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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.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation  
**THE KARNES MEMORIAL FUND  
BLUESTEM NAT'L BANK, TRUSTEE**

Number and street (or P O box number if mail is not delivered to street address)  
**606 WEST OAK ST., P.O. BOX 288**

City or town, state or province, country, and ZIP or foreign postal code  
**FAIRBURY, IL 61739**

A Employer identification number  
**37-6243213**

B Telephone number  
**(815) 692-2302**

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

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 foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 3,492,092.** (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		165.	165.		STATEMENT 1
4 Dividends and interest from securities		18,441.	18,441.		STATEMENT 2
5a Gross rents		125,340.	125,340.		STATEMENT 3
b Net rental income or (loss) 75,392.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		3,799.			
b Gross sales price for all assets on line 6a 3,799.					
7 Capital gain net income (from Part IV, line 2)			3,799.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		39.	39.		STATEMENT 5
12 Total Add lines 1 through 11		147,784.	147,784.		
13 Compensation of officers, directors, trustees, etc		7,985.	0.		7,985.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legatees 6		4,300.	0.		4,300.
b Accounting fees 7		12,999.	0.		12,999.
c Other professional fees					
17 Interest					
18 Taxes 8		9,491.	8,453.		15.
19 Depreciation and depletion		217.	217.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9		41,378.	41,378.		0.
24 Total operating and administrative expenses Add lines 13 through 23		76,370.	50,048.		25,299.
25 Contributions, gifts, grants paid		81,400.			81,400.
26 Total expenses and disbursements Add lines 24 and 25		157,770.	50,048.		106,699.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-9,986.			
b Net investment income (if negative, enter -0-)			97,736.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 21 2015

Revenue

Operating and Administrative Expenses

**THE KARNES MEMORIAL FUND**  
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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	60,790.	36,742.	36,742.
	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 Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ <b>632,052.</b> Less accumulated depreciation <b>STMT 10</b> ▶ <b>10,677.</b>	621,592.	621,375.	2,885,964.
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 11</b>	463,854.	478,133.	569,386.
	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 I)	<b>1,146,236.</b>	<b>1,136,250.</b>	<b>3,492,092.</b>	
<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)	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,146,236.	1,136,250.	
30 <b>Total net assets or fund balances</b>	<b>1,146,236.</b>	<b>1,136,250.</b>		
31 <b>Total liabilities and net assets/fund balances</b>	<b>1,146,236.</b>	<b>1,136,250.</b>		

**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)	1,146,236.
2 Enter amount from Part I, line 27a	-9,986.
3 Other increases not included in line 2 (itemize) ▶ _____	0.
4 Add lines 1, 2, and 3	1,136,250.
5 Decreases not included in line 2 (itemize) ▶ _____	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,136,250.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a CAPITAL GAIN DISTRIBUTIONS - VANGUARD</b>	P	VARIOUS	12/31/14
<b>b CAPITAL GAIN DISTRIBUTIONS - WASHINGTON</b>			
<b>c MUTUAL</b>	P	VARIOUS	12/31/14
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 492.			492.
<b>b</b>			
<b>c</b> 3,307.			3,307.
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			492.
<b>b</b>			
<b>c</b>			3,307.
<b>d</b>			
<b>e</b>			

<b>2</b> 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	3,799.
<b>3</b> 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))
2013	108,371.	2,277,660.	.047580
2012	109,855.	2,160,544.	.050846
2011	107,176.	2,161,186.	.049591
2010	100,148.	2,151,263.	.046553
2009	66,503.	2,109,588.	.031524

<b>2</b> Total of line 1, column (d)	2	.226094
<b>3</b> 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	.045219
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,438,683.
<b>5</b> Multiply line 4 by line 3	5	155,494.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	977.
<b>7</b> Add lines 5 and 6	7	156,471.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	106,699.

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.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,955.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	1,955.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
<b>5</b> Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	1,955.
<b>6</b> Credits/Payments:		
<b>a</b> 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,040.
<b>b</b> Exempt foreign organizations - tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d	7	1,040.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b> Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	915.
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
<b>11</b> Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
<b>8b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>THOMAS BRUCKER</u> Telephone no ► <u>(815) 692-2302</u> Located at ► <u>606 WEST OAK ST., FAIRBURY, IL</u> ZIP+4 ► <u>61739</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	N/A
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
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 2014 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 2014) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
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 2014?	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 4945(d)(4)(A)? (see instructions)  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)?  Yes  No  
 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?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS L. LADEAIROUS 101 WEST CHESTNUT STREET FAIRBURY, IL 61739	TRUSTEE 5.00	0.	0.	0.
REV. KIM ERNST 801 NORTH FIRST STREET FAIRBURY, IL 61739	CHAIRMAN 5.00	0.	0.	0.
BLUESTEM NATIONAL BANK 104 EAST LOCUST STREET FAIRBURY, IL 61739	TRUSTEE 0.00	0.	0.	0.
LYNN METZ 1264 EAST 1900 NORTH ROAD ROBERTS, IL 60962	TRUSTEE 5.00	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 VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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 SCHOLARSHIPS	81,400.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	556,319.
b	Average of monthly cash balances	1b	48,766.
c	Fair market value of all other assets	1c	2,885,964.
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,491,049.
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	3,491,049.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,366.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,438,683.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	171,934.

**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	171,934.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,955.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,955.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	169,979.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	169,979.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	169,979.

**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	106,699.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	106,699.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	106,699.

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

Form 990-PF (2014)

**THE KARNES MEMORIAL FUND  
BLUESTEM NAT'L BANK, TRUSTEE**

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

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				169,979.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			105,664.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 106,699.				
a Applied to 2013, but not more than line 2a			105,664.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,035.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				168,944.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

THE KARNES MEMORIAL FUND

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶ \_\_\_\_\_
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE**

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

- SEE STATEMENT 12**
- 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:

THE KARNES MEMORIAL FUND  
 BLUESTEM NAT'L BANK, TRUSTEE

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**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>				
SEE ATTACHED SCHEDULE	NONE	I	SCHOLARSHIPS	81,400.
<b>Total</b>			▶ 3a	81,400.
b <i>Approved for future payment</i>				
NONE				
<b>Total</b>			▶ 3b	0.





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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BLUESTEM NATIONAL BANK	154.	154.	
STEFFEN FARM ACCOUNT	11.	11.	
TOTAL TO PART I, LINE 3	165.	165.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLUESTEM NATIONAL BANK	18,441.	0.	18,441.	18,441.	
TO PART I, LINE 4	18,441.	0.	18,441.	18,441.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARM	1	125,340.
TOTAL TO FORM 990-PF, PART I, LINE 5A		125,340.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		217.	
PESTICIDES		10,083.	
SEED		6,080.	
MACHINE HIRE		635.	
DRYING		3,373.	

INSURANCE		1,375.	
PROPERTY TAXES		8,453.	
PAYMENT TO FARM TENANT		19,732.	
	- SUBTOTAL -	1	49,948.
TOTAL RENTAL EXPENSES			49,948.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			75,392.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIQUIDATION PROCEEDS	39.	39.	
TOTAL TO FORM 990-PF, PART I, LINE 11	39.	39.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,300.	0.		4,300.
TO FM 990-PF, PG 1, LN 16A	4,300.	0.		4,300.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	12,999.	0.		12,999.
TO FORM 990-PF, PG 1, LN 16B	12,999.	0.		12,999.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS FILING FEE	15.	0.		15.
FEDERAL EXCISE TAX	1,023.	0.		0.
PROPERTY TAXES	8,453.	8,453.		0.
TO FORM 990-PF, PG 1, LN 18	9,491.	8,453.		15.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	100.	100.		0.
PESTICIDES	10,083.	10,083.		0.
SEED	6,080.	6,080.		0.
MACHINE HIRE	635.	635.		0.
DRYING	3,373.	3,373.		0.
INSURANCE	1,375.	1,375.		0.
PAYMENT TO FARM TENANT	19,732.	19,732.		0.
TO FORM 990-PF, PG 1, LN 23	41,378.	41,378.		0.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
NEW TILE	6,605.	6,605.	0.
LAND	620,411.	0.	620,411.
FULLY DEPRECIATED TILE	1,785.	1,785.	0.
NEW TILE	1,650.	1,485.	165.
NEW TILE	1,601.	802.	799.
TOTAL TO FM 990-PF, PART II, LN 11	632,052.	10,677.	621,375.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	478,133.	569,386.
TOTAL TO FORM 990-PF, PART II, LINE 13		478,133.	569,386.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE KARNES MEMORIAL FUND BOARD OF GOVERNORS  
P.O. BOX 302  
FAIRBURY, IL 61739

TELEPHONE NUMBER

(815)692-2302

FORM AND CONTENT OF APPLICATIONS

GENERAL BACKGROUND, SCHOOL/COMMUNITY ACTIVITIES & PARENTS' FINANCIAL ANALYSIS MUST BE SUBMITTED

ANY SUBMISSION DEADLINES

MARCH 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE GRADUATE OF PRAIRIE CENTRAL COMMUNITY UNIT SCHOOL DISTRICT #8, WHICH SERVES FAIRBURY, FORREST, & CHATSWORTH, IL

**High School Recipients**  
**2014-2015 Academic Year**

<b><u>Name and Address</u></b>	<b><u>August 15</u></b>	<b><u>December 15</u></b>	<b><u>Total</u></b>
Dustin M. Allen 104 West Amber Drive Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Alex M. Brauman 605 West Pine Street Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Laura K. Crane 26670 East 820 North Road Forrest, Illinois 61741	450.00	450.00 ✓	900.00
Cole L. Fairley 809 North First Street Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Lindsay J. Folwell 308 East John Street Forrest, Illinois 61741	200.00	200.00 ✓	400.00
Carter R. Frambes 411 East Walnut Street Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Matt C. Hartke 10 Carter Drive Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Philip J. Hartman 22148 East 400 North Road Fairbury, Illinois 61736	200.00	200.00 ✓	400.00
Erin E. Ifft 26436 East 1000 North Road Forrest, Illinois 61741	450.00	450.00 ✓	900.00
Kieran M. Krenz 617 McClellan Chenoa, Illinois 61739	550.00	550.00 ✓	1,100.00

<u>Name and Address</u>	<u>August 15</u>	<u>December 15</u>	<u>Total</u>
Adam L. Livezey 100 Florence Avenue Chenoa, Illinois 61726	200.00	200.00 ✓	400.00
Sydneigh C. Lowery 403 East Ash Street Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Mariah J. McCasky 29960 East 400 North Road Strawn, Illinois 61775	200.00	200.00 ✓	400.00
Heidi N. Maier 4084 North 2200 East Road Forrest, Illinois 61741	450.00	450.00 ✓	900.00
John E. Malone 602 South Division Chenoa, Illinois 61726	450.00	450.00 ✓	900.00
Seth R. Miller 11135 North 2300 East Road Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Mariah L. Moore 10739-451 North 1300 East Road Chenoa, Illinois 61726	450.00	450.00 ✓	900.00
Bryce A. Nowak 103 Lakeview Drive Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Kati A. Rudin 31286 East 900 North Road Chatsworth, Illinois 60921	200.00	200.00 ✓	400.00
Thane C. Schaffer 321 South Center Street Forrest, Illinois 61741	200.00	200.00 ✓	400.00
Andrew J. Schuler 26227 East 3000 North Road Chenoa, Illinois 61726	450.00	450.00 ✓	900.00

<u>Name and Address</u>	<u>August 15</u>	<u>December 15</u>	<u>Total</u>
Shania N. Scurlock 210 North Clay Street Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Edward R. Shafer 534 South Fifth Street Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Emily J. Shiflett 804 North Jackson Street Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Jonah T. Somers 316 West Watson Street Forrest, Illinois 61741	450.00	450.00 ✓	900.00
Kenadee R. Stork 28687 East 1200 North Road Forrest, Illinois 61741	450.00	450.00 ✓	900.00
Kendra N. Travis 510 East Ash Street Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Morgan A. Vaughan 608 North Second Street Fairbury, Illinois 61739	200.00	200.00 ✓	400.00
Jacob E. Wessels 12515 North 2300 East Road Fairbury, Illinois 61739	450.00	450.00 ✓	900.00
Camden D. Yoder 33884 East 1200 North Road Chatsworth, Illinois 60921	200.00	200.00 ✓	400.00
<b>Total</b>	<b>\$10,100.00</b>	<b>\$10,100.00</b>	<b>\$20,200.00</b>

**College Recipients**  
**2014-2015 Academic Year**

<u>Name and Address</u>	<u>August 15</u>	<u>December 15</u>	<u>Total</u>
Sabin R. Brummitt 40387 East 2300 North Road Cropsey, Illinois 61731	250.00	250.00 ✓	500.00
Alexander L. Diller 213 East Sycamore Street Chatsworth, Illinois 60921	2,000.00	2,450.00 ✓	4,450.00
Lucas M. Diller 307 North First Street Chatsworth, Illinois 60921	1,375.00	1,825.00 ✓	3,200.00
Heidi J. Edelman 1494 North 2900 East Road Strawn, Illinois 61775	1,375.00	1,825.00 ✓	3,200.00
Micaela G. Fosdick 31507 North 2460 East Road Chenoa, Illinois 61726	1,375.00	1,825.00 ✓	3,200.00
Claire E. Hammer 7377 North 2200 East Road Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00
Emily G. Heiser 10649 North 2400 East Road Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00
Brianna M. Ifft 26436 East 1000 North Road Forrest, Illinois 61741	1,375.00	1,825.00 ✓	3,200.00
Allyn G. Krenz 617 McClellan Street Chenoa, Illinois 61726	1,500.00	1,950.00 ✓	3,450.00
Camden P. Krenz 617 McClellan Street Chenoa, Illinois 61726	400.00	400.00 ✓	800.00

<u>Name and Address</u>	<u>August 15</u>	<u>December 15</u>	<u>Total</u>
Lucas R. Krippel 707 North Third Street Fairbury, Illinois 61739	.00	.00	.00
Ethan L. McPherson 211 South Fourth Street Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00
Amber D. McReynolds 406 West Elm Street Fairbury, Illinois 61739	2,000.00	2,450.00 ✓	4,450.00
Joshua M. McWilliams 706 East Ash Street Fairbury, Illinois 61739	250.00	250.00 ✓	500.00
Maci L. Oelschlager 39 Lakeview Drive Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00
Amanda C. Razo 710 East Elm Street Fairbury, Illinois 61739	250.00	250.00 ✓	500.00
Emily J. Rieger 121 West Martin Street Forrest, Illinois 61741	2,000.00	2,450.00 ✓	4,450.00
Evan P. Rieger 36 Pleasant View Drive Forrest, Illinois 61741	1,375.00	1,825.00 ✓	3,200.00
Tami P. Steffen 4650 North 2020 East Road Fairbury, Illinois 61739	250.00	250.00 ✓	500.00
Kimberly J. Wenger 6444 North 2400 East Road Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00

<u>Name and Address</u>	<u>August 15</u>	<u>December 15</u>	<u>Total</u>
Abram L. Zehr 3617 North 2300 East Road Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00
Thane E. Zehr 3283 North 2300 East Road Fairbury, Illinois 61739	1,375.00	1,825.00 ✓	3,200.00
Betsy J. Zimmerman 2913 Kingsbury Court Bloomington, Illinois 61704	1,375.00	1,825.00 ✓	3,200.00
	26,775.00	34,425.00	61,200.00