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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or **Section 4947(a)(1) Nonexempt Charitable Trust**
Treated as a Private Foundation

OMB No. 1545-0052

2008

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

For calendar year 2008, or tax year beginning

, and ending

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation State Farm Companies Foundation		A Employer identification number 36-6110423
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. Box 2321, FSS Tax Filing		B Telephone number (see page 10 of the instructions) (309) 766-3313
	City or town, state, and ZIP code Bloomington IL 61702-2321		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 11,147,399			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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) (see page 11 of the instructions).)		(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 (attach schedule)	17,839,886			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	382,683	382,683		
4	Dividends and interest from securities				
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		14,209,656		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-18,522			
12	Total. Add lines 1 through 11	18,204,047	14,592,339		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	139,265	229		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	145,921			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	285,186	229		
25	Contributions, gifts, grants paid	20,295,644			20,295,644
26	Total expenses and disbursements. Add lines 24 and 25	20,580,830	229		20,295,644
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-2,376,783			
b	Net investment income (if negative, enter -0-)		14,592,110		
c	Adjusted net income (if negative, enter -0-)				

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

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	3,422,597	3,070,761	3,070,761
2 Savings and temporary cash investments	9,402,611	7,575,348	7,575,348
3 Accounts receivable ▶ 1,290			
Less: allowance for doubtful accounts ▶	1,211	1,290	1,290
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	500,000	500,000	500,000
c Investments—corporate bonds (attach schedule)			
11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
14 Land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	13,326,419	11,147,399	11,147,399
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
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	13,326,419	11,147,399	
30 Total net assets or fund balances (see page 17 of the instructions)	13,326,419	11,147,399	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,326,419	11,147,399	

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	13,326,419
2 Enter amount from Part I, line 27a	2	-2,376,783
3 Other increases not included in line 2 (itemize) ▶ Capital Gain on Investments	3	197,763
4 Add lines 1, 2, and 3	4	11,147,399
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,147,399

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Common Stock, 3,351,800 shares of AMLIN PLC		D	2/4/2002	Various 2008
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 18,037,649		3,827,993	14,209,656	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			14,209,656	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	14,209,656	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(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))
2007	19,520,062	16,275,221	1.199373
2006	19,612,613	18,336,242	1.069609
2005	20,269,093	17,271,786	1.173538
2004	19,856,414	16,885,199	1.175966
2003	17,646,840	21,589,873	0.817367
2 Total of line 1, column (d)		2	5.435853
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	1.087171
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5		4	17,176,201
5 Multiply line 4 by line 3		5	18,673,468
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	145,921
7 Add lines 5 and 6		7	18,819,389
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 on page 18.		8	20,295,644

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	145,921	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2		
3 Add lines 1 and 2		3	145,921	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	145,921	
6 Credits/Payments.				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	147,211		
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	147,211		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,290		
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 1,290 Refunded	11			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		x
c Did the foundation file Form 1120-POL for this year?		x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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	
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? 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

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ Dale Egeberg	Telephone no. ▶ 309-766-2219		
Located at ▶ One State Farm Plaza Bloomington IL		ZIP+4 ▶ 61710-0001		
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		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	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. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008.)	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 2008?	4b	X

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)? (see page 22 of the 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 inRegulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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? ☐ 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 ☒ NoIf you answered "Yes" to 6b, also file Form 8870. **6b** ☒**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? ☐ Yes ☒ No **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Exhibit #5		None	None	None

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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

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 Not Applicable	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

	Amount
1 Not Applicable	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	16,937,768
c	Fair market value of all other assets (see page 24 of the instructions)	1c	500,000
d	Total (add lines 1a, b, and c)	1d	17,437,768
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	17,437,768
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	261,567
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	17,176,201
6	Minimum investment return. Enter 5% of line 5	6	858,810

Part XI Distributable Amount (see page 25 of the 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	858,810
2a	Tax on investment income for 2008 from Part VI, line 5	2a	145,921
b	Income tax for 2008. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	145,921
3	Distributable amount before adjustments Subtract line 2c from line 1	3	712,889
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	712,889
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	712,889

Part XII Qualifying Distributions (see page 25 of the 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	20,295,644
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	20,295,644
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	145,921
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,149,723

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				712,889
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20 <u>04</u> , 20 <u>05</u> , 20 <u>06</u>				
3 Excess distributions carryover, if any, to 2008.				
a From 2003 16,574,324				
b From 2004 19,336,940				
c From 2005 19,714,768				
d From 2006 19,075,111				
e From 2007 18,980,161				
f Total of lines 3a through e	93,681,304			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>20,295,644</u>				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				712,889
e Remaining amount distributed out of corpus	19,582,755			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	113,264,059			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	16,574,324			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	96,689,735			
10 Analysis of line 9				
a Excess from 2004 19,336,940				
b Excess from 2005 19,714,768				
c Excess from 2006 19,075,111				
d Excess from 2007 18,980,161				
e Excess from 2008 19,582,755				

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>				
Individual - Exhibit 7		N/A	Exhibit 7, Page 1 of 10	50,000
Organization - Exhibit 7		See Note On	Exhibit 7, Page 10 of 10	20,245,644
Total			▶ 3a	20,295,644
b <i>Approved for future payment</i>				
Organization - Exhibit 8		See Note On	Exhibit 8	12,706,825
Total			▶ 3b	12,706,825

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2008

Name of the organization

Employer identification number

State Farm Companies Foundation

36-6110423

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

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

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990. These instructions will be issued separately.

(HTA)

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization State Farm Companies Foundation	Employer identification number 36-6110423
---	--

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	State Farm Mutual Automobile Insurance Company One State Farm Plaza Bloomington IL 61710-0001 Foreign State or Province: _____ Foreign Country: _____	\$ 17,839,886	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

State Farm Companies Foundation

Employer identification number

36-6110423

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Common Stock, 3,000,000 shares of Amlin PLC	\$ 15,810,000	2/21/2008
	Common Stock, 351,800 shares of Amlin PLC	\$ 2,029,886	2/26/2008
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Employer identification number

36-6110423

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) **▶ \$**

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>
	<div> <div></div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div> </div>		
	<div> <div></div> <div></div> <div></div> </div> <div> <div>For Prov.</div> <div>Country</div> </div>	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>
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	<div> <div></div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div> </div>		
	<div> <div></div> <div></div> <div></div> </div> <div> <div>For Prov.</div> <div>Country</div> </div>	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>
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	<div> <div></div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div> </div>		
	<div> <div></div> <div></div> <div></div> </div> <div> <div>For Prov.</div> <div>Country</div> </div>	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>
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	<div> <div></div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div> </div>		
	<div> <div></div> <div></div> <div></div> </div> <div> <div>For Prov.</div> <div>Country</div> </div>	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>
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	<div> <div></div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div> </div>		
	<div> <div></div> <div></div> <div></div> </div> <div> <div>For Prov.</div> <div>Country</div> </div>	<div> <div></div> <div></div> <div></div> </div>	<div> <div></div> <div></div> <div></div> </div>

Line 11 (990-PF) - Other Income

Exhibit #1

		-18,522		
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Foreign Exchange Adjustment	-18,522		
2				
3				
4				
5				
6				
7				
8				
9				
10				

State Farm Companies Foundation
36-06110423
FORM 990-PF, 2008
Line 990 PF Other Fees

Page 1, line 16

Line 990 PF Other Fees

	(a) Revenue and Expense per books	(b) Net Investment Income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Custody Fees	229	229	-	-
Outsourcing Fees	130,716	-	-	-
Scholarship Administration Fees	8,200	-	-	-
Filing Fees and Other Expenses	120	-	-	-
	139,265	229	-	-

Line 18 (990-PF) - Taxes

Exhibit #3

		145,921			
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	145,921			
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

STATE FARM COMPANIES FOUNDATION

2008

FORM 990-PF

36-6110423

PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

	<u>SHARES</u>	<u>FMV/SHARE @ 12/31/2007</u>	<u>FMV</u>
One United Bank Perpetual Preferred Stock	5,000	100 00	<u>\$500,000.00</u>
			<u>\$500,000.00</u>

Form 990-PF, 2008
State Farm Companies Foundation
36-6110423

Part VIII, Line 1
Foundation Managers
As of December 31, 2008

Edward B. Rust Jr.; Chairman of the Board, President
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Barbara Cowden; Vice President and Secretary
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Willie Brown; Vice President
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Mike Fernandez; Vice President - Programs
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Michael Tipsord; Vice President and Treasurer
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Don Heltner, Vice President – Fixed Income
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Dale Egeberg, Assistant Treasurer
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation

Brian Boyden, Assistant Secretary
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation

Kellie Clapper, Assistant Secretary
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation

Kristy Funk; Assistant Secretary
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Karen Mayfield; Assistant Secretary
One State Farm Plaza, Bloomington, Illinois 61710
Devotes time necessary to proper administration of Foundation
No compensation.

Dr. W.H. Knight, Jr.; Director
3730 42nd Ave. South
Seattle, WA 98144
Devotes time necessary to proper administration of Foundation
No compensation.

Dr. Susan Phillips; Director
The George Washington University
2201 G Street NW, Suite 660
Washington, DC 20052
Devotes time necessary to proper administration of Foundation
No compensation.

State Farm Companies Foundation
December 31, 2008
Form 990-PF
36-6110423
Part XV, Line 2

A. The name, address, and telephone number of the person to whom application should be addressed:

Kristy Funk
(309) 766-8977
State Farm Companies Foundation
One State Farm Plaza
Bloomington, Illinois 61710

B. Form in which applications should be submitted and information and materials they should include:

Foundation Scholarship Program	- Specific entry form
Doctoral Program	- Specific application form Grade transcripts Three recommendation letters Doctoral dissertation proposal
Matching Gift Program	- Specific application form
Good Neighbor Grant Program	- Specific application form

C. Submission deadlines:

Foundation Scholarship Program	- February 28 each year
Doctoral Program	- March 31 each year
Matching Gift Program	- One year after date of contribution
Good Neighbor Grant Program	- March 31 for previous year's volunteer hours

D. Restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Foundation Scholarship Program

- Parents and legal guardians must be a State Farm Company employee, agent, or retiree.

Doctoral Program

- Must be a U.S. citizen, have completed a major portion of coursework, enrolled in a graduate-degree program, have an approved proposal

Matching Gift Program

- Must be two or four-year or above degree, granting U.S. accredited college or university.

Good Neighbor Grant Program

- Must volunteer at least 40 hours a year to a qualified nonprofit organization, public or private school, or government municipality.

State Farm Companies Foundation
36-06110423
FORM 990-PF, 2007

Doctoral Dissertation on Insurance and Business

Individuals:	
Lakshmi Ramarajan	10,000 00
Colin Fisher	10,000 00
Nathanael Fast	10,000 00
Carol Friedland	10,000.00
Kevin Gatzlaff	<u>10,000 00</u>
Total Individuals:	50,000 00

Note: None of the above individuals were related to the Foundation Manager or Substantial Contributor

State Farm Companies Foundation
36-06110423
FORM 990-PF, 2008

Note: The organizations listed below are not private foundations. They are either public charities, educational institutions, or divisions of state and local governments.

Doctoral Awards

University of Pennsylvania	Philadelphia, PA	3,000 00
Harvard University	Boston, MA	3,000 00
Stanford University	Stanford, CA	3,000 00
Louisiana State University	Baton Rouge, LA	3,000 00
Florida State University	Tallahassee, FL	3,000 00
Total Doctoral Awards		15,000 00

Other Education Awards

Academy for Educational Development	Washington, DC	500,000 00
American Indian College Fund	Denver, CO	37,500 00
America's Promise	Alexandria, VA	1,000,000.00
Bloomington Public Schools, District 87	Bloomington, IL	40,000.00
Boys and Girls Club of Bloomington	Bloomington, IL	15,000 00
BroMenn Foundation	Normal, IL	500,000.00
Chicago Public Education Fund	Chicago, IL	150,000 00
Corporation for National and Community Services	Washington, DC	56,750.00
Education Commission of the States	Denver, CO	334,217.00
Eureka College	Eureka, IL	15,000 00
Foundation Center	New York, NY	5,000.00
George Mason University	Arlington, VA	20,000 00
Heartland Community College	Normal, IL	5,000 00
Hispanic Scholarship Fund	San Francisco, CA	71,875 00
Home Sweet Home Ministries, Inc.	Bloomington, IL	150,000.00
Howard University	Washington, DC	100,000.00
Illinois Prairie Community Foundation	Bloomington, IL	100,000 00
Illinois State University	Normal, IL	719,300.00
Illinois Wesleyan University	Bloomington, IL	1,100,300.80
International Center for Innovation in Civic Participation	Washington, DC	50,000 00
Jobs for America's Graduates Inc	Alexandria, VA	10,000.00
Kipp Foundation	San Francisco, CA	50,000 00
McLean County Unit District No. 5	Normal, IL	105,000.00
McLean County Community Compact Inc	Bloomington, IL	11,546 00
National Dialogue on Cancer	Washington, DC	500,000.00
National Merit Scholarship Corporation	Chicago, IL	1,904,610.00
National School Boards Association Inc	Alexandria, VA	100,000.00
National Youth Leadership Council	Saint Paul, MN	1,759,750.00
Operation Respect, Inc	New York, NY	35,000 00
Public Education Network	Washington, DC	50,000 00
Society of Actuaries	Schaumburg, IL	4,200.00
Society of Manufacturing Engineers	Dearborn, MI	130,000.00
Tri County Urban League	Peoria, IL	100,000.00
University of Illinois	Champaign, IL	355,000.00
YMCA of Bloomington-Normal	Bloomington, IL	500,000 00
Youth Service America	Washington, DC	1,750,000 00
Total Other Education Awards		12,335,048 80

United Way

Ada Regional United Way, Inc.	Ada, OK	154.00
Aloha United Way	Honolulu, HI	1,870.00
Aransas County United Way	Rockport, TX	22 00
Brown County United Way	Brownwood, TX	22.00
Brown County United Way	Green Bay, WI	198 00
Cape Fear Area United Way	Wilmington, NC	418 00
Capital Area United Way	East Lansing, MI	110 00

Capital Area United Way	Baton Rouge, LA	7,480 00
Catawba County United Way	Hickory, NC	264 00
Cedar Valley United Way	Waterloo, IA	352 00
Centre County United Way	State College, PA	110 00
Cowlitz County United Way	Longview, WA	22.00
Crow Wing County United Way	Brainerd, MN	88 00
Curry County United Way	Clovis, NM	44 00
Del Rio Val Verde County United Way	Del Rio, TX	22 00
Du Bois Area United Way	Du Bois, PA	176.00
Erath County United Way	Stephenville, TX	44.00
Finney County United Way	Garden City, KS	176 00
Fond Du Lac Area United Way, Inc.	Fond Du Lac, WI	44 00
Foothills United Way	Boulder, CO	154 00
Geneva Lakes Area United Way,	Lake Geneva, WI	176 00
Great Rivers United Way, Inc	Onalaska, WI	198.00
Greater Douglas United Way	Roseburg, OR	44.00
Greater Gallatin United Way	Bozeman, MT	220 00
Greater Kalamazoo United Way	Kalamazoo, MI	15,620.00
Greater Longview United Way	Longview, TX	440.00
Greater Mankato Area United Way, Inc.	Mankato, MN	440 00
Greater Twin Cities United Way	Minneapolis, MN	10,340 00
Greater Valdosta United Way, Inc	Valdosta, GA	132.00
Guadalupe County United Way	Seguin, TX	44.00
Harrison County United Way	Marshall, TX	66.00
Harvey County United Way	Newton, KS	44 00
Hawaii Island United Way, Inc.	Hilo, HI	66 00
Heart of Arkansas United Way	Little Rock, AR	3,608 00
Heart of Florida United Way	Orlando, FL	5,698.00
Heart of Illinois United Way	Peoria, IL	1,980.00
Heart of Kentucky United Way	Danville, KY	220 00
Heart of Missouri United Way	Columbia, MO	28,092 00
Heart of the Ozarks United Way	West Plains, MO	66 00
Heart of West Michigan United Way	Grand Rapids, MI	3,278 00
Heartland United Way, Inc.	Grand Island, NE	308 00
Henderson County United Way	Athens, TX	22 00
Henry County United Way, Inc.	Clinton, MO	22.00
Heritage United Way	Manchester, NH	792 00
Hopkins County United Way	Sulphur Springs, TX	176 00
Hutchinson Area United Way	Stop Payment	-66.00
Hutchinson Area United Way	Hutchinson, MN	66 00
Inland Empire United Way	Rancho Cucamonga, CA	6,160.00
Johnson City Area United Way	Johnson City, TN	242 00
Johnson County United Way	Warrensburg, MO	22.00
Kenai Peninsula United Way	Kenai, AK	22.00
Lake Area United Way	Hammond, IN	1,254.00
Lake Area United Way, Inc.	Muskogee, OK	132.00
Lubbock Area United Way, Inc	Lubbock, TX	1,188.00
Marshall United Way	Marshall, MI	66 00
Matagorda County United Way	Big City, TX	22.00
Maui United Way	Wailuku, HI	88 00
Mesa United Way	Mesa, AZ	44 00
Metro United Way	Louisville, KY	572 00
Metro United Way	Louisville, KY	1,100 00
Mid-Plains United Way, Inc.	North Platte, NE	176.00
Missouri Slope Areawide United Way	Bismarck, ND	198 00
Montgomery County United Way	The Woodlands, TX	220 00
Nacogdoches Area United Way	Nacogdoches, TX	44.00
Nolan County United Way	Sweetwater, TX	44 00
Norfolk Area United Way, Inc.	Norfolk, NE	66.00
North Texas Area United Way	Wichita Falls, TX	308.00
Orange Country's United Way	Irvine, CA	13,662.00
Otsego County United Way	Gaylord, MI	198.00
Pikes Peak United Way	Colorado Springs, CO	990.00
Pueblo County United Way, Inc.	Pueblo, CO	352 00
Rappahannock United Way	Fredericksburg, VA	374.00
River Region United Way	Montgomery, AL	968 00
Salina Area United Way	Salina, KS	286 00
San Juan United Way	Farmington, NM	44 00
Sedalia-Pettis County United Way	Sedalia, MO	22 00
Sioux Empire United Way, Inc.	Sioux Falls, SD	594.00
Somerset County United Way	Bridgewater, NJ	44.00
Souris Valley United Way	Minot, ND	44.00
South Milam County United Way	Rockdale, TX	22 00

South-Southwest Suburban United Way	Crestwood, IL	44 00
Southwest Colorado United Way	Durango, CO	110 00
Spokane County United Way	Spokane, WA	1,364 00
St. John United Way	Reserve, LA	44 00
St. Landry-Evangeline United Way	Opelousas, LA	22.00
Stillwater Area United Way, Inc.	Stillwater, OK	154.00
Streator Area United Way	Streator, IL	154.00
Terrell/Kaufman United Way	Terrell, TX	88 00
The Piedmont United Way	Culpeper, VA	110 00
The United Way of Midland, Inc	Midland, TX	396 00
Thief River Falls Area United Way	Thief River Falls, MN	44 00
Tioga United Way Inc.	Owego, NY	22.00
Triangle United Way	Research Triangle Park, NC	2,728 00
Trident United Way	North Charleston, SC	1,540 00
Tulsa Area United Way	Tulsa, OK	22,748 00
Twin County United Way	Lewiston, ID	66 00
United Way - Thomas Jefferson Area	Charlottesville, VA	32,186.00
United Way California Capital Region	Sacramento, CA	1,254.00
United Way Capital Area	Austin, TX	17,006 00
United Way Dixie	St. George, UT	88 00
United Way for South Louisiana	Houma, LA	198 00
United Way for the Greater New Orleans Area	New Orleans, LA	5,126.00
United Way Horry County, Inc	Conway, SC	792.00
United Way of 1000 Lakes	Grand Rapids, MN	22.00
United Way of Abilene	Abilene, TX	462 00
United Way of Acadiana	Lafayette, LA	1,254 00
United Way of Adair County	Kirksville, MO	22 00
United Way of Adams County	Decatur, IN	22 00
United Way of Adams County	Gettysburg, PA	22 00
United Way of Albany County	Centennial, WY	44.00
United Way of Alleghany County	Cumberland, MD	220.00
United Way of Allegheny County	Pittsburgh, PA	1,078 00
United Way of Allen County	Ft. Wayne, IN	880.00
United Way of Amaniillo and Canyon	Amarillo, TX	418 00
United Way of Anchorage	Anchorage, AK	1,166 00
United Way of Anderson County	Anderson, SC	110.00
United Way of Angelina County	Lufkin, TX	242.00
United Way of Armstrong County	Kittanning, PA	22 00
United Way of Asheville & Buncombe County	Asheville, NC	418 00
United Way of Athens and Limestone County	Athens, AL	22 00
United Way of Atlantic County	Galloway, NJ	66 00
United Way of Baldwin County	Foley, AL	44 00
United Way of Bartholomew County	Columbus, IN	132 00
United Way of Barton County	Great Bend, KS	88.00
United Way of Bartow County	Cartersville, GA	286 00
United Way of Beaumont and North Jefferson County	Beaumont, TX	418 00
United Way of Beaver County	Monaca, PA	44 00
United Way of Becker County	Detroit Lakes, MN	66 00
United Way of Bedford County	Bedford, PA	66 00
United Way of Bemidji Area	Bemidji, MN	198 00
United Way of Benton & Franklin Counties	Kennewick, WA	242 00
United Way of Benton County, Inc.	Lowell, AR	220.00
United Way of Bergin County	Paramus, NJ	154.00
United Way of Berkeley & Morgan Counties	Martinsburg, WV	154.00
United Way of Berks County	Reading, PA	154 00
United Way of Blair County	Altoona, PA	220 00
United Way of Bluegrass	Lexington, KY	1,056 00
United Way of Boone County	Madison, WV	154 00
United Way of Bourbon County	Fort Scott, KS	44 00
United Way of Brazoria County	Angleton, TX	198 00
United Way of Brevard County	Cocoa, FL	814 00
United Way of Broome County, Inc	Binghamton, NY	198 00
United Way of Broward County	Ft. Lauderdale, FL	8,184 00
United Way of Bucks County	Fairless Hills, PA	264 00
United Way of Buffalo & Erie County	Buffalo, NY	924.00
United Way of Burlington County	Rancocas, NJ	594 00
United Way of Butler County	Butler, PA	220.00
United Way of Butte and Anaconda	Butte, MT	44.00
United Way of Cache County	Logan, UT	44 00
United Way of Camden County	Camden, NJ	88.00
United Way of Capital Area Inc.	Hartford, CT	330.00
United Way of Cascade County	Great Falls, MT	132 00
United Way of Cass-Clay	Fargo, ND	352 00

United Way of Cayuga County	Auburn, NY	44.00
United Way of Cecil County	Elkton, MD	88 00
United Way of Central Missouri	Jefferson City, MO	154 00
United Way of Central & Southern Utah	Provo, UT	132 00
United Way of Central Alabama, Inc.	Birmingham, AL	28,424 00
United Way of Central Arkansas	Conway, AR	66 00
United Way of Central Carolina's	Charlotte, NC	2,640 00
United Way of Central Florida	Highland City, FL	36,762.00
United Way of Central Georgia, Inc.	Macon, GA	1,276.00
United Way of Central Illinois	Springfield, IL	110.00
United Way of Central Indiana	Indianapolis, IN	6,116 00
United Way of Central Iowa	Des Moines, IA	2,486.00
United Way of Central Jersey	Milltown, NJ	330.00
United Way of Central Louisiana	Alexandria, LA	440 00
United Way of Central Maryland	Baltimore, MD	5,918 00
United Way of Central Minnesota	St. Cloud, MN	748 00
United Way of Central New Mexico	Albuquerque, NM	2,640 00
United Way of Central New York	Syracuse, NY	880 00
United Way Of Central Ohio	Columbus, OH	6,446.00
United Way of Central Oklahoma, Inc.	Oklahoma City, OK	2,266.00
United Way of Central Texas	Temple, TX	132 00
United Way of Central Virginia	Lynchburg, VA	462 00
United Way of Central West Virginia	Charleston, WV	1,650 00
United Way of Champaign County	Champaign, IL	352.00
United Way of Charles County	Waldorf, MD	462 00
United Way of Charlotte County, Inc.	Port Charlotte, FL	242.00
United Way of Chattanooga	Chattanooga, TN	88 00
United Way of Chaves County	Roswell, NM	88.00
United Way of Chelan & Douglas Counties	East Wenatchee, WA	66 00
United Way of Chester County	West Chester, PA	242 00
United Way of Chittenden County Inc.	S. Burlington, VT	154 00
United Way of Cincinnati	Cincinnati, OH	2,464 00
United Way of Citrus County	Lecanto, FL	220 00
United Way of Clarion County	Clarion, PA	66 00
United Way of Clark County	Arkadelphia, AR	22 00
United Way of Cleveland-Bolivar County	Cleveland, MS	22 00
United Way of Clinton County	Frankfort, IN	66 00
United Way of Coastal Carolina	New Bern, NC	22 00
United Way of Coastal Georgia, Inc.	Brunswick, GA	110.00
United Way of Collier County, Inc.	Naples, FL	198 00
United Way of Columbia	Scappoose, OR	22 00
United Way of Columbia County	Bloomsburg, PA	22 00
United Way of Columbia County	El Dorado, AR	44 00
United Way of Comal County	New Braunfels, TX	44 00
United Way of Corinth & Alcom County	Corinth, MS	22.00
United Way of Cullman County	Cullman, AL	22 00
United Way of Cumberland County	Fayetteville, NC	484 00
United Way of Dane County, Inc.	Madison, WI	814.00
United Way of Decatur & Mid Illinois	Decatur, IL	2,068 00
United Way of Delaware	Wilmington, DE	2,222.00
United Way of Delaware County	Muncie, IN	286 00
United Way of Denton County	Denton, TX	2,508 00
United Way of Deschutes County	Bend, OR	220 00
United Way of Dodge City	Dodge City, KS	66.00
United Way of Douglas County	Lawrence, KS	22.00
United Way of Dutchess County	Poughkeepsie, NY	66 00
United Way of East Central Alabama, Inc.	Anniston, AL	22 00
United Way of East Central Iowa	Cedar Rapids, IA	748 00
United Way of East Mississippi and West Alabama	Meridian, MS	198 00
United Way of Eastern Maine	Bangor, ME	66.00
United Way of El Paso County	El Paso, TX	14,916 00
United Way of Elkhart County	Elkhart, IN	176 00
United Way of Enid & Northwest Oklahoma, Inc.	Enid, OK	66 00
United Way of Ene County	Erie, PA	132 00
United Way of Escambia County	Pensacola, FL	66.00
United Way of Escambia County, Inc.	Pensacola, FL	242 00
United Way of Essex and West Hudson	Newark, NJ	132.00
United Way of Etowah County	Gadsden, AL	110 00
United Way of Flathead, Lake, Lincoln Glacier & Sanders Counties	Kalispell, MT	88.00
United Way of Florence County	Florence, SC	220.00
United Way of Forsyth County	Cumming, GA	154.00
United Way of Forsyth County	Winston Salem, NC	924 00
United Way of Fort Smith Area, Inc.	Fort Smith, AR	154 00

United Way of Fox Cities, Inc.	Menasha, WI	594.00
United Way of Franklin County	Brookville, IN	66.00
United Way of Franklin County	Chambersburg, PA	132.00
United Way of Franklin County Association	Ottawa, KS	44.00
United Way of Franklin County, TX	Mount Vernon, TX	22.00
United Way of Frederick County	Frederick, MD	14,740.00
United Way of Fresno County	Fresno, CA	2,244.00
United Way of Galveston, Inc.	Galveston, TX	154.00
United Way of Garfield County	Glenwood Springs, CO	88.00
United Way of Garland County	Hot Springs, AR	264.00
United Way of Genesee County	Flint, MI	726.00
United Way of Gloucester County	Therefore, NJ	132.00
United Way of Grand Forks, East Grand Forks & Area	Grand Forks, ND	110.00
United Way of Grant County	Marion, IN	44.00
United Way of Grant County	Moses Lake, WA	44.00
United Way of Grayson County	Sherman, TX	352.00
United Way of Greater Capital Region	Albany, NY	27,852.00
United Way of Greater Chattanooga	Chattanooga, TN	374.00
United Way of Greater Cincinnati	Cincinnati, OH	22.00
United Way of Greater Cleveland	Cleveland, OH	2,244.00
United Way of Greater Dayton	Dayton, OH	352.00
United Way of Greater Duluth, Inc.	Duluth, MN	286.00
United Way of Greater Eau	Eau Claire, WI	396.00
United Way of Greater Fort Dodge, Inc.	Fort Dodge, IA	264.00
United Way of Greater Greensboro	Greensboro, NC	572.00
United Way of Greater Houston	Houston, TX	14,542.00
United Way of Greater Kansas City	Kansas City, MO	5,412.00
United Way of Greater Knoxville	Knoxville, TN	1,122.00
United Way of Greater Lafayette	Lafayette, IN	12,540.00
United Way of Greater LaPorte County	La Porte, IN	66.00
United Way of Greater Los Angeles	Los Angeles, CA	5,500.00
United Way of Greater Mercer	Lawrenceville, NJ	110.00
United Way of Greater Milwaukee	Milwaukee, WI	3,520.00
United Way of Greater New Haven	New Haven, CT	858.00
United Way of Greater Niles, Inc.	Niles, MI	44.00
United Way of Greater Oneida, Inc.	Oneida, NY	198.00
United Way of Greater Plymouth County	Brockton, MA	22.00
United Way of Greater Portland	Portland, ME	550.00
United Way of Greater Richmond & Petersburg	Richmond, VA	2,794.00
United Way of Greater Rochester, Inc.	Rochester, NY	3,564.00
United Way of Greater St. Joseph	St. Joseph, MO	198.00
United Way of Greater St. Louis	Swansea, IL	22.00
United Way of Greater St. Louis, Inc.	St. Louis, MO	14,344.00
United Way of Greater Texarkana, Inc.	Texarkana, TX	88.00
United Way of Greater Toledo	Toledo, OH	638.00
United Way of Greater Topeka	Topeka, KS	418.00
United Way of Greater Union	Elizabeth, NJ	946.00
United Way of Greenville County, Inc.	Greenville, SC	2,134.00
United Way of Grundy County	Trenton, MO	22.00
United Way of Grundy County	Morris, IL	44.00
United Way of Hall County, Inc.	Gainesville, GA	88.00
United Way of Harrison County	Clarksburg, WV	418.00
United Way of Harrisonburg & Rockingham Counties	Harrisonburg, VA	374.00
United Way of Hays County	San Marcos, TX	44.00
United Way of Henry County & Martinsville	Martinsville, VA	176.00
United Way of Hernando County, Inc.	Spring Hill, FL	440.00
United Way of Hood County	Granbury, TX	44.00
United Way of Howard County	Kokomo, IN	132.00
United Way of Hunt County, Inc.	Greenville, TX	66.00
United Way of Hunterdon County	Flemington, NJ	22.00
United Way of Iberia, Inc.	New Iberia, LA	44.00
United Way of Idaho Falls & Bonneville County, Inc.	Idaho Falls, ID	44.00
United Way of Illinois Valley	La Salle, IL	66.00
United Way of Independence County, Inc.	Batesville, AR	66.00
United Way of Indian River County	Vero Beach, FL	22.00
United Way of Indiana County	Indiana, PA	22.00
United Way of Iron County	Cedar City, UT	44.00
United Way of Isabella County	Mt. Pleasant, MI	132.00
United Way of Jackson and George Counties	Pascagoula, MS	44.00
United Way of Jackson County	Holton, KS	22.00
United Way of Jackson County, Inc.	Medford, OR	264.00
United Way of Johnson County	Cleburne, TX	44.00
United Way of Johnson County	Franklin, IN	66.00

United Way of Johnson County, Inc.	Lenexa, KS	176 00
United Way of Johnston County	Smithfield, NC	110 00
United Way of Kennebec Valley	Augusta, ME	132 00
United Way of Kern County	Bakersfield, CA	22,484 00
United Way of King County	Seattle, WA	2,376 00
United Way of Kitsap County	Bremerton, OR	154.00
United Way of Knox County	Vincennes, IN	44.00
United Way of Kootenai County	Coeur D' Alene, ID	264 00
United Way of Kosciusko County	Warsaw, IN	44.00
United Way of Labette County	Parsons, KS	22.00
United Way of Lake & Sumter Counties, Inc.	Leesburg, FL	572 00
United Way of Lake Havasu	Lake Havasu City, AZ	66 00
United Way of Lancaster County	Lancaster, PA	132 00
United Way of Lane County	Springfield, OR	550 00
United Way of Lapeer County	Lapeer, MI	22.00
United Way of Laramie County	Cheyenne, WY	132.00
United Way of Laredo, Inc.	Laredo, TX	22 00
United Way of Larimer County, Inc.	Fort Collins, CO	330.00
United Way of Laurel County	London, KY	154.00
United Way of Lawton-Ft. Sill	Lawton, OK	374 00
United Way of Lea County, Inc.	Hobbs, NM	22 00
United Way of Leavenworth County	Leavenworth, KS	22.00
United Way of Lebanon County	Lebanon, PA	44.00
United Way of Lee County	Auburn, AL	198.00
United Way of Lee County, Inc.	Fort Myers, FL	484.00
United Way of Leflore County	Greenwood, MS	110.00
United Way of Lewis & Clark County	Helena, MT	88 00
United Way of Licking County	Newark, OH	34,672.00
United Way of Lincoln & Lancaster County	Lincoln, NE	32,230 00
United Way of Lincoln County	Brookhaven, MS	44.00
United Way of Linn County	Albany, OR	132.00
United Way of Logan County	Sterling, CO	44 00
United Way of Logan County	Lincoln, IL	902 00
United Way of Long Island	Deer Park, NY	7,964 00
United Way of Lower Eastern Shore	Salisbury, MD	242 00
United Way of Lowndes County	Columbus, MS	88 00
United Way of Madison County	Anderson, IN	110 00
United Way of Madison County	Huntsville, AL	1,100.00
United Way of Manatee County, Inc.	Brandenton, FL	528.00
United Way of Marathon County, Inc.	Wausau, WI	288.00
United Way of Marion County	Fairmont, WV	682 00
United Way of Manon County, Inc.	Ocala, FL	330.00
United Way of Marquette County	Marquette, MI	330.00
United Way of Martin County, Inc.	Stuart, FL	352 00
United Way of Matanuska-Susitna Borough	Palmer, AK	22.00
United Way of Mayes County	Pryor, OK	22 00
United Way of McLean County	Bloomington, IL	557,458 00
United Way of McLeod County	Hutchinson, MN	66.00
United Way of Merrimack County	Concord, NH	22 00
United Way of Mesa County	Grand Junction, CO	220.00
United Way of Metropolitan Atlanta	Atlanta, GA	42,570 00
United Way of Metropolitan Dallas	Dallas, TX	43,318 00
United Way of Metropolitan Tarrant County	Fort Worth, TX	5,148 00
United Way of Miami - Dade	Miami, FL	5,302 00
United Way of Miami County	Peru, IN	22.00
United Way of Mid Ohio Valley	Parkersburg, WV	418.00
United Way of Mid South	Memphis, TN	1,012.00
United Way of Mile High	Denver, CO	9,812.00
United Way of Missoula County	Missoula, MT	308 00
United Way of Monmouth County	Farmingdale, NJ	550.00
United Way of Monongalia & Preston Counties	Morgantown, WV	198.00
United Way of Monroe County	Bloomington, IN	154.00
United Way of Monterey County	Monterey, CA	242 00
United Way of Montgomery County	Amsterdam, NY	22.00
United Way of Montgomery, Radford & Floyd	Chnstiansburg, VA	110 00
United Way of Moore County	Southern Pines, NC	110 00
United Way of Morris County	Momstown, NJ	18,128 00
United Way of National Capital Area	Washington, DC	5,698.00
United Way of Natron County	Casper, WY	242.00
United Way of New Bedford	New Bedford, MA	44 00
United Way of New York City	New York City, NY	198.00
United Way of Noble County	Albion, IN	88.00
United Way of Norman, Inc.	Norman, OK	836 00

United Way of North Central Florida	Gainesville, FL	132 00
United Way of North Central Iowa	Mason City, IA	66 00
United Way of Northeast Arkansas	Jonesboro, AR	132 00
United Way of Northeast Florida, Inc.	Jacksonville, FL	28,050.00
United Way of Northeast GA	Athens, GA	374 00
United Way of Northeast LA	Monroe, LA	1,056 00
United Way of Northeast Mississippi	Tupelo, MS	506.00
United Way of Northeastern South Dakota, Inc.	Aberdeen, SD	66 00
United Way of Northern Arizona	Flagstaff, AZ	66.00
United Way of Northern California	Redding, CA	6,160 00
United Way of Northern Cameron County	Harlingen, TX	154 00
United Way of Northern Nevada and the Sierra	Reno, NZ	374 00
United Way of Northern Shenandoah Valley	Winchester, VA	154 00
United Way of Northern Utah	Ogden, UT	110 00
United Way of Northwest Alabama	Florence, AL	440 00
United Way of Northwest Florida	Panama City, FL	220 00
United Way of Northwest GA	Dalton, GA	220.00
United Way of Northwest Louisiana	Shreveport, LA	1,100 00
United Way of Northwest Michigan	Traverse City, MI	286.00
United Way of Ocean County	Toms River, NJ	66.00
United Way of Oconee County	Seneca, SC	22.00
United Way of Odessa	Odessa, TX	66.00
United Way of Okaloosa - Walton County, Inc.	Ft Walton Beach, FL	154.00
United Way of Olmsted County, Inc.	Rochester, MN	308 00
United Way of Orange County	Orange, TX	44 00
United Way of Orange County	Montgomery, NY	1,254 00
United Way of Oxford-Lafayette County	Oxford, MS	110.00
United Way of Paducah-McCracken County	Paducah, KY	66 00
United Way of Palm Beach County	Boynton Beach, FL	3,806 00
United Way of Palo Pinto County	Mineral Wells, TX	44 00
United Way of Paola	Panola, KS	44.00
United Way of Parker County	Weatherford, TX	132.00
United Way of Pasco County	Port Richey, FL	990 00
United Way of Passaic County	Paterson, NJ	154.00
United Way of Pekin	Pekin, IL	66.00
United Way of Perry County	Tell City, IN	22 00
United Way of Phelps County	Rolla, MO	44 00
United Way of Pierce County	Tacoma, WA	25,278 00
United Way of Pitt County	Greenville, NC	484.00
United Way of Ponca City	Ponca City, OK	22.00
United Way of Pontiac	Pontiac, IL	374 00
United Way of Porter County	Valparaiso, IN	1,188 00
United Way of Putnam County, Inc.	Palatka, FL	66.00
United Way of Racine County	Racine, WI	88 00
United Way of Randolph County	Winchester, IN	22.00
United Way of Randolph County	Moberly, MO	44.00
United Way of Reno County, Inc.	Hutchinson, KS	88 00
United Way of Roanoke Valley	Roanoke, VA	682.00
United Way of Rutherford County	Murfreesboro, TN	36,234 00
United Way of Saginaw County	Saginaw, MI	638 00
United Way of Salem County	Salem, NJ	22.00
United Way of Saline County	Benton, AR	22.00
United Way of Salt Lake	Salt Lake City, UT	3,234.00
United Way of San Antonio and Bexar County	San Antonio, TX	6,006.00
United Way of San Diego County	San Diego, CA	5,192.00
United Way of San Luis Obispo County	San Luis Obispo, CA	176.00
United Way of Santa Fe County, Inc.	Santa Fe, NM	154 00
United Way of Santa Rosa County, Inc.	Milton, FL	308.00
United Way of Sarasota County, Inc.	Sarasota, FL	352 00
United Way of Selma and Dallas	Selma, AL	22.00
United Way of Siouxland	Sioux City, IA	198.00
United Way of Snohomish County	Everett, WA	3,300 00
United Way of Sonoma-Mendocino-Lake	Santa Rosa, CA	10,516 00
United Way of South Central County	Lawrence, IN	22 00
United Way of South Central Georgia	Tifton, GA	264 00
United Way of South Central Idaho, Inc	Twin Falls, ID	66.00
United Way of South Central Kentucky	Somerset, KY	330.00
United Way of South Central Oklahoma	Admore, OK	22 00
United Way of South East Alaska	Juneau, AK	44 00
United Way of South Georgia, Inc	Waycross, GA	22 00
United Way of South Hampton Roads	Norfolk, VA	1,606 00
United Way of South Mississippi	Gulfport, MS	880.00
United Way of South Texas	McAllen, TX	924 00

United Way of Southeast Georgia, Inc	Statesboro, GA	22 00
United Way of Southeast Mississippi, Inc..	Hattiesburg, MS	550 00
United Way of Southeast Missouri	Cape Girardeau, MO	242 00
United Way of Southeastern Idaho	Pocatello, ID	242.00
United Way of Southeastern Michigan	Detroit, MI	9,064 00
United Way of Southeastern Oklahoma, Inc.	Mc Alester, OK	22 00
United Way of Southeastern Pennsylvania	Philadelphia, PA	34,958 00
United Way of Southern Chautauqua County	Jamestown, NY	88.00
United Way of Southern Illinois	Marion, IL	22 00
United Way of Southern Nevada	Las Vegas, NV	3,058 00
United Way of Southern West Virginia	Beckley, WV	858 00
United Way of Southern Windsor County	Springfield, VT	44 00
United Way of Southwest Alabama	Mobile, AL	858 00
United Way of Southwest Arkansas	Pine Bluff, AR	220 00
United Way of Southwest GA	Albany, GA	154 00
United Way of Southwest Louisiana, Inc.	Lake Charles, LA	528 00
United Way of Southwest Minnesota	Marshall, MN	242.00
United Way of Southwest Missouri	Joplin, MO	220.00
United Way of Southwest New Mexico	Las Cruces, NM	154.00
United Way of Southwestern Indiana	Evansville, IN	660 00
United Way of Southwestern Oregon	North Bend, OR	44.00
United Way of St. Charles	Luling, LA	44 00
United Way of St. Croix Valley, Inc.	Hudson, WI	242.00
United Way of St. Francois County	Farmington, MO	22 00
United Way of St. Joseph County	South Bend, IN	858 00
United Way of St. Lucie County	Ft. Pierce, FL	528.00
United Way of Stephens County, Inc	Duncan, OK	66 00
United Way of Story County	Ames, IA	44 00
United Way of Sullivan County	Monticello, NY	22 00
United Way of Summit County	Akron, OH	1,232 00
United Way of Sumter, Clarendon and Lee Counties	Sumter, SC	3,718 00
United Way of Sussex County	Newton, NJ	66.00
United Way of Sweetwater County	Rock Springs, WY	110.00
United Way of Sylacauga	Sylacauga, AL	22.00
United Way of Tampa Bay, Inc.	Clearwater/Tampa, FL	6,644.00
United Way of The Bay Area	San Francisco, CA	11,286.00
United Way of the Big Bend, Inc.	Tallahassee, FL	616 00
United Way of the Black Hills	Rapid City, SD	264 00
United Way of the Brazos	College Station, TX	176 00
United Way of the Capital Area, Inc.	Jackson, MS	1,892 00
United Way of the Central Savannah River	Augusta, GA	528 00
United Way of the Chattahoochee Valley	Columbus, GA	660.00
United Way of the Coastal Bend	Corpus Chnsti, TX	1,210 00
United Way of the Coastal Empire, Inc.	Savannah, GA	682 00
United Way of the Columbia-Willamette	Portland, OR	3,718.00
United Way of the Concho Valley	San Angelo, TX	154.00
United Way of the Desert	Palm Springs, CA	154 00
United Way of the Greater Fort Hood Area	Killeen, TX	22.00
United Way of the Greater Lehigh Valley	Bethlehem, PA	572.00
United Way of the Greater Miss-Lou	Natchez, MS	22 00
United Way of the Greater Utica Area	Utica, NY	198 00
United Way of the Inland Valley	Riverside, CA	572.00
United Way of the Klamath Basin	Klamath Falls, OR	110 00
United Way of the Lowcountry Inc	Beaufort, SC	44.00
United Way of the Mark Twain Area	Hannibal, MO	22.00
United Way of the Midlands	Omaha, NE	2,816.00
United Way of the Midlands	Columbia, SC	3,498.00
United Way of the Mid-South	Memphis, TN	660.00
United Way of the Mid-Willamette Valley	Salem, OR	3,410 00
United Way of the National Capital Area	Vienna, VA	44 00
United Way of the Ozarks	Springfield, MO	814.00
United Way of the Piedmont, Inc	Spartanburg, SC	22.00
United Way of the Plains	Wichita, KS	1,540.00
United Way of the Quad Cities Area, Inc.	Davenport, IA	660 00
United Way of the Tanana Valley	Fairbanks, AK	88 00
United Way of Thurston County	Olympia, WA	88.00
United Way of Treasure Valley, Inc	Boise, ID	1,694.00
United Way of Tri-County Inc.	Framingham, MA	44.00
United Way of Tucson and Southern Anzona	Tucson, AZ	1,386.00
United Way of Tulare County	Tulare, CA	484.00
United Way of Tyler-Smith County	Tyler, TX	1,078.00
United Way of Union County, Inc.	El Dorado, AR	66 00
United Way of Upper Ohio Valley	Wheeling, WV	66.00

United Way of Ventura County
 United Way of Virginia Peninsula
 United Way of Volusia - Flagler Co., Inc.
 United Way of Wabash Valley
 United Way of Waco-McLennan County
 United Way of Walker County
 United Way of Walton County, Inc.
 United Way of Warren County
 United Way of Washington County
 United Way of Washington County
 United Way of Washington County
 United Way of Wayne County
 United Way of Weld County
 United Way of Wells County
 United Way of West Alabama, Inc.
 United Way of West Ellis County
 United Way of West Tennessee
 United Way of Westchester & Putnam Inc.
 United Way of Western Connecticut
 United Way of Western Nebraska
 United Way of Westmoreland County
 United Way of Whatcom County
 United Way of White County, Inc.
 United Way of Whitewater Valley
 United Way of Wilkes
 United Way of Williamson County
 United Way of Williamson County
 United Way of Wilson County
 United Way of Wise County
 United Way of Wyandotte County, Inc.
 United Way of Wyoming Valley
 United Way of Wythe County
 United Way of Yakima County
 United Way of Yavapai County, Inc.
 United Way of Yellowstone County
 United Way of Yellowstone County
 United Way of York County
 United Way of York County, SC
 United Way of Yuma County
 United Way Services, Inc.
 United Way Silicon Valley
 Valley of The Sun United Way
 Victoria County United Way
 Washtenaw United Way
 White County United Way
 Wiregrass United Way, Inc.
 United Way of York Region

Camarillo, CA	8,756.00
Newport News, VA	264.00
Daytona Beach, FL	924.00
Terre Haute, IN	286.00
Waco, TX	1,100.00
Huntsville, TX	22.00
Monroe, GA	44.00
Washington, NJ	44.00
Abingdon, VA	286.00
Springdale, AR	638.00
Hagerstown, MD	2,046.00
Washington, PA	4,158.00
Goldsboro, NC	22.00
Greeley, CO	30,162.00
Bluffton, IN	22.00
Tuscaloosa, AL	264.00
Waxahachie, TX	154.00
Jackson, TN	154.00
White Plains, NY	242.00
Danbury, CT	44.00
Scottsbluff, NE	88.00
Greensburg, PA	198.00
Bellingham, WA	66.00
Searcy, AR	66.00
Richmond, IN	88.00
North Wilkesboro, NC	44.00
Franklin, TN	242.00
Round Rock, TX	14,674.00
Wilson, NC	132.00
Decatur, TX	66.00
Kansas City, KS	418.00
Wilkes Barre, PA	594.00
Wytheville, VA	178.00
Yakima, WA	154.00
Prescott, AZ	110.00
Sheridan, WY	132.00
Billings, MT	1,364.00
Kennebunk, ME	22.00
Rock Hill, SC	1,078.00
Yuma, AZ	22.00
Dubuque, IA	132.00
San Jose, CA	4,642.00
Phoenix, AZ	28,688.00
Victoria, TX	242.00
Ann Arbor, MI	198.00
Monticello, IN	22.00
Dothan, AL	154.00
Markham, ON	28,431.80
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	1,663,823.80

Total United Way

College Matching Gift Program	3,347,256.06
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Good Neighbor Grant Program	2,884,515.40
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Total	20,295,644.06
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Less Individuals	(50,000.00)
Total Organization	<hr/> 20,245,644.06

State Farm Companies Foundation
36-06110423
FORM 990-PF, 2008

Note: The organizations listed below are not private foundations. They are either public charities, educational institutions, or divisions of state and local governments.

Commitments for 2009

Scholarships

National Merit Scholarships 2006	800,000.00
National Merit Scholarships 2007	800,000.00
National Merit Scholarships 2008	800,000.00
National Merit Scholarships 2009	800,000.00
National Merit \$2500 Scholarships	47,500.00

Grants

Academy from Educational Development - National Service Learning Partnership	614,325.00
America's Promise	1,000,000.00
Boys & Girls Club of Bloomington-Normal	15,000.00
BroMenn Foundation	500,000.00
Chicago Public Education Fund	150,000.00
Education Commission of the States (ECS)	250,000.00
Illinois Wesleyan University	3,000,000.00
National Board for Professional Teaching Standards	330,000.00
National Youth Leadership Council	1,750,000.00
University of Illinois	100,000.00
Youth Service America	1,750,000.00

Total	12,706,825.00
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AMENDED AND RESTATED BY-LAWS
OF
STATE FARM COMPANIES FOUNDATION
(as amended and restated through April 25, 2008)

ARTICLE I

Name

The name of the corporation is STATE FARM COMPANIES FOUNDATION.

ARTICLE II

Offices

The Corporation shall maintain its principal offices as 1 State Farm Plaza, Bloomington, McLean County, Illinois, and such other offices at such other places as the purposes of the Corporation require. The registered office shall be the principal office or such other place within the State of Illinois as the Board of Directors may from time to time determine or the activities of the Corporation may require.

ARTICLE III

Corporate Seal

The corporate seal shall be a circle inscribed, "STATE FARM COMPANIES FOUNDATION, ILLINOIS, CORPORATE SEAL."

ARTICLE IV

Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

ARTICLE V

Members

1. Election. The members of the Corporation shall be the persons signing the Articles of Incorporation and such other persons or corporations as a majority of the members shall elect at any annual or special meeting of the members.

2. Termination. Membership shall terminate upon death, written resignation delivered to the Secretary of the Corporation, or upon the affirmative vote of the majority of the members.

3. Rights of Members. Each member shall be entitled to one vote upon any question submitted to the members. No member shall be entitled to any funds, property or assets of the Corporation during the term of his, her or its membership, or upon his, her or its resignation, neither shall he, she or it be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation.

4. Annual Meeting. The annual meeting of the members shall be held in the spring at such time and place as may be fixed by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

5. Special Meeting. Special meetings of the members may be called at any time by the Chairman of the Board, or by the President, or by any two directors of the Corporation, or by the Secretary upon the written request of not less than one-third of the members entitled to vote.

6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than sixty days, or in the case of a removal or one or more of the Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days, before the date of the meeting either personally, or by mail, by or at the direction of the Chairman of the Board, the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at the meeting; if mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail addressed to the member at his, her or its address as it appears on the records of the Corporation with postage thereon prepaid.

7. Quorum. A majority of the members of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the members. If less than a majority of the members of the Corporation are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At any meeting or adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding withdrawal of enough members to leave less than a quorum.

8. Place of Meeting. All meetings of the members shall be held at the principal offices of the Corporation at 1 State Farm Plaza, Bloomington, Illinois; provided the Board of Directors may designate any other place, either within or without the State of Illinois, as the place for the holding of any annual or special meeting of the members.

9. Telephonic or Interactive Technology. Members may participate in any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

10. Proxies. At all meeting of members, a member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact and filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid for more than eleven months after the date of its execution.

11. Voting List. The members entitled to vote at any annual or special meeting of the members of the Corporation shall be those persons or corporations whose names appear on the records of the Corporation as members thereof on the date of issuance or notice of such meeting.

ARTICLE VI

Directors

1. Election. The affairs of the Corporation shall be managed by a board of directors elected by the members of the Corporation; such elections shall be held at the annual meetings of the members. Directors need not be residents of the State of Illinois nor members of the Corporation.

2. Number. The number of the directors of the corporation shall be five.

3. Classes and Terms. The directors named in the Articles of Incorporation shall serve as Directors until the annual meeting of the members to be held on the second Monday in March in the year 1964, at which meeting directors shall be classified with respect to the time for which they shall severally hold office by dividing them into two classes; the first class shall consist of three directors, each of whom shall serve for a term of two years; and the second class shall consist of two directors, each of whom shall serve for a term of one year; and at each annual meeting of the members thereafter directors shall be elected for a term of two years to succeed the directors whose terms

then expire. All directors of the corporation shall hold office until their successors are elected and qualified.

4. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, and such vacancy or directorship so created shall be filled until the next annual meeting of the members. In the event the number of directorships is decreased by amendment of the By-Laws adopted by the Board of Directors, each director then in office shall serve until his or her term expires or until his or her resignation or removal as herein provided.

5. Resignation. Any director may resign at any time by delivering written notice thereof to the Chairman of the Board of Directors or to the President of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date.

6. Removal. Any director may be removed at any time on the unanimous vote of the members of the Corporation. In the event a director shall also be a member of the Corporation he or she shall not be entitled to vote on any proposition affecting his removal.

7. Meetings The meetings of the Board of Directors, regular or special, shall be held at the principal offices of the Corporation at 1 State Farm Plaza, Bloomington, Illinois, or at such other place, within or without the State of Illinois, as the directors may appoint. The regular annual meeting of the Board of Directors shall be held without notice in the same place as and immediately following the annual meeting of the members of the corporation; other regular and special meetings shall be held at the call of the Chairman of the Board or the President of the Corporation.

8. Notice of Meetings. Written notice stating the place, date and hour of any meeting, except the annual meeting of the directors which shall be held without notice in the same place as and immediately following the annual meeting of the members of the Corporation, shall be delivered not less than five nor more than forty days before the date of the meeting, either personally or by mail, and if by mail such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address that appears in the records of the Corporation, with postage thereon prepaid. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting unless a director attends with the express purpose of objecting to the transaction of any business because such meeting was not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting, regular or special, of the Board of Directors need be specified in the notice or wavier of notice of such meeting.

9. Telephonic or Interactive Technology. Directors or nondirector committee members may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

10. Quorum. A majority of the whole Board of Directors shall constitute a quorum, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be acts of the Board of Directors.

11. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that such committees shall not have the authority of the Board of Directors in reference to the following: (1) adopting, amending, or repealing the By-Laws or the Articles of Incorporation; (2) filling vacancies on the board or any of its committees; (3) electing, appointing or removing any officer or director or member of any committee, or fixing the compensation of any member of a committee; (4) adopting a plan of merger or consolidation with another corporation; (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (6) authorize the voluntary dissolution of the Corporation or revoking proceedings therefor; (7) adopting a plan for the distribution of the assets of the Corporation; or (8) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

The Board of Directors by resolution, adopted by a majority of the directors present at a meeting, at which a quorum is present, may designate and appoint other committees not having the authority of the Board of Directors in the management of the Corporation and consigning of at least one director and such other persons as may be appropriate.

12. Compensation. Directors shall not receive any salary for services as such, but by resolution adopted by the Board, the expense of attendance at each regular or special meeting of the Board may be allowed to each director. The Board of Directors shall have power in its discretion to contract for and pay any director rendering unusual or

exceptional services to the Corporation special compensation appropriate to the value for such services and to pay the expenses of any director incurred in performing any special duty assigned to that director by the Board of Directors.

ARTICLE VII

Informal Action by Members or Directors.

Any action required by the By-Laws of this Corporation, or by the General Not For Profit Corporation Act of the State of Illinois to be taken at a meeting of the members or directors of the Corporation, or any other action which may be taken at a meeting of the members or directors of the Corporation may be taken without a meeting if a consent in writing setting forth the action to be taken has been signed by all of the members entitled to vote with respect to the subject matter thereof or all of the directors, as the case may be; such consent shall have the force and effect as a unanimous vote and may be stated as such. The action taken shall be effective when all the members or all the directors, as the case may be, have approved the consent unless the consent specifies a different effective date.

ARTICLE VIII

Officers

1. The officers of the Corporation shall be a Chairman of the Board, a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may provide and appoint. Each officer shall be appointed annually by the Board of Directors; provided, however, the Board may, in the event it deems necessary, contract for the employment of officers for terms not to exceed three years, but any such contract shall be terminable at the pleasure of the Board of Directors. Any two or more offices, except President and Secretary may be held by the same person.

2. The Chairman of the Board shall be elected by the Board of Directors from their own number and shall preside at all meetings of the Board of Directors and of the members of the Corporation at which he or she is present. The Chairman of the Board shall have such other powers and duties as may from time to time be conferred by the Board of Directors.

3. The President shall be chief executive officer of the Corporation and in the recess of the Board of Directors shall have the general control and management of its operations and affairs subject to the right of the Board of Directors to delegate any specific powers to any other officer or officers of the Corporation. The President shall

preside at all meetings of the members and the Board of Directors in the absence of the Chairman of the Board.

4. The Vice President shall perform such duties as may be specifically designated by the President and the Board of Directors, and in the absence of the President perform the duties and exercise the authority of the President.

5. The Secretary shall have custody and control of the books, documents and records of the Corporation and the corporate seal. He or she shall perform all duties incident to the office of secretary, record the minutes of meetings of the members, and directors and of committees with authority of the directors, and perform such other specific duties as may be assigned by the Board of Directors.

6. The Treasurer shall keep an account of all property and funds of the Corporation received and disbursed, and shall deposit all money and property in the name of and to the credit of the Corporation in such banks or other depositories as the directors may designate. All checks of the disbursement of monies of the Corporation shall be signed by the Treasurer and such other officer or employee as the Board shall from time to time designate. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

7. Salaries of all officers shall be fixed by the Board of Directors.

8. Removal. Any officer may be removed by the affirmative vote of the majority of the Board of Directors then in office whenever in their judgment the best interest of the Corporation will be served thereby.

ARTICLE IX

Indemnification

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The

termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believes to be, in or not opposed to, the best interests of the Corporation, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in the foregoing paragraphs of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be

indemnified by the Corporation as authorized in this Article. The indemnification provide by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled. If the Corporation has paid indemnity or has advanced expensed under this Article, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X

Books and Records

The Corporation shall keep correct and complete books and records of account; it shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and it shall keep at its principal office a record giving the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

Restrictions

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Corporation shall be distributed or inured to the benefit of nor be loaned to its members, directors or officers; provided, however, that the Corporation may pay compensation and expenses in a reasonable amount to directors, as heretofore provided, and to members and officers for services rendered.

No substantial part of the activities of the Corporation shall involve carrying on propaganda or otherwise attempting to influence legislation nor shall the Corporation participate in or intervene in any political campaign including the publication or distribution of statements for or on behalf of any candidate for public office. No part of the income, principal or net earnings the Corporation shall be contributed to corporations, net earnings of which inures to the benefit of any private shareholder or individual or any corporation a substantial part of which corporation's activities involve carrying on

propaganda or otherwise attempting to influence legislation or which corporation participates in, or intervenes in any political campaign, including the publication or distribution of statements, on behalf of any candidate for public office.

Upon dissolution of the Corporation all assets shall be distributed in a manner consistent with the purposes of the Corporation.

ARTICLE XII

Conduct of Meetings

All meetings of the members of the Corporation and the Board of Directors shall be conducted in accordance with Robert's Rules of Order, to the extent they are not inconsistent with these By-Laws.

ARTICLE XIII

Amendments

The Board of Directors of the Corporation shall have the power to alter, amend or repeal the By-Laws or to adopt new By-Laws.

State Farm Companies Foundation
Employer Identification Number: 36-6110423
Attachment to Amended 990-PF
For the Year Ending December 31, 2008

Part V		As Filed	As Amended	Change
1(d)	2007 Distribution Ratio	1.199373	1.199373	0
	2006 Distribution Ratio	1.069609	1.069609	0
	2005 Distribution Ratio	1.173538	1.173538	0
	2004 Distribution Ratio	1.175966	1.175966	0
	2003 Distribution Ratio	0.817367	0.817367	0
2	Total of Line 1	5.435853	5.435853	0
3	Average Distribution Ratio	1.087171	1.087171	0
4	Noncharitable Use Assets	13,304,279	17,176,201	3,871,922
5	Multiply line 4 by line 3	14,464,026	18,673,468	4,209,442
6	1% of Investment Income	145,921	145,921	0
7	Add line 5 and 6	14,609,947	18,819,389	4,209,442
8	Qualifying Distributions	20,295,644	20,295,644	0

Part X		As Filed	As Amended	Change
1a	Average monthly fair market value of securities	-	-	0
1b	Average of monthly cash balances	13,006,882	16,937,768	3,930,886
1c	Fair market value of all other assets	500,000	500,000	0
1d	Total	13,506,882	17,437,768	3,930,886
2	Acquisition indebtedness applicable to line 1	-	-	0
3	Subtract line 2 from line 1d	13,506,882	17,437,768	3,930,886
4	Cash deemed held for charitable activities	202,603	261,567	58,963
5	Net value of noncharitable-use assets	13,304,279	17,176,201	3,871,923
6	Minimum investment return (5% of line 5)	665,214	858,810	193,596