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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013, or tax year beginning 04-01-2013 , and ending 03-31-2014

Name of foundation JOHN C PROCTOR ENDOWMENT		A Employer identification number 37-0662595
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2724 W RESERVOIR BLVD		B Telephone number (see instructions) (309) 685-6580
City or town, state or province, country, and ZIP or foreign postal code PEORIA, IL 61615		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) \$ 31,340,580	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.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	103,365			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	332	332	332	
	4 Dividends and interest from securities.	4	4	4	
	5a Gross rents	816,022	816,022	816,022	
	b Net rental income or (loss) <u>816,022</u>				
	6a Net gain or (loss) from sale of assets not on line 10	-20,243			
	b Gross sales price for all assets on line 6a <u>1,156,613</u>				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	5,346,619	0	5,346,619		
12 Total. Add lines 1 through 11	6,246,099	816,358	6,162,977		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	265,721	34,623	195,074	70,647
	14 Other employee salaries and wages	3,739,421	20,192	2,602,453	1,136,968
	15 Pension plans, employee benefits	1,174,015	21,838	821,794	352,220
	16a Legal fees (attach schedule)	831	108	610	221
	b Accounting fees (attach schedule)	29,965	3,904	21,998	7,967
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	164,604	0	114,285	50,320
	19 Depreciation (attach schedule) and depletion	135,020	1,103	135,020	
	20 Occupancy	574,622	705	399,175	175,447
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,638,684	706	1,137,955	500,729
	24 Total operating and administrative expenses. Add lines 13 through 23	7,722,883	83,179	5,428,364	2,294,519
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	7,722,883	83,179	5,428,364	2,294,519	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,476,784				
b Net investment income (if negative, enter -0-)		733,179			
c Adjusted net income (if negative, enter -0-)			734,613		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	907,825	165,185	165,185	
	2 Savings and temporary cash investments	223,537	223,269	223,269	
	3 Accounts receivable ▶ <u>678,012</u>				
	Less allowance for doubtful accounts ▶ _____	10,396	678,012	678,012	
	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)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ <u>553,762</u>				
Less accumulated depreciation (attach schedule) ▶ _____	697,084	553,762	28,423,153		
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	273,668	497,491	497,491		
14 Land, buildings, and equipment basis ▶ <u>3,264,740</u>					
Less accumulated depreciation (attach schedule) ▶ <u>2,063,695</u>	884,698	1,201,045	1,201,045		
15 Other assets (describe ▶ _____)	263,398	152,425	152,425		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,260,606	3,471,189	31,340,580		
Liabilities	17 Accounts payable and accrued expenses	71,469	78,776		
	18 Grants payable				
	19 Deferred revenue	19,171,224	20,114,737		
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)	19,242,693	20,193,513			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	-18,232,086	-18,972,323		
	25 Temporarily restricted				
	26 Permanently restricted	2,249,999	2,249,999		
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	-15,982,087	-16,722,324			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,260,606	3,471,189			

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	-15,982,087
2	Enter amount from Part I, line 27a	2	-1,476,784
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,840,193
4	Add lines 1, 2, and 3	4	-14,618,678
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,103,646
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-16,722,324

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	See Additional Data Table			
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	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))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	-20,243
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	-19,198

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

(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))
2012			
2011			
2010			
2009			
2008			
2	Total of line 1, column (d).		2
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
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4
5	Multiply line 4 by line 3.		5
6	Enter 1% of net investment income (1% of Part I, line 27b).		6
7	Add lines 5 and 6.		7
8	Enter qualifying distributions from Part XII, line 4.		8

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Values include 'N/A', '0', and 'Refunded'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and foundation status.

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? Website address N/A	13	Yes	
14	The books are in care of DONNA J MALONE Telephone no (309) 685-6580 Located at 2724 W RESERVOIR BLVD PEORIA IL ZIP+4 61615			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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? See 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

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 ____, 20 ____, 20 ____, 20 ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a 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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a 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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
CHERYL DEYOUNG 208 W SOUTH ST BARTONVILLE, IL 61607	ASSISTANT DIRECTOR N 40 00	76,198	18,809	0
KRISTINA CARLSON 623 W SAVANNA CT DUNLAP, IL 61525	DIRECTOR OF BLDG/RES 40 00	90,097	0	0
PHYLLIS MCCABE 8618 S COATS RD GLASFORD, IL 61533	DIRECTOR OF NURSING 40 00	86,436	0	0
Total number of other employees paid over \$50,000.				0

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

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

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

Total number of others receiving over \$50,000 for professional services. **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 DURING THE COURSE OF THE YEAR, THE FOUNDATION PROVIDED A HOME FOR THE AGED THE AVERAGE NUMBER OF RESIDENTS DURING THE YEAR WAS 204	2,294,519
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3 **0**

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	385,580
b	Average of monthly cash balances.	1b	759,908
c	Fair market value of all other assets (see instructions).	1c	29,847,026
d	Total (add lines 1a, b, and c).	1d	30,992,514
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	30,992,514
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	464,888
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,527,626
6	Minimum investment return. Enter 5% of line 5.	6	1,526,381

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

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	2,294,519
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	955,387
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	3,249,906
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,249,906

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
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total	
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
0				0	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	3,249,906	2,361,498	3,373,074	3,203,737	12,188,215
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,249,906	2,361,498	3,373,074	3,203,737	12,188,215

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.

1,017,587	969,143	800,945	648,001	3,435,676
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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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Total				▶ 3a 0
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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)
WEBSTER - 6557 N IMPERIAL, PEORIA	P	2011-11-18	2013-03-28
HELFRICH - 3902 WALROUND, PEORIA	P	2012-02-29	2013-03-01
BERGSTEN - 10835 DANA, PEORIA	P	2012-12-11	2013-06-03
WAGER - 10922 RHONDA WAY	P	2012-12-19	2013-08-03
KRICK - 4519 JEWELWOOD CT	P	2013-03-01	2013-11-22
JAEGER - 5828 N WESTERN	P	2013-03-15	2013-05-16
JAEGER - IL AMERICAN WATER PAYMENT	P	2013-03-15	2013-05-16
MCAVOY - 6919 N WILLOWRIDGE	P	2013-06-24	2013-10-07
MCMULLEN - 2444 W IMPERIAL	P	2013-07-02	2013-10-01
PANTAGES - 320 OAKRIDGE AVE	P	2013-07-16	2013-11-15

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)
		745	-745
		300	-300
145,006		136,105	8,901
218,267		226,080	-7,813
273,875		300,094	-26,219
54,559		51,156	3,403
		9	-9
205,312		205,312	0
149,725		149,430	295
109,869		107,625	2,244

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	
			-745
			-300
			8,901
			-7,813
			-26,219
			3,403
			-9
			0
			295
			2,244

Form 990PF Part VIII Line 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
HARRY C STONE MD 8913 N GALENA RD PEORIA,IL 61615	CHAIRMAN 1 00	0	0	0
DAVID HIGGS 1200 W WOODSIDE DR DUNLAP,IL 61525	TRUSTEE 1 00	0	0	0
ARLYN RUBASH 2908 W BROOKSIDE DR PEORIA,IL 61615	TRUSTEE 1 00	0	0	0
JOHN B WAHLFELD 116 E COVENTRY LN PEORIA,IL 61614	TRUSTEE 1 00	0	0	0
ANDREW P STONE C/O MCDERMOTT WILL EMERY LLP 227 W MONROE ST CHICAGO,IL 60606	TRUSTEE 1 00	0	0	0
DONNA MALONE 12040 DUBOIS RD BRIMFIELD,IL 61517	PRES/SEC/ASST TREASURER 40 00	172,063	18,142	0
MICHAEL TOMLIN 20 TECUMSEH CT SPARLAND,IL 61565	ASST SECRETARY/TREASURER 40 00	93,658	14,513	0
SALLY STONE 8913 N GALENA RD PEORIA,IL 61615	TRUSTEE 1 00	0	0	0
MARGARET HANLEY 11117 N BROOKHAVEN CT PEORIA,IL 61615	TRUSTEE 1 00	0	0	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization
JOHN C PROCTOR ENDOWMENT

Employer identification number
37-0662595

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization
JOHN C PROCTOR ENDOWMENT

Employer identification number
37-0662595

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY BLACKBURN BLACKBURN FOUNDAT 2724 W RESERVOIR BLVD PEORIA, IL 61615	\$ 9,748	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	OLLADENE PARISH 2724 W RESERVOIR BLVD PEORIA, IL 61615	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	CARL LOUISE HASSELBACHER 2724 W RESERVOIR BLVD PEORIA, IL 61615	\$ 30,423	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
JOHN C PROCTOR ENDOWMENT

Employer identification number
37-0662595

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
JOHN C PROCTOR ENDOWMENT

Employer identification number
37-0662595

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

TY 2013 Accounting Fees Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	29,965	3,904	21,998	7,967

TY 2013 General Explanation Attachment

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Identifier	Return Reference	Explanation
STATEMENT REGARDING SELF DEALING	FORM 990-PF, PART VII-B, LINE 1	<p>COMMERCE BANCSHARES, WHICH MAY BE A DISQUALIFIED PERSON, PROVIDES ENDOWMENT, THROUGH ITS WHOLLY-OWNED SUBSIDIARY COMMERCE BANK, WITH CHECKING AND SAVINGS ACCOUNT SERVICES SUCH SERVICES ARE BELIEVED NOT TO BE ACTS OF SELF-DEALING SINCE THEY ARE BELIEVED TO BE GENERAL BANK FUNCTIONS WITHIN THE MEANING OF REGULATION 53 4941(D)-2(C)(4) THE ENDOWMENT COMPENSATES ITS SECRETARY FOR THE PERFORMANCE OF PERSONAL SERVICES SUCH PAYMENT IS NOT AN ACT OF SELF-DEALING UNDER CODE SECTION 4941(D)(2)(E), SINCE THE SERVICES ARE REASONABLE AND NECESSARY TO THE CARRYING OUT OF THE ENDOWMENT'S EXEMPT PURPOSE AND THE COMPENSATION IS NOT EXCESSIVE</p>

Identifier	Return Reference	Explanation
STATEMENT REGARDING STATUS AS AN OPERATING FOUNDATION	FORM 990-PF, PART XIV	UNDER THE PROVISION OF SECTION 4942(J)(5) OF THE INTERNAL REVENUE CODE, JOHN C PROCTOR ENDOWMENT QUALIFIES AS A PRIVATE OPERATING FOUNDATION WITH THE ENACTMENT OF SECTION 4942(J)(5) BY THE REVENUE ACT OF 1978, LONG-TERM CARE FACILITIES SUCH AS JOHN C PROCTOR ENDOWMENT ARE NO LONGER REQUIRED TO MEET THE 85% DISTRIBUTION TEST JOHN C PROCTOR ENDOWMENT MEETS THE "ENDOWMENT TEST" REQUIREMENT FOR EXEMPTION, SINCE THE ORGANIZATION DISTRIBUTED AT LEAST 2/3 OF ITS MINIMUM INVESTMENT RETURN

Identifier	Return Reference	Explanation
STATEMENT REGARDING BUSINESS ACTIVITIES	FORM 990-PF, PART XVI-B	THE JOHN C PROCTOR ENDOWMENT WAS ESTABLISHED SO ADEQUATE CARE COULD BE PROVIDED FOR THE AGED TO ACCOMPLISH THESE OBJECTIVES, THOSE INDIVIDUALS WHO ARE RESIDENTS OF PROCTOR HOME MUST HELP PROVIDE SOME CAPITAL TO COVER EXPENDITURES THE GROSS RECEIPTS FROM BUSINESS ACTIVITIES, INCOME FROM PROGRAM SERVICES AND MISCELLANEOUS INCOME REPRESENT FUNDS PROVIDED BY RESIDENTS AND THUS CONTRIBUTE IMPORTANTLY TO THE ENDOWMENT'S EXEMPT PURPOSES

TY 2013 Investments - Land Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
REAL ESTATE	553,762	0	553,762	28,423,153

TY 2013 Investments - Other Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	497,491	497,491

TY 2013 Land, Etc. Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS AND FURNISHINGS	3,264,740	2,063,695	1,201,045	1,201,045

TY 2013 Legal Fees Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	831	108	610	221

TY 2013 Other Assets Schedule**Name:** JOHN C PROCTOR ENDOWMENT**EIN:** 37-0662595

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVENTORY OF FARM CROPS	31,157	24,757	24,757
INVESTMENT IN INSURANCE GROUP	210,241	105,668	105,668
FOOD INVENTORY	22,000	22,000	22,000

TY 2013 Other Decreases Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Amount
TRANSFER TO RELATED ORGANIZATION	2,103,646

TY 2013 Other Expenses Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOOD	596,811	0	414,366	182,445
DRUGS & INFIRMARY SUPPLIES	71,250	0	49,469	21,781
MEDICAL AND DENTAL	24,589	0	17,072	7,517
SUPPLIES	238,015	0	165,254	72,761
INSURANCE	104,933	0	72,855	32,078
HOSPITAL AND AMBULANCE	221	0	153	68
CONSULTANT FEES	83,626	0	58,061	25,564
RESIDENT ACTIVITIES	28,227	0	19,598	8,629
MISCELLANEOUS	101,982	0	70,807	31,176
TELEPHONE/CABLE	42,871	0	29,766	13,106
REPAIRS AND MAINTENANCE	275,731	706	191,656	84,075
AUTO EXPENSE	18,169	0	12,615	5,554
DUES & SUBSCRIPTIONS	8,333	0	5,786	2,547
TRAINING	2,290	0	1,590	700
DISPOSAL SERVICES	34,741	0	24,120	10,620
FUNERALS	6,895	0	4,787	2,108

TY 2013 Other Income Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GROSS SALES	5,188,168		5,188,168
MISCELLANEOUS INCOME	158,451		158,451

TY 2013 Other Increases Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Description	Amount
TRANSFER FROM RELATED ORGANIZATION	2,840,193

TY 2013 Taxes Schedule

Name: JOHN C PROCTOR ENDOWMENT

EIN: 37-0662595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NURSING HOME TAXES	164,604	0	114,285	50,320