTAL U.S. GOVERNMENT OBLIGATIONS			540,642.	523,956.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			150,245.	155,329.
TOTAL TO FORM 990-PF, PART II, LINE 10A			690,887.	679,285.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OLD NATIONAL AGENCY EQUITY INVESTMENTS	917,094.	1,246,447.
TOTAL TO FORM 990-PF, PART II, LINE 10B	917,094.	1,246,447.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OLD NATIONAL AGENCY CORPORATE BONDS	409,914.	412,863.
TOTAL TO FORM 990-PF, PART II, LINE 10C	409,914.	412,863.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND-187.9 ACRES	280,800.	0.	280,800.
LAND-114.848 ACRES	209,687.	0.	209,687.
LAND-361 ACRES	494,619.	0.	494,619.
TILE-187.9 ACRES	18,790.	17,126.	1,664.
TILE-119 ACRES	11,900.	10,846.	1,054.
TILE-361 ACRES	36,100.	32,903.	3,197.
TILE-2001 ADDITION	9,075.	7,535.	1,540.
LAND-74 ACRES	144,850.	0.	144,850.
TILE-74 ACRES	7,400.	5,871.	1,529.
LAND-172 ACRES	378,400.	0.	378,400.
TILE-172 ACRES	17,200.	12,630.	4,570.
TILE (C72 FARM)	9,348.	6,106.	3,242.
LAND-HUNLEY (79.03 ACRES)	313,239.	0.	313,239.
TILE-HUNLEY PROPERTY (79.03 ACRES)	7,903.	4,404.	3,499.
LAND-POTTER FARM (157 ACRES)	579,520.	0.	579,520.
TILE-POTTER FARM (157 ACRES)	15,700.	8,747.	6,953.
LAND-SWANK FARM	549,687.	0.	549,687.
TILE-SWANK FARM (88 ACRES)	26,400.	6,085.	20,315.
TILE	18,820.	941.	17,879.
TOTAL TO FM 990-PF, PART II, LN 11	3,129,438.	113,194.	3,016,244.

FORM 990-PF

MORTGAGES PAYABLE

STATEMENT 13

DESCRIPTION

BALANCE DUE

OLD NATIONAL BANK

352,374.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B

352,374.

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization RENT 1**
(Including Information on Listed Property)

OMB No 1545-0172

2012Attachment
Sequence No 179

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

**JOHN P. CADLE FOUNDATION
C/O PHILLIP STEPHEN MILLER****FARM INCOME AND EXPENSES 37-1389249****Part I Election To Expense Certain Property Under Section 179** Note. If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	10,134.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property		18,820.	15 YRS.	HY	150DB	941.
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	11,075.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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12-28-12 LHA For Paperwork Reduction Act Notice, see separate instructions.

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Part V: Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No										24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No									
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost											
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use								25											
26 Property used more than 50% in a qualified business use																			
		%																	
		%																	
		%																	
27 Property used 50% or less in a qualified business use																			
		%				S/L -													
		%				S/L -													
		%				S/L -													
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28											
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1									29										

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI: Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report.					44