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## 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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

FRANK C. DIENER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1711 MAYFAIR ROAD

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

CHAMPAIGN, IL 61821

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)

\$ 3,474,197. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

94-6165307

B Telephone number

217-398-3122

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	100,881.	100,881.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	537,761.			
	b Gross sales price for all assets on line 6a	1,991,890.			
	7 Capital gain net income (from Part IV, line 2)		537,761.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	638,642.	638,642.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 2	500.	500.	0.
	b Accounting fees	STMT 3	2,230.	2,230.	0.
	c Other professional fees	STMT 4	21,820.	21,820.	0.
	17 Interest				
	18 Taxes	STMT 5	8,853.	8,853.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	10,938.	10,938.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		44,341.	44,341.	0.
	25 Contributions, gifts, grants paid		474,000.		474,000.
	26 Total expenses and disbursements. Add lines 24 and 25		518,341.	44,341.	474,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements		120,301.		
	b Net investment income (if negative, enter -0-)			594,301.	
	c Adjusted net income (if negative, enter -0-)			N/A	

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	48,801.		
	2 Savings and temporary cash investments	83,596.	31,382.	31,382.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>\$TMT 7</b>	229,775.	178,785.	182,869.
	b Investments - corporate stock <b>\$TMT 8</b>	2,000,010.	2,270,443.	2,583,488.
	c Investments - corporate bonds <b>\$TMT 9</b>	638,827.	625,364.	637,345.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans <b>\$TMT 10</b>	23,287.	38,623.	39,113.	
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,024,296.	3,144,597.	3,474,197.	
<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			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	3,024,296.	3,144,597.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b>	3,024,296.	3,144,597.	
	31 <b>Total liabilities and net assets/fund balances</b>	3,024,296.	3,144,597.	

**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	3,024,296.
2 Enter amount from Part I, line 27a	2	120,301.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,144,597.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	3,144,597.

**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.)
<b>1a SALE OF PUBLICLY TRADED SECURITIES</b>				
<b>b CAPITAL GAINS DIVIDENDS</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 1,985,095.		1,454,129.	530,966.	
b 6,795.			6,795.	
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) 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		
a			530,966.	
b			6,795.	
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	537,761.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	405,593.	3,506,691.	.115663
2011	173,027.	3,015,081.	.057387
2010	216,366.	3,490,163.	.061993
2009	173,332.	3,216,218.	.053893
2008	191,189.	3,514,343.	.054402
2 Total of line 1, column (d)			2 .343338
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 .068668
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,458,032.
5 Multiply line 4 by line 3			5 237,456.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,943.
7 Add lines 5 and 6			7 243,399.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 474,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,943.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	5,943.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,943.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,503.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ED DIENER</u> Telephone no. ► <u>217-398-3122</u> Located at ► <u>1711 MAYFAIR ROAD, CHAMPAIGN, IL</u> ZIP+4 ► <u>61821</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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 ► _____, _____, _____		
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 all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a. During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARIE C. DEMERA 1338 WRENWOOD FRESNO, CA 93711	VICE PRESIDENT 2.00	0.	0.	0.
EDWARD F. DIENER 1711 MAYFAIR RD CHAMPAIGN, IL 61821	PRESIDENT 2.00	0.	0.	0.
MARRISSA DIENER P.O. BOX 904 FIVE POINTS, CA 936240278	SECRETARY 2.00	0.	0.	0.
M. DOLORES BROWN 21600 LACEY BLVD. LEMOORE, CA 93245	TREASURER 2.00	0.	0.	0.

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

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

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

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,428,803.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	81,889.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,510,692.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,510,692.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	52,660.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,458,032.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	172,902.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	172,902.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	5,943.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,943.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	166,959.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	166,959.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	166,959.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	474,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	474,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	5,943.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	468,057.

**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				166,959.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	17,094.			
<b>b</b> From 2009	13,857.			
<b>c</b> From 2010	43,126.			
<b>d</b> From 2011	23,219.			
<b>e</b> From 2012	239,072.			
<b>f</b> Total of lines 3a through e	336,368.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$	474,000.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				166,959.
<b>e</b> Remaining amount distributed out of corpus	307,041.			
<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	643,409.			
<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		0.		
<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 instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	17,094.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	626,315.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009	13,857.			
<b>b</b> Excess from 2010	43,126.			
<b>c</b> Excess from 2011	23,219.			
<b>d</b> Excess from 2012	239,072.			
<b>e</b> Excess from 2013	307,041.			

N/A

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

- | Tax year | Prior 3 years |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2013 | (b) 2012      | (c) 2011 | (d) 2010 |           |
|          |               |          |          |           |

- (4) Gross investment income**

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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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>				
DIENER EDUCATION FUND 1711 MAYFAIR RD CHAMPAIGN, IL 61821		PC	EDUCATION	293,000.
SAN JOAQUIN MEMORIAL HIGH SCHOOL 1406 N. FRESNO ST. FRESNO, CA 93703		PC	EDUCATION	125,000.
SANTA SABINA RETREAT HOUSE 25 MAGNOLIA AVENUE SAN RAFAEL, CA 94901		PC	MISSION WORK	6,000.
DIOCESE OF UTAH 75 S 200 E SALT LAKE CITY, UT 84111		PC	EDUCATION	10,000.
FEDERATED ASSOCIATION OF BEHAVIORAL & BRAIN SCIENCES FOUNDATION 750 FIRST STREET, NE WASHINGTON, DC 20002		PC	EDUCATION	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>474,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
BUSEY WEALTH MANAGEMENT	107,676.	6,795.	100,881.	100,881.		
TO PART I, LINE 4	107,676.	6,795.	100,881.	100,881.		

FORM 990-PF	LEGAL FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	500.	500.			0.	
TO FM 990-PF, PG 1, LN 16A	500.	500.			0.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING	2,230.	2,230.			0.	
TO FORM 990-PF, PG 1, LN 16B	2,230.	2,230.			0.	

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNT MANAGEMENT FEES	21,820.	21,820.			0.	
TO FORM 990-PF, PG 1, LN 16C	21,820.	21,820.			0.	



FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX	8,000.	8,000.		0.	
FOREIGN TAXES	853.	853.		0.	
TO FORM 990-PF, PG 1, LN 18	8,853.	8,853.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AMORTIZATION	8,448.	8,448.		0.	
FILING FEES	100.	100.		0.	
STATE REGISTRATION	85.	85.		0.	
REPAIRS & MAINTENANCE	339.	339.		0.	
OTHER INVESTMENT EXPENSES	35.	35.		0.	
MEETING EXPENSES	1,931.	1,931.		0.	
TO FORM 990-PF, PG 1, LN 23	10,938.	10,938.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
CHANNAHON ILL FIRE PROTN DIST GO BDS		X	24,999.	26,058.	
GRAND FORKS ND SANTN REV BDS 3.75%		X	25,093.	26,465.	
LAKE CNTY ILL CMNTY SCH 4.25%		X	50,347.	53,329.	
US TREASURY NOTE 1.25%	X		0.	0.	
US TREASURY NOTE 1.375%	X		0.	0.	
US TREASURY NOTE 2.125%	X		25,794.	24,985.	
US TREASURY NOTE 2.625%	X		52,552.	52,032.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			78,346.	77,017.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,439.	105,852.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			178,785.	182,869.	

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACADIAN EMERGING MARKETS DEBT FUND INST CLASS	34,590.	33,868.
ACADIAN EMERGING MARKETS PORTFOLIO	126,814.	119,821.
ACCENTURE	12,216.	24,575.
ADOBE SYS INC NT MAKEWHOLE CALL AT TREAS	27,628.	27,808.
AFLAC INC	0.	0.
AMERICAN EUROPACIFIC GROWTH FUND	0.	0.
AMERICAN EXPRESS CO	8,264.	19,353.
AMERICAN INTL GROUP INC COM NEW	12,888.	14,355.
AMGEN INC	3,884.	9,706.
APPLE	38,359.	45,722.
AQR DIVERSIFIED ARBITRAGE	116,140.	114,917.
AQR MANAGED FUTURES	114,220.	112,723.
AUTOMATIC DATA PROCESSING INC	0.	0.
BEAR STEARNS COS INC NT	22,120.	22,028.
BECTON DICKINSON & CO	7,792.	12,067.
BELLSOUTH CORP	25,707.	27,748.
BERKSHIRE HATHAWAY CL B NEW	17,614.	19,111.
BIOGEN IDEC INC COM	8,257.	9,459.
BHP BILLITON	0.	0.
BLACKROCK INC COM	11,199.	19,496.
BROOKFIELD GLB LISTD REAL ESTATE	44,023.	49,043.
CAPITAL ONE FINANCIAL	7,517.	8,590.
CARY ILL GO BDS ALT REV SOURCE	50,000.	51,841.
CELGENE CORP COM	8,033.	8,416.
CATERPILLAR INC DEL COM	0.	0.
CHEVRON TEXACO CORP	7,607.	19,060.
CISCO SYS INC COM	9,359.	9,890.
COHEN & STEERS GLB INFR	41,308.	50,157.
COLGATE PALMOLIVE CO	5,676.	11,113.
CONGRESS MID CAP GROWTH INSTL FUND	56,972.	59,721.
CROWN CASTLE INTL CORP COM	4,830.	4,678.
CONOCO PHILLIPS COM	0.	0.
DANAHER	6,432.	13,069.
DFA EMERGING MARKETS SMALL CAP I	43,763.	48,660.
DFA INTERNATIONAL CORE EQUITY I	66,643.	72,455.
DARDEN RESTAURANTS	0.	0.
DIAGEO PLC SPONSORED ADR	1,307.	3,309.
DREYFUS/THE BOSTON CO SMALL-CAP VALUE I	29,158.	26,102.
DWS FLOATING RATE	46,479.	46,507.
EBAY INC COM	13,197.	11,814.
EMC CORP	9,908.	9,614.
EMERSON ELEC CO COM	15,622.	14,931.
EOG RES INC COM	11,250.	15,192.
EXELON CORP COM	12,671.	15,613.
EXPEDITORS INTL WASH INC	12,855.	13,027.
EXPRESS SCRIPTS HLDG CO	15,751.	17,540.
EXXON-MOBIL COMMON STK	2,221.	19,532.

FEDEX CORP	22,917.	23,973.
FIDELITY NATL INFORMATION SVCS SR NT	18,509.	19,678.
GENERAL ELECTRIC	19,823.	27,857.
GENTEX CORP	5,685.	5,643.
GMO INTL OPP EQUITY ALLOC	131,843.	145,112.
GOLDMAN SACHS EM DEBT	86,766.	89,298.
GOODYEAR TIRE & RUBBER CO	9,518.	9,834.
GOOGLE INC	28,138.	29,339.
HEALTH CARE REIT INC	21,162.	21,514.
HEWLETT PACKARD CO GLBL NT	8,549.	9,632.
HOME DEPOT	15,631.	15,949.
INTEL CORP	12,123.	14,585.
IBM	0.	0.
ISHARES RUSSELL 2000 INDEX	28,046.	30,178.
ISHARES TR S&P SMLCAP600	0.	0.
JOHNSON & JOHNSON	14,601.	24,481.
JP MORGAN CHASE & CO	18,338.	18,784.
LILLY ELI & CO	0.	0.
MATTEL INC COM	0.	0.
MCDONALDS CORP COM	6,795.	9,470.
MEDTRONIC INC COM	15,392.	18,873.
MICROSOFT	18,806.	21,559.
MONSANTO	12,665.	19,834.
NASDAQ OMX GROUP INC	27,362.	27,379.
NATIONAL OILWELL INC	4,913.	19,764.
NIKE INC	7,460.	16,286.
NOW INC COM	672.	2,643.
NORTHERN TRUST	0.	0.
NTT DOCOMO INC ADR	13,176.	14,304.
NUCOR CORP COM	3,455.	3,398.
OCCIDENTAL PETE CORP DEL COM	3,262.	3,489.
OMNICOM GROUP INC COM	7,226.	7,264.
ORACLE CORP COM	13,574.	25,818.
PENTAIR PLC SHS	4,377.	4,111.
PEPSICO INC	18,368.	23,407.
PFIZER INC COM	24,056.	22,913.
PETSMART	0.	0.
PIMCO COMMODITY REAL RETURN	45,964.	48,239.
PIMCO EM DEBT - LOCAL CURRENCY	67,752.	65,805.
PRECISION CASTPARTS CORP	9,034.	8,329.
PROCTER AND GAMBLE CO COM	17,126.	20,748.
PROGRESS ENERGY INC	27,605.	28,083.
REGIONS FINANCIAL CORP	7,504.	7,721.
SCHLUMBERGER	9,904.	27,246.
SNAP ON INC	4,390.	4,741.
STARBUCKS	6,577.	6,655.
SEI INVESTMENTS	0.	0.
SPDR UTILITIES SELECT	0.	0.
TEMPLETON TIFI FOREIGN EQ SER	32,963.	46,640.
TEVA PHARMACEUTICALS INDS	0.	0.
THIRD AVENUE GLBL REIT	41,887.	48,650.
TORCHMARK CORP	4,546.	4,751.
TRANSOCEAN INC	0.	0.
UNION PAC CORP	12,167.	12,968.

UNITED TECHNOLOGIES CORP	7,081.	13,161.
UNITEDHEALTH GROUP INC COM	9,145.	11,854.
US BANCORP	17,479.	19,321.
VF CORP	6,198.	6,489.
VANGUARD INTERNATIONAL EXPLORER	85,909.	95,860.
VENTAS RLTY LTD PARTNERSHIP	24,757.	25,205.
VANGUARD MIC-CAP INDEX	0.	0.
WALT DISNEY	6,806.	17,405.
WALMART STORES INC COM	0.	0.
WASTE MGMT INC	0.	0.
WELLS FARGO & CO NEW	13,220.	20,078.
WILLIAM BLAIR EMERGING MKTS SMALL CAP GROWTH		
INSTL	43,557.	49,586.
XEROX CORP	6,683.	7,203.
YUM BRANDS INC COM SR NT	28,707.	27,750.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,270,443.	2,583,488.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMGEN INC SR NT 4.5% 03/15/2020	27,351.	27,088.	
BANK OF AMERICA CORP 5.125% 11/15/2014	20,438.	20,340.	
BLACKROCK INC NT 5%	29,000.	28,536.	
FED FARM CREDIT 4.7%	50,208.	52,474.	
FED FARM CREDIT 4.9%	49,238.	51,184.	
FED HM LN MTG CORP 1.75%	49,939.	50,188.	
FED HM LN BANKS CONS BD 3.75%	38,039.	38,165.	
FED HM LN BANKS CONS BD 4.125%	28,967.	27,931.	
FED HM LN BK 2.25%	49,713.	51,897.	
FED HM LN BK 3.125%	51,250.	52,234.	
FED HM LN BK 4.8%	0.	0.	
FED HM LN BK 5%	30,687.	31,999.	
FED HM LN BK 5.125%	52,240.	55,500.	
FED HM LN BK 5.25%	50,285.	50,509.	
GENERAL ELEC CAP CORP 5.55%	28,853.	29,094.	
PIMCO HIGH YIELD BOND	69,156.	70,206.	
UPPER YAMMA 4.81%	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	625,364.	637,345.	

FORM 990-PF

MORTGAGE LOANS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FED NAT MTG ASSN II POOL 4.5%	5,946.	6,333.
FED NAT R 2002-3 OG	7,601.	7,646.
FED NAT MTG ASSN FR 1.625%	25,076.	25,134.
TOTAL TO FORM 990-PF, PART II, LINE 12	38,623.	39,113.

ACCT 525W 1035000443  
FROM 07/01/2013  
TO 06/30/2014

BUSBY TRUST COMPANY  
STATEMENT OF CAPITAL GAINS AND LOSSES  
FRANK C DIENER FOUNDATION

TRUST YEAR ENDING 06/30/2014

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TAX PREPARER  
TRUST ADMINISTRATOR: 1003  
INVESTMENT OFFICER 1031

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
48 0000 NORTHERN TRUST CORP. - 665859104 - MINOR = 50								
SOLD		07/24/2013	2835.31					
ACQ	48.0000	04/19/2010	2835.31	2760.59	74.72	LT	Y	F
374.0000 WAL-MART STORES, INC. - 931142103 - MINOR = 50								
SOLD		07/24/2013	29123.46					
ACQ	374.0000	06/27/2007	29123.46	18061.29	11062.17	LT	Y	F
363.8200 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35								
SOLD		07/25/2013	363.82					
ACQ	363.8200	02/14/2008	363.82	362.80	1.02	LT	Y	F
537.2000 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36								
SOLD		07/25/2013	537.20					
ACQ	537.2000	06/07/2004	537.20	555.33	-18.13	LT	Y	F
348.4900 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35								
SOLD		08/26/2013	348.49					
ACQ	348.4900	02/14/2008	348.49	347.51	0.98	LT	Y	F
530.5200 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36								
SOLD		08/26/2013	530.52					
ACQ	530.5200	06/07/2004	530.52	548.43	-17.91	LT	Y	F
330.0800 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35								
SOLD		09/25/2013	330.08					
ACQ	330.0800	02/14/2008	330.08	329.15	0.93	LT	Y	F
628.8100 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36								
SOLD		09/25/2013	628.81					
ACQ	628.8100	06/07/2004	628.81	650.03	-21.22	LT	Y	F
472.0000 AUTOMATIC DATA PROCESSING - 053015103 - MINOR = 50								
SOLD		10/01/2013	33990.90					
ACQ	115.0000	05/21/2004	8281.68	4547.14	3734.54	LT	Y	F
	100.0000	09/28/2004	7201.46	3690.97	3510.49	LT	Y	F
	42.0000	09/05/2007	3024.61	1920.14	1104.47	LT	Y	F
	215.0000	06/30/2008	15483.15	9085.90	6397.25	LT	Y	F
468.0000 SPDR UTILITIES SELECT SECTOR - 81369Y886 - MINOR = 62								
SOLD		10/01/2013	17533.60					
ACQ	468.0000	10/03/2011	17533.60	15470.30	2063.30	LT		F
272.2200 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35								
SOLD		10/25/2013	272.22					
ACQ	272.2200	02/14/2008	272.22	271.45	0.77	LT	Y	F
515.6500 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36								
SOLD		10/25/2013	515.65					
ACQ	515.6500	06/07/2004	515.65	533.05	-17.40	LT	Y	F
523.6700 AMERICAN EUROPACIFIC GROWTH FUND F - 298706409 - MINOR = 62								
SOLD		10/28/2013	25000.00					
ACQ	523.6700	10/04/2004	25000.00	16962.08	8037.92	LT	Y	F
859.1070 VANGUARD MID-CAP INDEX INSTITUTIONAL SHA - 922908835 - MINOR = 62								
SOLD		10/28/2013	25000.00					
ACQ	859.1070	05/13/2004	25000.00	11176.98	13823.02	LT	Y	F
22.0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 50								
SOLD		10/29/2013	1832.13					
ACQ	22.0000	06/27/2008	1832.13	848.15	983.98	LT	Y	F
7.0000 AMGEN, INC. - 031162100 - MINOR = 50								
SOLD		10/29/2013	824.79					
ACQ	7.0000	08/08/2007	824.79	358.94	465.85	LT	Y	F
4.0000 BECTON, DICKINSON & CO. - 075887109 - MINOR = 50								
SOLD		10/29/2013	425.15					
ACQ	4.0000	10/28/2010	425.15	305.56	119.59	LT	Y	F
4.0000 BERKSHIRE HATHAWAYS CL B NEW - 084670702 - MINOR = 50								
SOLD		10/29/2013	467.55					
ACQ	4.0000	07/24/2013	467.55	466.61	0.94	ST		C
3.0000 BLACKROCK COM - 09247X101 - MINOR = 50								
SOLD		10/29/2013	925.75					
ACQ	3.0000	06/30/2008	925.75	534.90	390.85	LT	Y	F
20.0000 CATERPILLAR, INC. - 149123101 - MINOR = 50								
SOLD		10/29/2013	1667.76					
ACQ	20.0000	06/12/2008	1667.76	1617.96	49.80	LT	Y	F
12.0000 CHEVRONTXACO CORP - 166764100 - MINOR = 50								
SOLD		10/29/2013	1457.97					
ACQ	12.0000	05/12/2004	1457.97	547.50	910.47	LT	Y	F
19.0000 CISCO SYSTEMS, INC. - 17275R102 - MINOR = 50								
SOLD		10/29/2013	431.86					
ACQ	19.0000	03/24/2008	431.86	486.03	-54.17	LT	Y	F
20.0000 COLGATE PALMOLIVE - 194162103 - MINOR = 50								
SOLD		10/29/2013	1307.98					
ACQ	20.0000	06/30/2008	1307.98	696.40	611.58	LT	Y	F
7.0000 CONOCO PHILLIPS - 20825C104 - MINOR = 50								
SOLD		10/29/2013	519.25					
ACQ	7.0000	06/30/2008	519.25	507.59	11.66	LT	Y	F
10.0000 DANAWER CORP. - 235851102 - MINOR = 50								
SOLD		10/29/2013	720.99					
ACQ	10.0000	06/30/2008	720.99	387.45	333.54	LT	Y	F
13.0000 DARDEN RESTAURANTS - 237194105 - MINOR = 50								
SOLD		10/29/2013	677.68					
ACQ	13.0000	04/02/2012	677.68	670.17	7.51	LT		P
18.0000 DISNEY - 254687106 - MINOR = 50								
SOLD		10/29/2013	1242.34					
ACQ	18.0000	06/30/2008	1242.34	565.02	677.32	LT	Y	F

ACCT 525W 1035000443  
FROM 07/01/2013  
TO 06/30/2014

BUSEY TRUST COMPANY  
STATEMENT OF CAPITAL GAINS AND LOSSES  
FRANK C DIENER FOUNDATION

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TRUST YEAR ENDING 06/30/2014

TAX PREPARER:  
TRUST ADMINISTRATOR: 1003  
INVESTMENT OFFICER: 1031

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
43.0000 EMC CORP. - 268648102 - MINOR = 50							
SOLD		10/29/2013	1031.11				
ACQ	43.0000	12/07/2010	1031.11	950.75	80.36	LT	Y F
94.8680 AMERICAN EUROPACIFIC GROWTH FUND F - 298706409 - MINOR = 62							
SOLD		10/29/2013	4529.01				
ACQ	94.8680	10/04/2004	4529.01	3072.85	1456.16	LT	Y F
3.0000 EXPEDITORS - 302130109 - MINOR = 50							
SOLD		10/29/2013	139.29				
ACQ	3.0000	06/30/2008	139.29	130.73	8.56	LT	Y F
16.0000 EXXON MOBIL CORP - 302316102 - MINOR = 50							
SOLD		10/29/2013	1420.13				
ACQ	16.0000	06/30/1996	1420.13	183.18	1236.95	LT	Y F
33.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 50							
SOLD		10/29/2013	862.67				
ACQ	33.0000	12/09/1997	862.67	820.88	41.79	LT	Y F
10.0000 INTERNATIONAL BUSINESS MACHINES CORP. - 459200101 - MINOR = 50							
SOLD		10/29/2013	1780.46				
ACQ	10.0000	03/24/2008	1780.46	1194.52	585.94	LT	Y F
39.0000 ISHARES S&P SMALLCAP ETF - 464287804 - MINOR = 62							
SOLD		10/29/2013	4086.81				
ACQ	39.0000	05/12/2004	4086.81	1728.43	2358.38	LT	Y F
3.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 50							
SOLD		10/29/2013	278.42				
ACQ	3.0000	05/19/2010	278.42	187.19	91.23	LT	Y F
4.0000 LILLY (ELI) & CO. - 532457108 - MINOR = 50							
SOLD		10/29/2013	202.79				
ACQ	4.0000	06/30/2008	202.79	185.16	17.63	LT	Y F
19.0000 MATTEL, INC. - 577081102 - MINOR = 50							
SOLD		10/29/2013	847.57				
ACQ	19.0000	09/25/2012	847.57	678.22	169.35	LT	F
12.0000 MCDONALD'S CORP. - 580135101 - MINOR = 50							
SOLD		10/29/2013	1148.74				
ACQ	12.0000	06/30/2008	1148.74	681.06	467.68	LT	Y F
7.0000 MEDTRONIC, INC. - 585055106 - MINOR = 50							
SOLD		10/29/2013	405.15				
ACQ	7.0000	06/30/2008	405.15	364.00	41.15	LT	Y F
1.0000 MONSANTO - 61166W101 - MINOR = 50							
SOLD		10/29/2013	106.70				
ACQ	1.0000	11/24/2009	106.70	79.66	27.04	LT	Y F
39.0000 NTT DOCOMO, INC. ADR - 62942M201 - MINOR = 55							
SOLD		10/29/2013	620.87				
ACQ	39.0000	03/01/2013	620.87	598.00	22.87	ST	C
23.0000 NATIONAL-OILWELL - 637071101 - MINOR = 50							
SOLD		10/29/2013	1883.21				
ACQ	23.0000	06/30/2008	1883.21	2061.46	-178.25	LT	Y F
19.0000 NIKE - 654106103 - MINOR = 50							
SOLD		10/29/2013	1437.70				
ACQ	19.0000	06/30/2008	1437.70	569.62	868.08	LT	Y F
35.0000 ORACLE - 68389X105 - MINOR = 50							
SOLD		10/29/2013	1168.97				
ACQ	35.0000	05/06/2008	1168.97	759.26	409.71	LT	Y F
22.0000 PEPSICO - 713448108 - MINOR = 50							
SOLD		10/29/2013	1875.46				
ACQ	22.0000	03/07/2008	1875.46	1542.38	333.08	LT	Y F
3.0000 PETSMART - 716768106 - MINOR = 50							
SOLD		10/29/2013	219.89				
ACQ	3.0000	12/16/2011	219.89	150.92	68.97	LT	F
9.0000 SEI CORP. - 784117103 - MINOR = 50							
SOLD		10/29/2013	306.35				
ACQ	9.0000	06/30/2008	306.35	212.94	93.41	LT	Y F
6.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 50							
SOLD		10/29/2013	746.79				
ACQ	6.0000	06/30/2008	746.79	864.00	-117.21	LT	Y F
173.7340 TEMPLETON FOREIGN EQUITY FUND INSTITUTIO - 880210505 - MINOR = 62							
SOLD		10/29/2013	3994.13				
ACQ	173.7340	05/13/2004	3994.13	2850.98	1143.15	LT	Y F
5.0000 TEVA PHARMA - 881624209 - MINOR = 55							
SOLD		10/29/2013	205.39				
ACQ	5.0000	06/30/2008	205.39	231.75	-26.36	LT	Y F
4.0000 UNITED TECHNOLOGIES CORP. - 913017109 - MINOR = 50							
SOLD		10/29/2013	423.47				
ACQ	4.0000	06/30/2008	423.47	248.46	175.01	LT	Y F
10.0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 50							
SOLD		10/29/2013	675.29				
ACQ	10.0000	04/12/2013	675.29	630.67	44.62	ST	C
98.7350 VANGUARD MID-CAP INDEX INSTITUTIONAL SHA - 922908835 - MINOR = 62							
SOLD		10/29/2013	2890.97				
ACQ	98.7350	05/13/2004	2890.97	1284.54	1606.43	LT	Y F
5.0000 WAL-MART STORES, INC. - 931142101 - MINOR = 50							
SOLD		10/29/2013	386.89				
ACQ	5.0000	06/27/2007	386.89	241.46	145.43	LT	Y F
21.0000 WASTE MANAGEMENT INC NEW - 94106L109 - MINOR = 50							
SOLD		10/29/2013	928.39				
ACQ	21.0000	03/05/2009	928.39	492.93	435.46	LT	Y F

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TRUST ADMINISTRATOR: 1003  
INVESTMENT OFFICER: 1031

LEGEND: P - FEDERAL S - STATE I - INHERITED  
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
44.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 50							
SOLD		10/29/2013	1883.61				
ACQ	44.0000	05/12/2004	1883.61	1213.30	670.31	LT	Y F
15.0000 ACCENTURE - G1151C101 - MINOR = 55							
SOLD		10/29/2013	1118.38				
ACQ	15.0000	08/08/2007	1118.38	631.26	487.12	LT	Y F
553.0000 TEVA PHARMA - 881624209 - MINOR = 55							
SOLD		11/04/2013	20239.95				
ACQ	553.0000	06/30/2008	20239.95	25631.55	-5391.60	LT	Y F
100000.0000 UPPERR YAMPA 4.81% 11/15/2013 - 916686CP1 - MINOR = 40							
SOLD		11/15/2013	100000.00				
ACQ	100000.0000	06/09/2005	100000.00	100000.00	0.00	LT	Y F
25000.0000 US TREASURY NOTE 1.375% 09/30/2018 - 912828RH5 - MINOR = 30							
SOLD		11/19/2013	25080.08				
ACQ	25000.0000	10/24/2012	25080.08	25461.81	-381.73	LT	Y F
50000.0000 US TREASURY NOTE 1.25% 04/30/2019 - 912828ST8 - MINOR = 30							
SOLD		11/19/2013	49269.52				
ACQ	25000.0000	10/24/2012	24634.76	25172.47	-537.71	LT	Y F
	25000.0000	11/26/2012	24634.76	25370.82	-736.05	ST	Y C
289.8500 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35							
SOLD		11/25/2013	289.85				
ACQ	289.8500	02/14/2008	289.85	289.03	0.82	LT	Y F
589.2200 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		11/25/2013	589.22				
ACQ	589.2200	06/07/2004	589.22	609.11	-19.89	LT	Y F
519.0000 AMERICAN EXPRESS CO. - 025816109 - MINOR = 50							
SOLD		12/11/2013	43892.00				
ACQ	519.0000	06/27/2008	43892.00	20008.70	23883.30	LT	Y F
145.0000 AMGEN, INC. - 031162100 - MINOR = 50							
SOLD		12/11/2013	16395.06				
ACQ	11.0000	08/08/2007	1243.76	564.06	679.70	LT	Y F
	134.0000	06/30/2008	15151.30	6347.58	8803.72	LT	Y F
96.0000 BECTON, DICKINSON & CO. - 075887109 - MINOR = 50							
SOLD		12/11/2013	10223.82				
ACQ	96.0000	10/28/2010	10223.82	7333.48	2890.34	LT	Y F
86.0000 BERKSHIRE HATHAWAYS CL B NEW - 084670702 - MINOR = 50							
SOLD		12/11/2013	9868.33				
ACQ	86.0000	07/24/2013	9868.33	10032.01	-163.68	ST	C
38.0000 BLACKROCK COM - 09247X101 - MINOR = 50							
SOLD		12/11/2013	11237.16				
ACQ	38.0000	06/30/2008	11237.16	6775.40	4461.76	LT	Y F
451.0000 CATERPILLAR, INC. - 149123101 - MINOR = 50							
SOLD		12/11/2013	38673.60				
ACQ	139.0000	06/12/2008	12919.36	11244.80	674.56	LT	Y F
	312.0000	06/27/2008	26754.24	23185.75	3568.49	LT	Y F
294.0000 CHEVRONTXACO CORP - 166764100 - MINOR = 50							
SOLD		12/11/2013	36049.65				
ACQ	65.0000	05/12/2004	7970.16	2965.62	5004.54	LT	Y F
	100.0000	11/24/2004	12261.79	5462.00	6799.79	LT	Y F
	129.0000	01/20/2005	15817.70	6720.90	9096.80	LT	Y F
347.0000 CISCO SYSTEMS, INC. - 17275R102 - MINOR = 50							
SOLD		12/11/2013	7183.12				
ACQ	347.0000	03/24/2008	7183.12	8876.43	-1693.31	LT	Y F
460.0000 COLGATE PALMOLIVE - 194162103 - MINOR = 50							
SOLD		12/11/2013	29964.11				
ACQ	460.0000	06/30/2008	29964.11	16017.20	13946.91	LT	Y F
164.0000 CONOCO PHILLIPS - 20825C104 - MINOR = 50							
SOLD		12/11/2013	11450.30				
ACQ	157.0000	06/30/2008	10961.57	11384.53	-422.96	LT	Y F
	7.0000	12/03/2008	488.73	266.42	222.31	LT	Y F
233.0000 DANAHER CORP. - 235651102 - MINOR = 50							
SOLD		12/11/2013	17395.70				
ACQ	233.0000	06/30/2008	17395.70	9027.58	8368.12	LT	Y F
205.0000 DARDEN RESTAURANTS - 237194105 - MINOR = 50							
SOLD		12/11/2013	10530.66				
ACQ	205.0000	04/02/2012	10530.66	10568.12	-37.46	LT	F
408.0000 DISNEY - 254687106 - MINOR = 50							
SOLD		12/11/2013	29220.44				
ACQ	343.0000	06/30/2008	24565.22	10766.77	13798.45	LT	Y F
	65.0000	08/13/2010	4655.22	2179.30	2475.92	LT	Y F
990.0000 EMC CORP - 268648102 - MINOR = 50							
SOLD		12/11/2013	23135.89				
ACQ	588.0000	12/07/2010	13741.32	13000.98	740.34	LT	Y F
	402.0000	02/18/2011	9394.57	10911.85	-1517.28	LT	F
376.0000 EBAY INC COM - 278642103 - MINOR = 50							
SOLD		12/11/2013	19465.17				
ACQ	376.0000	10/01/2013	19465.17	21026.49	-1561.32	ST	C
2041.7670 AMERICAN EUROPACIFIC GROWTH FUND F - 298706409 - MINOR = 62							
SOLD		12/11/2013	97351.45				
ACQ	1636.7610	10/04/2004	78040.76	53015.95	25024.81	LT	Y F
	405.0060	10/05/2004	19310.69	13138.63	6172.06	LT	Y F
98.0000 EXELON CORP COM - 30161N101 - MINOR = 50							
SOLD		12/11/2013	2745.92				
ACQ	98.0000	10/01/2013	2745.92	2901.23	-155.31	ST	C



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INVESTMENT OFFICER: 1031

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
47.0000 EXPEDITORS - 302130109 - MINOR = 50							
SOLD		12/11/2013	1996.06				
ACQ	47.0000	06/30/2008	1996.06	2048.12	-52.06	LT	Y F
66.0000 EXPRESS SCRIPTS HLDG CO - 30219G108 - MINOR = 50							
SOLD		12/11/2013	4448.33				
ACQ	66.0000	11/04/2013	4448.33	4108.96	339.37	ST	C
380.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 50							
SOLD		12/11/2013	35977.77				
ACQ	380.0000	06/30/1996	35977.77	4350.44	31627.33	LT	Y F
810.0000 GENERAL ELECTRIC CO. - 369604103 - MINOR = 50							
SOLD		12/11/2013	21788.62				
ACQ	810.0000	12/09/1997	21788.62	20148.75	1639.87	LT	Y F
164.0000 INTERNATIONAL BUSINESS MACHINES CORP. - 459200101 - MINOR = 50							
SOLD		12/11/2013	28943.87				
ACQ	164.0000	03/24/2008	28943.87	19590.07	9353.80	LT	Y F
833.0000 ISHARES S&P SMALLCAP ETF - 464287804 - MINOR = 62							
SOLD		12/11/2013	87355.27				
ACQ	518.0000	05/12/2004	54321.76	22957.07	31364.69	LT	Y F
	180.0000	09/20/2004	18876.29	8634.60	10241.69	LT	Y F
	135.0000	01/20/2005	14157.22	7015.50	7141.72	LT	Y F
83.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 50							
SOLD		12/11/2013	7728.01				
ACQ	83.0000	05/19/2010	7728.01	5178.98	2549.03	LT	Y F
104.0000 LILLY (ELI) & CO. - 532457108 - MINOR = 50							
SOLD		12/11/2013	5232.15				
ACQ	104.0000	06/30/2008	5232.15	4814.16	417.99	LT	Y F
459.0000 MATTEL, INC. - 577081102 - MINOR = 50							
SOLD		12/11/2013	20994.29				
ACQ	459.0000	09/25/2012	20994.29	16384.47	4609.82	LT	F
272.0000 MCDONALD'S CORP. - 580135101 - MINOR = 50							
SOLD		12/11/2013	25967.42				
ACQ	74.0000	06/30/2008	7064.67	4199.88	2864.79	LT	Y F
	198.0000	05/19/2010	18902.75	13736.36	5166.39	LT	Y F
171.0000 MEDTRONIC, INC. - 585055106 - MINOR = 50							
SOLD		12/11/2013	9724.61				
ACQ	171.0000	06/30/2008	9724.61	8892.00	832.61	LT	Y F
47.0000 MONSANTO - 61166W101 - MINOR = 50							
SOLD		12/11/2013	5246.52				
ACQ	47.0000	11/24/2009	5246.52	3743.87	1502.65	LT	Y F
910.0000 NTT DOCOMO, INC. ADR - 62942M201 - MINOR = 55							
SOLD		12/11/2013	14605.24				
ACQ	226.0000	03/01/2013	3627.24	3465.32	161.92	ST	C
	404.0000	03/04/2013	6484.08	6289.23	194.85	ST	C
	280.0000	04/12/2013	4493.92	4467.04	26.88	ST	C
500.0000 NATIONAL-OILWELL - 637071101 - MINOR = 50							
SOLD		12/11/2013	39513.45				
ACQ	191.0000	06/30/2008	15094.14	17119.10	-2024.96	LT	Y F
	309.0000	12/03/2008	24419.31	7036.21	17383.10	LT	Y F
428.0000 NIKE - 654106103 - MINOR = 50							
SOLD		12/11/2013	33362.05				
ACQ	364.0000	06/30/2008	28373.33	10912.72	17460.61	LT	Y F
	64.0000	08/13/2010	4988.72	2273.53	2715.19	LT	Y F
818.0000 ORACLE - 68389X105 - MINOR = 50							
SOLD		12/11/2013	28425.00				
ACQ	358.0000	05/06/2008	12440.28	7766.14	4674.14	LT	Y F
	460.0000	06/30/2008	15984.72	9802.60	6182.12	LT	Y F
486.0000 PEPSICO - 713448108 - MINOR = 50							
SOLD		12/11/2013	40114.27				
ACQ	486.0000	03/07/2008	40114.27	34072.69	6041.58	LT	Y F
76.0000 PETSMART - 716768106 - MINOR = 50							
SOLD		12/11/2013	5554.13				
ACQ	76.0000	12/16/2011	5554.13	3823.24	1730.89	LT	F
238.0000 SEI CORP - 784117103 - MINOR = 50							
SOLD		12/11/2013	8020.49				
ACQ	238.0000	06/30/2008	8020.49	5631.06	2389.43	LT	Y F
173.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 50							
SOLD		12/11/2013	15036.92				
ACQ	173.0000	06/30/2008	15036.92	18684.00	-3647.08	LT	Y F
4948.2130 TEMPLETON FOREIGN EQUITY FUND INSTITUTIO - 880210505 - MINOR = 62							
SOLD		12/11/2013	111829.61				
ACQ	4948.2130	05/13/2004	111829.61	81200.18	30629.43	LT	Y F
108.0000 UNITED TECHNOLOGIES CORP. - 913017109 - MINOR = 50							
SOLD		12/11/2013	11871.17				
ACQ	108.0000	06/30/2008	11871.17	6708.53	5162.64	LT	Y F
247.0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 50							
SOLD		12/11/2013	17961.56				
ACQ	247.0000	04/12/2013	17961.56	15577.50	2384.06	ST	C
2137.8050 VANGUARD MID-CAP INDEX INSTITUTIONAL SHA - 922908835 - MINOR = 62							
SOLD		12/11/2013	62381.15				
ACQ	1268.2400	05/13/2004	37007.24	16499.81	20507.43	LT	Y F
	869.5650	09/21/2004	25373.91	12000.00	13373.91	LT	Y F
135.0000 WAL-MART STORES, INC. - 931142103 - MINOR = 50							
SOLD		12/11/2013	10728.27				
ACQ	135.0000	06/27/2007	10728.27	6519.45	4208.82	LT	Y F

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LEGEND. F - FEDERAL S - STATE I - INHERITED  
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
478 0000 WASTE MANAGEMENT INC NEW - 94106L109 - MINOR = 50							
SOLD		12/11/2013	21155.91				
ACQ	478.0000	03/05/2009	21155.91	11219.95	9935.96	LT	Y F
1001.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 50							
SOLD		12/11/2013	43702.89				
ACQ	811.0000	05/12/2004	35407.64	22363.32	13044.32	LT	Y F
	150.0000	09/20/2004	6548.88	4422.75	2126.13	LT	Y F
	40.0000	08/08/2007	1746.37	1406.99	339.38	LT	Y F
317.0000 ACCENTURE - G1151C101 - MINOR = 55							
SOLD		12/11/2013	23727.08				
ACQ	129.0000	08/08/2007	9655.50	5428.88	4226.62	LT	Y F
	31.0000	08/31/2007	2320.31	1267.91	1052.40	LT	Y F
	20.0000	09/04/2007	1496.98	825.44	671.54	LT	Y F
	53.0000	09/18/2007	3966.99	2012.89	1954.10	LT	Y F
	64.0000	09/25/2007	6287.30	3203.38	3083.92	LT	Y F
206.0000 BHP BILLITON - 088606108 - MINOR = 55							
SOLD		12/16/2013	13243.88				
ACQ	206.0000	07/16/2009	13243.88	11676.06	1567.82	LT	Y F
320 0000 DARDEN RESTAURANTS - 237194105 - MINOR = 50							
SOLD		12/16/2013	16755.19				
ACQ	320.0000	04/02/2012	16755.19	16496.58	258.61	LT	F
795.0000 EMC CORP. - 268648102 - MINOR = 50							
SOLD		12/16/2013	18823.13				
ACQ	795.0000	02/18/2011	18823.13	21579.40	-2756.27	LT	F
330.0000 LILLY (ELI) & CO. - 532457108 - MINOR = 50							
SOLD		12/16/2013	16249.84				
ACQ	330.0000	06/30/2008	16249.84	15275.70	974.14	LT	Y F
50000.0000 FEDERAL HOME LOAN BANK CONS BD 4.8% 12/1 - 3133XX26 - MINOR = 30							
SOLD		12/18/2013	50000.00				
ACQ	50000.0000	05/01/2008	50000.00	50000.00	0.00	LT	Y F
261.1900 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35							
SOLD		12/26/2013	261.19				
ACQ	261.1900	02/14/2008	261.19	260.46	0.73	LT	Y F
475.2300 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		12/26/2013	475.23				
ACQ	475.2300	06/07/2004	475.23	491.27	-16.04	LT	Y F
271.5200 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35							
SOLD		12/31/2013	271.52				
ACQ	271.5200	02/14/2008	271.52	270.76	0.76	LT	Y F
173.0000 CATERPILLAR, INC. - 149123101 - MINOR = 50							
SOLD		01/17/2014	15818.59				
ACQ	173.0000	06/27/2008	15818.59	12856.20	2962.39	LT	Y F
1016.0000 CISCO SYSTEMS, INC. - 17275R102 - MINOR = 50							
SOLD		01/17/2014	23037.09				
ACQ	1016.0000	03/24/2008	23037.09	25989.80	-7952.71	LT	Y F
169.0000 INTERNATIONAL BUSINESS MACHINES CORP. - 459200101 - MINOR = 50							
SOLD		01/17/2014	32120.56				
ACQ	4.0000	03/24/2008	760.25	477.81	282.44	LT	Y F
	165.0000	05/19/2010	11360.31	21754.51	10105.80	LT	Y F
491.0500 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		01/27/2014	491.05				
ACQ	491.0500	06/07/2004	491.05	507.62	-16.57	LT	Y F
195.0000 CONOCO PHILLIPS - 20825C104 - MINOR = 50							
SOLD		02/06/2014	12518.08				
ACQ	195.0000	12/03/2008	12518.08	7421.78	5096.30	LT	Y F
405.0000 MATTEL, INC. - 577081102 - MINOR = 50							
SOLD		02/13/2014	14946.06				
ACQ	405.0000	09/25/2012	14946.06	14456.88	489.18	LT	F
224.3700 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35							
SOLD		02/25/2014	224.37				
ACQ	224.3700	02/14/2008	224.37	223.74	0.63	LT	Y F
540.7500 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		02/25/2014	540.75				
ACQ	540.7500	06/07/2004	540.75	559.00	-18.25	LT	Y F
233.0000 WAL-MART STORES, INC. - 931142103 - MINOR = 50							
SOLD		02/27/2014	17321.50				
ACQ	15.0000	06/27/2007	1115.12	724.38	390.74	LT	Y F
	218.0000	01/14/2011	16206.38	11973.85	4232.53	LT	F
280.0000 AFLAC INC - 001055102 - MINOR = 50							
SOLD		03/17/2014	17862.26				
ACQ	230.0000	03/10/2010	14572.57	12022.24	2650.33	LT	Y F
	50.0000	04/19/2010	3189.69	2700.09	489.60	LT	Y F
293.0000 WASTE MANAGEMENT INC NEW - 94106L109 - MINOR = 50							
SOLD		03/17/2014	12000.93				
ACQ	293.0000	03/05/2009	12000.93	6877.50	5123.43	LT	Y F
255.6100 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371K5U1 - MINOR = 35							
SOLD		03/25/2014	255.61				
ACQ	255.6100	02/14/2008	255.61	254.89	0.72	LT	Y F
446.2600 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		03/25/2014	446.26				
ACQ	446.2600	06/07/2004	446.26	461.32	-15.06	LT	Y F
275.0000 SEI CORP. - 784117103 - MINOR = 50							
SOLD		04/07/2014	8727.10				
ACQ	275.0000	06/30/2008	8727.10	6506.47	2220.63	LT	Y F

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INVESTMENT OFFICER: 1031

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
164.0000 COLGATE PALMOLIVE - 194162103 - MINOR = 50							
SOLD		04/16/2014	10998.64				
ACQ	164.0000	06/30/2008	10998.64	5710.48	5288.16	LT	Y F
25.0000 GOOGLE INC CLASS A - 38259P508 - MINOR = 50							
SOLD		04/16/2014	13951.94				
ACQ	17.0000	12/16/2013	9487.32	9102.78	384.54	ST	C
	8.0000	01/17/2014	4464.62	4595.12	-130.50	ST	C
146.0000 MCDONALD'S CORP. - 580135101 - MINOR = 50							
SOLD		04/16/2014	14705.81				
ACQ	107.0000	05/19/2010	10777.55	7423.19	3354.36	LT	Y F
	39.0000	08/13/2010	3928.26	2819.38	1108.88	LT	Y F
243.9700 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371KSU1 - MINOR = 35							
SOLD		04/25/2014	243.97				
ACQ	243.9700	02/14/2008	243.97	243.28	0.69	LT	Y F
492.0500 FEDERAL NAT R 2002-3 OG 64 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		04/25/2014	492.05				
ACQ	492.0500	06/07/2004	492.05	508.66	-16.61	LT	Y F
26.0000 DIAGEO PLC - 25243Q205 - MINOR = 55							
SOLD		05/16/2014	3388.61				
ACQ	26.0000	02/13/2009	3388.61	1307.19	2081.42	LT	Y F
222.0000 NTT DOCOMO, INC ADR - 62942M201 - MINOR = 55							
SOLD		05/16/2014	3603.33				
ACQ	222.0000	04/12/2013	3603.33	3541.72	61.61	LT	F
70.0000 NTT DOCOMO, INC. ADR - 62942M201 - MINOR = 55							
SOLD		05/19/2014	1136.56				
ACQ	70.0000	04/12/2013	1136.56	1116.76	19.80	LT	F
214.1900 FEDERAL NAT'L MORTGAGE ASSN II POOL #001 - 31371KSU1 - MINOR = 35							
SOLD		05/27/2014	214.19				
ACQ	214.1900	02/14/2008	214.19	213.59	0.60	LT	Y F
535.4300 FEDERAL NAT R 2002-3 OG 64 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		05/27/2014	535.43				
ACQ	535.4300	06/07/2004	535.43	553.50	-18.07	LT	Y F
.2500 NOW INC COM - 67011P100 - MINOR = 50							
SOLD		06/06/2014	8.09				
ACQ	2500	12/03/2008	8.09	2.30	5.79	LT	Y F
162.0000 PETSMART - 716768106 - MINOR = 50							
SOLD		06/10/2014	9422.85				
ACQ	162.0000	12/16/2011	9422.85	8149.54	1273.31	LT	F
275.0000 SEI CORP. - 784117103 - MINOR = 50							
SOLD		06/10/2014	9061.54				
ACQ	160.0000	06/30/2008	5272.17	3785.58	1486.59	LT	Y F
	115.0000	04/19/2010	3789.37	2728.80	1060.57	LT	Y F
189.9250 ACADIAN EMERGING MARKETS PORTFOLIO - 00758M162 - MINOR = 62							
SOLD		06/17/2014	3684.53				
ACQ	189.9250	06/30/2008	3684.53	5395.77	-1711.24	LT	Y F
35.1920 ACADIAN EMERGING MARKETS DEBT FUND INST - 00769G709 - MINOR = 62							
SOLD		06/17/2014	328.69				
ACQ	35.1920	03/25/2013	328.69	366.70	-38.01	LT	F
14.0000 AMERICAN EXPRESS CO. - 025816109 - MINOR = 50							
SOLD		06/17/2014	1327.87				
ACQ	14.0000	06/27/2008	1327.87	539.73	788.14	LT	Y F
14.0000 AMERICAN INTL GROUP INC COM NEW - 026874784 - MINOR = 50							
SOLD		06/17/2014	768.99				
ACQ	14.0000	03/17/2014	768.99	686.05	82.94	ST	C
40.0000 APPLE INC - 037833100 - MINOR = 50							
SOLD		06/17/2014	3690.32				
ACQ	40.0000	06/25/2012	3690.32	3269.89	420.43	LT	F
52.0000 BECTON, DICKINSON & CO. - 075887109 - MINOR = 50							
SOLD		06/17/2014	6112.46				
ACQ	52.0000	10/28/2010	6112.46	3972.30	2140.16	LT	Y F
8.0000 BERKSHIRE HATHAWAYS CL B NEW - 084670702 - MINOR = 50							
SOLD		06/17/2014	1008.14				
ACQ	8.0000	07/24/2013	1008.14	933.21	74.93	ST	C
1.0000 BLACKROCK COM - 09247X101 - MINOR = 50							
SOLD		06/17/2014	309.43				
ACQ	1.0000	06/30/2008	309.43	178.30	131.13	LT	Y F
206.6110 BROOKFIELD GLB LISTD REAL ESTATE Y - 112740303 - MINOR = 62							
SOLD		06/17/2014	2737.60				
ACQ	206.6110	02/21/2013	2737.60	2533.05	204.55	LT	F
5.0000 CHEVRONTXACO CORP - 166764100 - MINOR = 50							
SOLD		06/17/2014	638.88				
ACQ	5.0000	01/20/2005	638.88	260.50	378.38	LT	Y F
37.0000 CISCO SYSTEMS, INC. - 17275R102 - MINOR = 50							
SOLD		06/17/2014	906.10				
ACQ	37.0000	03/24/2008	906.10	946.48	-40.38	LT	Y F
239.9360 COHEN & STEERS GLB INFR - 19248B404 - MINOR = 62							
SOLD		06/17/2014	4568.39				
ACQ	239.9360	02/21/2013	4568.39	3572.65	995.74	LT	F
277.5800 DFA INTERNATIONAL CORE EQUITY I - 233203371 - MINOR = 62							
SOLD		06/17/2014	3669.60				
ACQ	277.5800	12/11/2013	3669.60	3405.91	263.69	ST	C
142.6570 DFA EMERGING MARKETS SMALL CAP I - 233203611 - MINOR = 62							
SOLD		06/17/2014	3127.06				
ACQ	142.6570	12/13/2013	3127.06	2843.15	283.91	ST	C

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E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
23.0000 DWS FLOATING RATE CL I - 23337F870 - MINOR = 62							
SOLD		06/17/2014	217.81				
ACQ	23.0000	02/21/2013	217.81	217.35	0.46	LT	F
8.0000 DANAHER CORP. - 235851102 - MINOR = 50							
SOLD		06/17/2014	640.38				
ACQ	8.0000	06/30/2008	640.38	309.96	330.42	LT	Y F
20.0000 DISNEY - 254687106 - MINOR = 50							
SOLD		06/17/2014	1660.36				
ACQ	20.0000	08/13/2010	1660.36	670.55	989.81	LT	Y F
26.0000 EMC CORP. - 268648102 - MINOR = 50							
SOLD		06/17/2014	688.72				
ACQ	26.0000	02/18/2011	688.72	705.74	-17.02	LT	F
18.0000 BOG RES INC COM - 26875P101 - MINOR = 50							
SOLD		06/17/2014	2027.48				
ACQ	16.0000	02/06/2014	2027.48	1557.73	469.75	ST	C
3.0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 50							
SOLD		06/17/2014	200.09				
ACQ	3.0000	01/17/2014	200.09	208.29	-8.20	ST	C
64.0000 EXELON CORP COM - 30161N101 - MINOR = 50							
SOLD		06/17/2014	2321.22				
ACQ	64.0000	10/01/2013	2321.22	1894.68	426.54	ST	C
7.0000 EXPEDITORS - 302130109 - MINOR = 50							
SOLD		06/17/2014	309.81				
ACQ	7.0000	06/30/2008	309.81	305.04	4.77	LT	Y F
10.0000 EXPRESS SCRIPTS HLDG CO - 30219G108 - MINOR = 50							
SOLD		06/17/2014	701.28				
ACQ	10.0000	11/04/2013	701.28	622.57	78.71	ST	C
462.6240 GMO INT'L OPP EQUITY ALLOC - 362013450 - MINOR = 62							
SOLD		06/17/2014	8732.00				
ACQ	462.6240	12/11/2013	8732.00	7998.77	733.23	ST	Y C
265.8280 GOLDMAN SACHS EM DEBT - USD - 38143H886 - MINOR = 62							
SOLD		06/17/2014	3386.65				
ACQ	265.8280	02/21/2013	3386.65	3562.10	-175.45	LT	F
38.0000 HEWLETT-PACKARD CO. - 428236103 - MINOR = 50							
SOLD		06/17/2014	1321.99				
ACQ	38.0000	01/17/2014	1321.99	1135.84	186.15	ST	C
12.0000 HOME DEPOT INC - 437076102 - MINOR = 50							
SOLD		06/17/2014	951.57				
ACQ	12.0000	12/16/2013	951.57	952.12	-0.55	ST	C
9.0000 INTEL CORP. - 458140100 - MINOR = 50							
SOLD		06/17/2014	270.44				
ACQ	9.0000	01/17/2014	270.44	231.16	39.28	ST	C
5.0000 ISHARES RUSSELL 2000 INDEX - 464287655 - MINOR = 62							
SOLD		06/17/2014	584.05				
ACQ	5.0000	12/11/2013	584.05	552.09	31.96	ST	C
4.0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 50							
SOLD		06/17/2014	228.91				
ACQ	4.0000	07/24/2013	228.91	226.47	2.44	ST	C
11.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 50							
SOLD		06/17/2014	1118.01				
ACQ	11.0000	05/19/2010	1118.01	686.37	431.64	LT	Y F
3.0000 MCDONALD'S CORP - 580135101 - MINOR = 50							
SOLD		06/17/2014	305.03				
ACQ	3.0000	08/13/2010	305.03	216.88	88.15	LT	Y F
9.0000 MEDTRONIC, INC. - 585055106 - MINOR = 50							
SOLD		06/17/2014	548.53				
ACQ	9.0000	06/30/2008	548.53	468.00	80.53	LT	Y F
110.0000 MICROSOFT CORPORATION - 594918104 - MINOR = 50							
SOLD		06/17/2014	4586.89				
ACQ	110.0000	01/17/2014	4586.89	4001.31	585.58	ST	C
8.0000 MONSANTO - 61166W101 - MINOR = 50							
SOLD		06/17/2014	953.97				
ACQ	8.0000	11/24/2009	953.97	637.25	316.72	LT	Y F
39.0000 NTT DOCOMO, INC. ADR - 62942M201 - MINOR = 55							
SOLD		06/17/2014	662.99				
ACQ	12.0000	04/12/2013	204.00	191.44	12.56	LT	F
	27.0000	04/15/2013	458.99	429.01	29.98	LT	F
53.0000 NATIONAL-OILWELL - 637071101 - MINOR = 50							
SOLD		06/17/2014	4136.03				
ACQ	53.0000	12/03/2008	4136.03	1084.87	3051.16	LT	Y F
5.0000 OMNICOM GROUP INC COM - 681919106 - MINOR = 50							
SOLD		06/17/2014	349.85				
ACQ	5.0000	04/16/2014	349.85	354.22	-4.37	ST	C
70.0000 ORACLE - 68389X105 - MINOR = 50							
SOLD		06/17/2014	2961.63				
ACQ	70.0000	06/30/2008	2961.63	1491.70	1469.93	LT	Y F
96.2450 PIMCO HIGH YIELD INSTL - 693390841 - MINOR = 62							
SOLD		06/17/2014	942.24				
ACQ	96.2450	02/21/2013	942.24	928.76	13.48	LT	F
9.0000 PEPSICO - 713448108 - MINOR = 50							
SOLD		06/17/2014	784.06				
ACQ	9.0000	03/07/2008	784.06	630.98	153.08	LT	Y F
425.7450 PIMCO COMMODITY REAL RETURN - 722005667 - MINOR = 62							
SOLD		06/17/2014	2558.73				
ACQ	425.7450	02/21/2013	2558.73	2780.12	-221.39	LT	F

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TAX PREPARER

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LEGEND: F - FEDERAL S - STATE I - INHERITED  
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
108.3130 PIMCO EM DEBT - LOCAL CURRENCY - 72201F516 - MINOR = 62							
SOLD		06/17/2014	1034.40				
ACQ	108.3130	02/21/2013	1034.40	1186.03	-151.63	LT	F
101.3930 CONGRESS MID CAP GROWTH INSTL FUND - 74316J458 - MINOR = 62							
SOLD		06/17/2014	1405.31				
ACQ	101.3930	12/11/2013	1405.31	1344.47	60.84	ST	C
36.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 50							
SOLD		06/17/2014	3843.28				
ACQ	36.0000	06/30/2008	3843.28	3888.00	-44.72	LT	Y F
28.1210 TEMPLETON FOREIGN EQUITY FUND INSTITUTIO - 880210505 - MINOR = 62							
SOLD		06/17/2014	664.22				
ACQ	28.1210	05/13/2004	664.22	461.47	202.75	LT	Y F
88.9680 THIRD AVENUE GLBL REIT - 884116401 - MINOR = 62							
SOLD		06/17/2014	2800.73				
ACQ	88.9680	02/21/2013	2800.73	2306.05	494.68	LT	F
24.0000 US BANCORP DEL NEW - 902973304 - MINOR = 50							
SOLD		06/17/2014	1030.29				
ACQ	24.0000	12/11/2013	1030.29	940.56	89.73	ST	C
4.0000 UNITED TECHNOLOGIES CORP. - 913017109 - MINOR = 50							
SOLD		06/17/2014	467.43				
ACQ	4.0000	06/30/2008	467.43	248.46	218.97	LT	Y F
6.0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 50							
SOLD		06/17/2014	467.33				
ACQ	6.0000	04/12/2013	467.33	378.40	88.93	LT	F
214.6210 VANGUARD INTERNATIONAL EXPLORER FUND - 921946208 - MINOR = 62							
SOLD		06/17/2014	4180.83				
ACQ	214.6210	02/21/2013	4180.83	3298.73	882.10	LT	F
39.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 50							
SOLD		06/17/2014	2006.11				
ACQ	39.0000	08/06/2007	2006.11	1371.82	634.29	LT	Y F
205.8950 WILLIAM BLAIR EMERGING MKTS SMALL CAP GR - 969251842 - MINOR = 62							
SOLD		06/17/2014	1401.38				
ACQ	205.8950	12/13/2013	1401.38	3049.30	352.08	ST	C
21.0000 ACCENTURE - G1151C101 - MINOR = 55							
SOLD		06/17/2014	1732.46				
ACQ	21.0000	09/25/2007	1732.46	800.85	931.61	LT	Y F
58.0000 PETSMART - 716768106 - MINOR = 50							
SOLD		06/24/2014	1439.69				
ACQ	58.0000	12/16/2011	1439.69	2917.73	521.96	LT	F
223.2300 FEDERAL NAT'L MORTGAGE ASSN II FOOL #001 - 31371K5U1 - MINOR = 35							
SOLD		06/25/2014	223.23				
ACQ	223.2300	02/14/2008	223.23	222.60	0.63	LT	Y F
457.7600 FEDERAL NAT R 2002-3 OG 6% 02/25/2017 - 31392BVK9 - MINOR = 36							
SOLD		06/25/2014	457.76				
ACQ	457.7600	06/07/2004	457.76	473.21	-15.45	LT	Y F
TOTALS			1985095.41	1454128.56			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-2.82	0.00	512669.79	0.00	0.00	0.00*
COVERED FROM ABOVE	4564.65	0.00	13735.24	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	6794.54			0.00
	4561.83	0.00	533199.57	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	-2.82	0.00	512669.79	0.00	0.00	0.00*
COVERED FROM ABOVE	4564.65	0.00	13735.24	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	6794.54			0.00
	4561.83	0.00	533199.57	0.00	0.00	0.00
* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE						

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
ILLINOIS	N/A	N/A