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Form 990-PF

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE		A Employer identification number 37-6135114
Number and street (or P O box number if mail is not delivered to street address) 130 NORTH WATER STREET		B Telephone number (see instructions) (217) 425-8285
City or town, state or province, country, and ZIP or foreign postal code DECATUR, IL 62523		
<b>G</b> 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		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
<b>H</b> Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,254,678	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	59,745	49,178		
	5a Gross rents . . . . .	98,556	98,556		
	b Net rental income or (loss) 81,533				
	6a Net gain or (loss) from sale of assets not on line 10	56,839			
	b Gross sales price for all assets on line 6a 521,143				
	7 Capital gain net income (from Part IV, line 2) . . .		56,839		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	215,140	204,573		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	20,182	0	20,182	
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	1,570	0	1,570	
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	5,076	554	0	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	17,169	17,154	15	
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	43,997	17,708	21,767	
	25 Contributions, gifts, grants paid. . . . .	284,602		284,602	
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	328,599	17,708	306,369	
	<b>27 Subtract line 26 from line 12</b>				
	<b>a Excess of revenue over expenses and disbursements</b>	-113,459			
	<b>b Net investment income</b> (if negative, enter -0-) . . .		186,865		
	<b>c Adjusted net income</b> (if negative, enter -0-) . . .				

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .	25,638	23,294	23,294
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable . . . . .			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use . . . . .			
9	Prepaid expenses and deferred charges . . . . .			
10a	Investments—U S and state government obligations (attach schedule)	837,743	772,353	787,025
b	Investments—corporate stock (attach schedule) . . . . .	814,960	733,045	933,592
c	Investments—corporate bonds (attach schedule) . . . . .	245,735	299,416	301,609
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .	43,475	27,368	28,691
14	Land, buildings, and equipment basis ► <u>2</u>			
	Less accumulated depreciation (attach schedule) ►	2	2	3,180,467
15	Other assets (describe ► )			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,967,553	1,855,478	5,254,678
<b>Liabilities</b>				
17	Accounts payable and accrued expenses . . . . .			
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ► )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>				
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
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	1,967,553	1,855,478	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,967,553	1,855,478	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,967,553	1,855,478	

**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	1,967,553
2	Enter amount from Part I, line 27a . . . . .	2	-113,459
3	Other increases not included in line 2 (itemize) ►	3	1,384
4	Add lines 1, 2, and 3 . . . . .	4	1,855,478
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	1,855,478

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
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1a See Additional Data Table

b

c

d

e

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
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a See Additional Data Table

b

c

d

e

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

**(i)** Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	56,839
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

 Yes  No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	125,828	4,790,455	0 026266
2011	192,606	3,917,972	0 049160
2010	119,753	3,464,252	0 034568
2009	164,607	3,211,928	0 051249
2008	158,608	3,345,348	0 047412

2 Total of line 1, column (d).	2	0 208655
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3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 041731
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4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,291,081
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5 Multiply line 4 by line 3.	5	220,802
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,869
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7 Add lines 5 and 6.	7	222,671
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8 Enter qualifying distributions from Part XII, line 4.	8	306,369
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 _____ <b>(attach copy of letter if necessary—see instructions)</b>		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	1,869
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	1,869
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	1,869
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,600
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	2,600
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	731
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 731 <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ 0 <b>(2) On foundation managers</b> <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? . . . . .	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	

Website address ► N/A

14	The books are in care of ► BUSEY TRUST COMPANY	Telephone no ► (217) 425-8285
	Located at ► 130 NORTH WATER STREET DECATUR IL	ZIP + 4 ► 62523

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . .	►	15	10,567
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16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

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

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 <b>any</b> 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 page 20 of the instructions)? . . . . .		1b	
	Organizations relying on a current notice regarding disaster assistance check here. ►	<input type="checkbox"/>		
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 2013? . . . . .		1c	No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013) . . . . .		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		4a	No
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 2013? . . . . .		4b	No

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

<b>5a</b>	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
<b>c</b>	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		<b>6b</b>	<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		<b>7b</b>	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BUSEY BANK	TRUSTEE	20,182	0	0
130 NORTH WATER STREET DECATUR, IL 62523	1 00			

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000.</b>				0

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

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

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

## 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
<b>1</b> TO CONTRIBUTE TO HOSPITALS	284,60
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

**3** \_\_\_\_\_  
\_\_\_\_\_  
**Total.** Add lines 1 through 3      

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	2,122,914
b	Average of monthly cash balances. . . . .	1b	68,275
c	Fair market value of all other assets (see instructions). . . . .	1c	3,180,467
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	5,371,656
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	5,371,656
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	80,575
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,291,081
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	264,554

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

1	Minimum investment return from Part X, line 6. . . . .	1	264,554
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	1,869
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,869
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	262,685
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	262,685
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	262,685

**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	306,369
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	306,369
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	1,869
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	6	304,500
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

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

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				262,685
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			236,949	
<b>b</b> Total for prior years 2011, 2010, 2009		46,739		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 306,369				
<b>a</b> Applied to 2012, but not more than line 2a			236,949	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		46,739		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .			22,681	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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. . . . .		46,739		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				240,004
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
<b>b</b> 85% of line 2a. <input type="text"/>
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
<b>3</b> Complete 3a, b, or c for the alternative test relied upon
<b>a</b> "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
<b>c</b> "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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

**Part XV Supplementary Information (Complete this part only if the organization 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) )

**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

**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 of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
<b>a Paid during the year</b>				
DECATUR MEMORIAL HOSPITAL 2300 NORTH EDWARD DECATUR, IL 62526	N/A	N/A	OPERATIONS	142,301
ST MARY'S HOSPITAL 1800 E LAKE SHORE DR DECATUR, IL 62521	N/A	N/A	OPERATIONS	142,301
<b>Total</b>			► 3a	284,602
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments.</b>					
<b>3 Interest on savings and temporary cash investments.</b>					
<b>4 Dividends and interest from securities.</b>			14	59,745	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property.					
b Not debt-financed property.			16	81,533	
<b>6 Net rental income or (loss) from personal property.</b>					
<b>7 Other investment income.</b>					
<b>8 Gain or (loss) from sales of assets other than inventory.</b>			18	56,839	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory.</b>					
<b>11 Other revenue a _____</b>					
b _____					
c _____					
d _____					
e _____					
<b>12 Subtotal Add columns (b), (d), and (e).</b>		0		198,117	
<b>13 Total Add line 12, columns (b), (d), and (e).</b>			13		198,117

**Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes**



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
FEDERAL NAT'L MORTGAGE	P	2008-02-14	2013-02-25
FNMA PASS TRUE	P	2009-03-09	2013-02-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-02-25
PHILLIPS 66	P	2006-12-18	2013-01-03
PHILLIPS 66	P	2006-12-18	2013-04-03
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-03-25
FNMA PASS THRU INT	P	2009-03-09	2013-03-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-03-25
PIMCO EM DEBT	P	2011-05-23	2013-03-25
SOUTHERN IL UNIV RES	P	2009-05-08	2013-01-04
AMGEN, INC	P	2007-09-07	2013-12-04
AMGEN, INC	P	2007-08-08	2013-12-04
AUTOMATIC DATA PROC	P	2003-02-21	2013-12-04
AUTOMATIC DATA PROC	P	2007-09-05	2013-12-04
AUTOMATIC DATA PROC	P	2008-01-23	2013-12-04
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-04-25
FNMA PASS-THRU	P	2009-03-09	2013-04-25
FEDERAL NAT'L MORTGAGE ASSN 5%	P	2004-07-19	2013-04-25
AFLAC INC	P	2010-10-03	2013-05-10
AMERICNA EXPRESS CO	P	2009-01-21	2013-05-10
AMGEN INC	P	2007-08-08	2013-05-10
AUTOMATIC DATA PROC	P	2008-01-23	2013-05-10
BLACKROCK COM	P	2009-01-21	2013-05-10
CHEVRONTEXACO CORP	P	2008-03-10	2013-05-10
CISCO SYSTEMS INC	P	2008-01-23	2013-05-10
COLGATE PALMOLIVE	P	2008-01-23	2013-10-05
CONOCO PHILLIPS	P	2006-12-18	2013-10-05
DARDEN RESTAURANTS	P	2012-02-04	2013-05-10
DIAGEO PLC	P	2009-02-02	2013-05-10
DISNEY	P	2008-01-23	2013-10-05

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
GMO INT'L OPP	P	2012-08-16	2013-10-05
GENERAL ELECTRIC	P	2001-01-23	2013-10-05
ISHARES MSCI	P	2008-01-23	2013-10-05
JOHNSON AND JOHNSON	P	2009-09-16	2013-10-05
LILLY (ELI) & CO	P	2008-01-23	2013-10-05
MATTEL, INC	P	2012-09-25	2013-10-05
MCDONALD'S CORP	P	2008-01-23	2013-10-05
MEDTRONIC INC	P	2008-01-23	2013-10-05
MONSATO	P	2011-05-23	2013-10-05
NTT DOCOMO	P	2013-01-03	2013-10-05
NIKE	P	2008-01-23	2013-10-05
NORTHERN TRUST COMPANY	P	2009-09-16	2013-10-05
PEPSICO	P	2008-01-23	2013-10-05
PETSMART	P	2011-12-16	2013-10-05
PROCTER & GAMBLE	P	2008-01-23	2013-10-05
CONGRESS MID CAP GROWTH	P	2012-12-13	2013-10-05
SEI CORP	P	2009-01-21	2013-10-05
TEMPLETON FOREIGN EQUITY	P	2008-03-10	2013-10-05
TEMPLETON FOREIGN EQUITY	P	2009-01-21	2013-10-05
US BANCORP DEL	P	2010-01-09	2013-10-05
UNITEDHEALTH GROUP	P	2013-12-04	2013-10-05
VANGUARD INTERNATIONAL	P	2009-09-18	2013-10-05
WAL-MART STORES, INC	P	2007-06-27	2013-05-10
WASTE MANAGEMENT INC	P	2009-05-03	2013-10-05
WELLS FARGO & CO	P	2002-03-05	2013-10-05
ACCENTURE	P	2007-09-25	2013-10-05
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-05-28
FNMA PASS-THRU	P	2009-03-09	2013-05-28
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-05-28
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-06-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
FNMA PASS-THRU	P	2009-03-09	2013-06-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-06-25
GOLDMAN SACHS 4 75%	P	2003-09-07	2013-07-15
NORTHERN TRUST COMPANY	P	2009-09-16	2013-07-24
NORTHERN TRUST COMPANY	P	2010-04-19	2013-07-24
NORTHERN TRUST COMPANY	P	2011-05-23	2013-07-24
NORTHERN TRUST COMPANY	P	2011-08-30	2013-07-24
NORTHERN TRUST COMPANY	P	2011-08-11	2013-07-24
WAL-MART STORES, INC	P	2007-06-27	2013-07-24
WAL-MART STORES, INC	P	2007-09-07	2013-07-24
WAL-MART STORES, INC	P	2008-01-23	2013-07-24
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-07-25
FNMA PASS-THRU	P	2009-03-09	2013-07-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-07-25
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-08-26
FNMA PASS-THRU	P	2009-03-09	2013-08-26
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-08-26
FEDERAL NAT'L MORTGAGE ASS II	P	2008-02-14	2013-09-25
FNMA PASS-THRU	P	2009-03-09	2013-09-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-09-25
ISHARES MSCI	P	2008-01-23	2013-09-30
ISHARES MSCI	P	2008-12-17	2013-09-30
ISHARES MSCI	P	2009-01-21	2013-09-30
ISHARES MSCI	P	2009-02-02	2013-09-30
ISHARES MSCI	P	2009-09-16	2013-09-30
ISHARES MSCI	P	2011-08-30	2013-09-30
ISHARES MSCI	P	2011-08-11	2013-09-30
JP MORGAN CHASE	P	2011-02-03	2013-09-30
CONGRESS MID CAP GROWTH	P	2012-12-13	2013-09-30
VANGUARD INTERNATIONAL	P	2009-09-18	2013-09-30

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
AUTOMATIC DATA PROC	P	2008-01-23	2013-01-10
SPDR UTILITIES SELECT	P	2011-03-10	2013-01-10
SPDR UTILITIES SELECT	P	2011-08-11	2013-01-10
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-10-25
FNMA PASS-THRU	P	2009-03-09	2013-10-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-10-25
TEVA PHARMA	P	2008-01-23	2013-11-04
TEVA PHARMA	P	2011-05-23	2013-11-04
TEVA PHARMA	P	2011-08-30	2013-11-04
TEVA PHARMA	P	2011-08-11	2013-11-04
UPPERR YAMPA	P	2008-07-10	2013-11-15
US TREASURY NOTE	P	2012-07-24	2013-11-19
US TREASURY NOTE	P	2012-10-19	2013-11-19
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-11-25
FNMA PASS-THRU	P	2009-03-09	2013-11-25
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-11-25
AFLAC INC	P	2010-10-03	2013-12-16
AMERICNA EXPRESS CO	P	2009-01-21	2013-12-16
AMGEN, INC	P	2007-08-08	2013-12-16
BECTON, DICKISON & CO	P	2010-10-28	2013-12-16
BERKSHIRE HATHAWAYS	P	2013-07-24	2013-12-16
BHP BILLITON	P	2009-09-16	2013-12-16
BHP BILLITON	P	2011-08-11	2013-12-16
BLACKROCK COM	P	2009-01-21	2013-12-16
CHEVRONTEXACO CORP	P	2008-03-10	2013-12-16
CISCO SYSTEMS INC	P	2008-01-23	2013-12-16
COLCAGE PALMOLIVE	P	2008-01-23	2013-12-16
CONOCO PHILLIPS	P	2006-12-18	2013-12-16
DFA INTERNATIONAL CORE	P	2013-02-10	2013-12-16
DWS FLOATING RATE	P	2011-05-23	2013-12-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
DANAHER CORP	P	2008-01-23	2013-12-16
DARDEN RESTAURANTS	P	2012-02-04	2013-12-16
DARDEN RESTAURANTS	P	2012-02-04	2013-12-16
DIAGEO PLC	P	2009-02-02	2013-12-16
DISNEY	P	2008-01-23	2013-12-16
EMC CORP	P	2011-02-18	2013-12-16
EBAY INC COM	P	2013-01-10	2013-12-16
EXXON MOBILE CORP	P	2008-01-23	2013-12-16
GMO INT'L OPP	P	2012-08-16	2013-12-16
GENERAL ELECTRIC	P	2001-01-23	2013-12-16
GENERAL ELECTRIC	P	2008-01-23	2013-12-16
JP MORGAN CHASE	P	2013-07-24	2013-12-16
JOHNSON AND JOHNSON	P	2009-09-16	2013-12-16
LILLY (ELI) & CO	P	2008-01-23	2013-12-16
LILLY (ELI) & CO	P	2008-01-23	2013-12-16
LILLY (ELI) & CO	P	2009-01-21	2013-12-16
LILLY (ELI) & CO	P	2009-02-02	2013-12-16
MATTEL, INC	P	2012-09-25	2013-12-16
MCDONALD'S CORP	P	2008-01-23	2013-12-16
MEDTRONIC INC	P	2008-01-23	2013-12-16
MONSATO	P	2011-05-23	2013-12-16
NTT DOCOMO	P	2013-01-03	2013-12-16
NATIONAL-OILWELL	P	2009-01-21	2013-12-16
NIKE	P	2008-01-23	2013-12-16
PEPSICO	P	2008-01-23	2013-12-16
PETSMART	P	2011-12-16	2013-12-16
PROCTER & GAMBLE	P	2008-01-23	2013-12-16
CONGRESS MID CAP GROWTH	P	2012-12-13	2013-12-16
SEI CORP	P	2009-01-21	2013-12-16
SCHLUMBERGER	P	2009-01-21	2013-12-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
TEMPLETON FOREIGN EQUITY	P	2009-01-21	2013-12-16
US BANCORP DEL	P	2010-01-09	2013-12-16
UNITED TECHNOLOGIES CORP	P	2008-01-23	2013-12-16
UNITEDHEALTH GROUP	P	2013-12-04	2013-12-16
VANGUARD INTERNATIONAL	P	2009-09-18	2013-12-16
VANGUARD INTERNATIONAL	P	2011-05-23	2013-12-16
WAL-MART STORES, INC	P	2008-01-23	2013-12-16
WAL-MART STORES, INC	P	2011-01-14	2013-12-16
WASTE MANAGEMENT INC	P	2009-03-05	2013-12-16
WELLS FARGO & CO	P	2002-05-03	2013-12-16
ACCENTURE	P	2007-09-25	2013-12-16
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-12-26
FNMA PASS-THRU	P	2009-03-09	2013-12-26
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-12-26
FEDERAL NAT'L MORTGAGE ASSN II	P	2008-02-14	2013-12-31
FNMA PASS-THRU	P	2009-03-09	2013-12-31
FEDERAL NAT'L MORTGAGE 5%	P	2004-07-19	2013-12-31
CAPITAL GAINS DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
890		888	2
560		581	-21
159		163	-4
1,526		808	718
1,545		808	737
715		713	2
535		555	-20
130		134	-4
11,650		11,660	-10
65,000		65,000	0
2,539		1,259	1,280
3,202		1,487	1,715
394		185	209
2,169		1,509	660
1,906		1,109	797
810		808	2
447		464	-17
152		156	-4
432		418	14
488		116	372
420		205	215
490		268	222
1,102		416	686
245		159	86
502		540	-38
602		369	233
248		227	21
214		206	8
744		318	426
1,005		412	593

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
8,780		7,468	1,312
632		1,040	-408
4,556		4,870	-314
427		301	126
381		356	25
1,244		964	280
399		206	193
245		230	15
968		608	360
63		61	2
705		315	390
380		419	-39
331		274	57
277		201	76
314		258	56
5,145		4,450	695
863		383	480
4,012		3,732	280
23		14	9
167		108	59
249		252	-3
4,625		3,894	731
1,178		724	454
165		94	71
605		409	196
727		343	384
813		811	2
517		537	-20
127		131	-4
754		752	2

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
572		593	-21
120		123	-3
40,000		40,000	0
4,607		4,672	-65
768		748	20
2,717		2,239	478
1,122		737	385
295		204	91
5,918		3,670	2,248
2,103		1,314	789
1,324		837	487
728		726	2
489		507	-18
113		116	-3
697		695	2
491		510	-19
107		110	-3
660		659	1
473		490	-17
109		112	-3
127		133	-6
12,607		9,045	3,562
4,075		2,505	1,570
3,311		1,998	1,313
22,858		20,036	2,822
2,101		1,743	358
3,884		3,222	662
25,000		25,000	0
15,004		11,774	3,230
9,996		7,782	2,214

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
6,769		3,595	3,174
4,084		3,603	481
824		778	46
545		543	2
341		354	-13
101		104	-3
4,136		5,007	-871
512		689	-177
439		489	-50
183		208	-25
25,000		25,000	0
49,270		51,043	-1,773
24,635		25,198	-563
580		578	2
406		421	-15
111		114	-3
1,264		993	271
1,436		282	1,154
674		308	366
529		382	147
685		700	-15
4,886		5,240	-354
386		481	-95
1,517		520	997
241		159	82
695		765	-70
1,219		701	518
419		340	79
2,785		2,774	11
1,774		1,780	-6

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
822		404	418
316		309	7
7,069		6,959	110
1,137		477	660
1,552		605	947
6,511		7,465	-954
635		671	-36
391		315	76
13,750		10,946	2,804
458		632	-174
1,427		1,788	-361
908		906	2
1,005		662	343
345		356	-11
3,644		3,765	-121
1,330		1,029	301
2,019		1,527	492
1,491		1,178	313
286		154	132
899		737	162
1,338		810	528
178		169	9
392		121	271
1,615		601	1,014
486		411	75
579		402	177
656		517	139
3,286		2,452	834
1,824		690	1,134
173		77	96

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
10,876		6,432	4,444
941		519	422
435		276	159
639		568	71
3,949		2,972	977
895		815	80
156		98	58
701		494	207
393		211	182
1,406		819	587
672		343	329
523		521	2
356		370	-14
84		86	-2
543		542	1
420		435	-15
71		73	-2
2,246			2,246

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2
			-21
			-4
			718
			737
			2
			-20
			-4
			-10
			0
			1,280
			1,715
			209
			660
			797
			2
			-17
			-4
			14
			372
			215
			222
			686
			86
			-38
			233
			21
			8
			426
			593

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,312
			-408
			-314
			126
			25
			280
			193
			15
			360
			2
			390
			-39
			57
			76
			56
			695
			480
			280
			9
			59
			-3
			731
			454
			71
			196
			384
			2
			-20
			-4
			2

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-21
			-3
			0
			-65
			20
			478
			385
			91
			2,248
			789
			487
			2
			-18
			-3
			2
			-19
			-3
			1
			-17
			-3
			-6
			3,562
			1,570
			1,313
			2,822
			358
			662
			0
			3,230
			2,214

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,174
			481
			46
			2
			-13
			-3
			-871
			-177
			-50
			-25
			0
			-1,773
			-563
			2
			-15
			-3
			271
			1,154
			366
			147
			-15
			-354
			-95
			997
			82
			-70
			518
			79
			11
			-6

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			418
			7
			110
			660
			947
			-954
			-36
			76
			2,804
			-174
			-361
			2
			343
			-11
			-121
			301
			492
			313
			132
			162
			528
			9
			271
			1,014
			75
			177
			139
			834
			1,134
			96

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,444
			422
			159
			71
			977
			80
			58
			207
			182
			587
			329
			2
			-14
			-2
			1
			-15
			-2
			2,246

## TY 2013 Accounting Fees Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE

**EIN:** 37-6135114

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,570	0		1,570

## TY 2013 Applied to Prior Year Election

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE

**EIN:** 37-6135114

**Election:** SECTION 4942(H)(2) ELECTION AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS STELLA LUPTON TRUST 37-6135114130 NORTH WATER STREET DECATUR, IL 62523 DECEMBER 31, 2013 PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEARS UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEAR ENDING 12/31/11 IN THE AMOUNT OF \$46,739.

## TY 2013 Investments Corporate Bonds Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE  
**EIN:** 37-6135114

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ADOB E SYS INC 4.75%	39,260	37,782
BERKSHIRE HATHAWAY FIN CORP SR 5.4%	43,311	46,009
CSX CORP NT 3.7%	31,589	30,902
GENERAL ELEC CAP CORP 4.2%	75,000	75,266
LOCKHEED MARTIN CORP SR NT 4.5%	27,843	26,883
MOSAIC CO NEW SR	24,569	24,472
US BANCORP MTNS BK 2.45%	25,157	25,703
WACHOVIA CORP GLOBAL MTN 5.75%	32,687	34,592

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE  
**EIN:** 37-6135114

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ACADIAN EMERGING MARKET	32,774	37,318
ACADIAN EMERGING MARKETS DEBT FUND	11,650	10,163
ACCENTURE	4,983	11,675
AFLAC INC	6,812	9,352
AMERICAN EXPRESS	2,373	10,343
AMGEN INC	1,863	4,677
APPLE COMPUTER INC COM	15,822	16,270
BECTON DICKINSON & CO	5,259	7,624
BEMENT GRAIN CO	1	1
BERKSHIRE HATHAWAY CL B NEW	8,632	8,773
BIOGEN IDEC INC COM	3,578	3,634
BLACKROCK	4,488	9,811
BROOKFIELD GLB LISTD REAL ESTATE	12,132	12,330
CATERPILLAR	4,064	5,267
CELGENE CORP COM	3,443	3,548
CHEVRON	4,935	8,119
CISCO	12,555	14,490
COHEN & STEERS GLB INFR	12,132	14,364
COLGATE PALMOLIVE	5,682	10,499
CONGRESS MID CAP GROWTH INSTL FUND	24,364	33,193
CONOCO PHILLIPS	4,927	6,147
DANAHER	3,218	6,639
DFA EMERGING MARKETS SMALL CAP	17,013	16,682
DFA INTERNATIONAL CORE EQUITY I	37,244	39,074
DIAGEO PLC	4,292	10,726
DREYFUS/THE BOSTON CO SMALL CAP	3,190	6,680
DWS FLOATING RATE	24,664	24,664
EBAY INC COM	6,151	6,035
EMC CORP	3,520	3,420
EXELON CORP COM	4,885	4,519

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPEDITORS	3,208	4,602
EXPRESS SCRIPTS HLDG CO	5,354	6,041
EXXON MOBIL	6,464	8,298
FARM COOP DALTON 3RD	1	1
FARM GR CHESTNUT	2	13
FARM GR DALTON CITY	1	1
GENERAL ELECTRIC	8,883	14,772
GMO INT'L OPP EQUITY ALLOC	69,828	88,633
GOLDMAN SACHS EM DEBT	33,841	35,265
GOOGLE INC CL A	6,434	6,724
HOME DEPOT	6,982	7,246
IBM	7,102	12,380
ISHARES RUSSELL 2000 INDEX	4,695	8,075
JOHNSON & JOHNSON	7,062	10,624
MATTEL INC COM	7,603	10,135
MCDONALDS	5,821	9,703
MEDTRONIC	5,691	8,551
MONSANTO	5,740	9,907
NATIONAL-OILWELL	3,013	9,941
NIKE INC	3,378	9,280
NTT DOCOMO INC	7,388	7,776
ORACLE	6,134	11,516
PEPSICO INC	6,109	9,621
PETSMART INC	4,930	7,130
PIMCO COMMODITY REAL RETURN	17,284	12,389
PIMCO EM DEBT - LOCAL CURRENCY	23,703	20,377
PIMCO HIGH YIELD BOND	25,834	26,932
PROCTER AND GAMBLE	7,467	9,606
SCHLUMBERGER	4,291	9,732
SEI INVESTMENTS	4,589	10,454

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARBUCKS	2,600	2,665
TEMPLETON FOREIGN	30,630	39,452
THIRD AVENUE GLOBAL REIT	9,231	13,236
UNITED TECHNOLOGIES	3,804	6,259
UNITEDHEALTH GROUP INC	4,793	5,723
US BANCORP	4,998	8,969
VANGUARD INTL EXPLORER	44,284	51,588
WALMART	5,987	8,577
WALT DISNEY	3,522	9,474
WASTE MANAGEMENT	3,225	5,878
WELLS FARGO & CO	6,043	9,806
WILLIAM BLAIR EMERGING MKTS SMALL CAP	17,008	18,328
XEROX CORP COM	2,666	2,811
JP MORGAN CHASE & CO	8,776	9,064

## TY 2013 Investments Government Obligations Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE  
**EIN:** 37-6135114

**US Government Securities - End of  
Year Book Value:**

491,353

**US Government Securities - End of  
Year Fair Market Value:**

498,136

**State & Local Government  
Securities - End of Year Book  
Value:**

281,000

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

288,889

## TY 2013 Investments - Other Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE**EIN:** 37-6135114

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FEDERAL NATL MORTG ASSN FNMA 5.0%	AT COST	177	183
FNMA PASS-THRU INT 4.5%	AT COST	12,433	12,758
FEDERAL NATL MORTG ASSN II POOL	AT COST	14,758	15,750

## TY 2013 Other Expenses Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE

**EIN:** 37-6135114

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	15	0		15
INVESTMENT EXPENSE	131	131		0
INSURANCE	721	721		0
MANAGEMENT FEES	6,917	6,917		0
REAL ESTATE TAXES	8,473	8,473		0
REPAIRS	340	340		0
CUSTOM HIRE	572	572		0

## TY 2013 Other Increases Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE

**EIN:** 37-6135114

Description	Amount
ROUNDING ADJUSTMENT	3
RETURN OF CO-OP CAPITAL	1,381

## TY 2013 Taxes Schedule

**Name:** STELLA LUPTON TRUST BUSEY TRUST COMPANY TRUSTEE**EIN:** 37-6135114

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	554	554		0
INDIRECT TAXES/LICENSES	4,522	0		0