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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE GEORGE A. BATES MEMORIAL FOUNDATION

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

C/O CAROL SCHROEDER, P.O. BOX 728

Room/suite

City or town, state, and ZIP code

ROSCOE, IL 61073-0728

A Employer identification number

36-3747609

B Telephone number

(815) 986-8070

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

>\$

4,104,276.

J Accounting method

☒ Cash☐ Accrual☐ 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))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	137,831.	137,831.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-89,243.			
	b	Gross sales price for all assets on line 6a	655,341.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss)					
11	Other income	22,892.	0.		STATEMENT 2	
12	Total. Add lines 1 through 11	51,480.	137,831.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	16,000.	4,000.		12,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees	8,849.	0.		8,849.
	b	Accounting fees				
	c	Other professional fees	26,175.	26,175.		0.
	17	Interest				
	18	Taxes	2,013.	990.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	301.	286.		15.
	24	Total operating and administrative expenses. Add lines 13 through 23	53,338.	31,451.		20,864.
	25	Contributions, gifts, grants paid	200,000.			200,000.
26	Total expenses and disbursements. Add lines 24 and 25	253,338.	31,451.		220,864.	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-201,858.				
b	Net investment income (if negative, enter -0-)		106,380.			
c	Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,438.	30,303.	30,303.
	2 Savings and temporary cash investments	165,405.	182,056.	182,056.
	3 Accounts receivable ▶ 1,539.			
	Less allowance for doubtful accounts ▶	8,931.	1,539.	1,539.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	687,621.	551,470.	589,505.
	b Investments - corporate stock STMT 8	1,394,473.	1,340,158.	1,410,238.
	c Investments - corporate bonds STMT 9	816,513.	699,751.	693,016.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	1,147,807.	1,241,053.	1,197,619.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,248,188.	4,046,330.	4,104,276.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,248,188.	4,046,330.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	4,248,188.	4,046,330.	
	31 Total liabilities and net assets/fund balances	4,248,188.	4,046,330.	

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	4,248,188.
2 Enter amount from Part I, line 27a	2	-201,858.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,046,330.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,046,330.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 655,341.		744,584.	-89,243.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-89,243.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-89,243.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	295,628.	4,537,851.	.065147
2007	298,268.	5,099,890.	.058485
2006	315,970.	5,022,453.	.062911
2005	314,899.	4,961,796.	.063465
2004	314,650.	5,040,470.	.062425

2 Total of line 1, column (d)	2	.312433
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	.062487
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,781,297.
5 Multiply line 4 by line 3	5	236,282.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,064.
7 Add lines 5 and 6	7	237,346.
8 Enter qualifying distributions from Part XII, line 4	8	220,864.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,128.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,128.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,128.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,720.
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	1,720.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	410.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address N/A	13	X	
14	The books are in care of CAROL SCHROEDER Telephone no (815) 986-8070 Located at P.O. BOX 728, ROSCOE, IL ZIP+4 61073-0728			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 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 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
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 2009 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 2009) N/A 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL SCHROEDER P.O. BOX 728 ROSCOE, IL 610730728	TRUSTEE/BOOKKEEPER 0.75	8,500.	0.	0.
ROBERT A. WOODS 103 TRINITY COURT EVANSTON, IL 60201	TRUSTEE 0.25	2,500.	0.	0.
CONSTANCE BATES MACGREGOR P.O. BOX 728 ROSCOE, IL 610730728	TRUSTEE 0.25	2,500.	0.	0.
MICHAEL C. MURRAY PHD P.O. BOX 728 ROSCOE, IL 610730728	TRUSTEE 0.25	2,500.	0.	0.

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

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

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

0

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

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	3,565,604.
b	Average of monthly cash balances	1b	273,276.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,838,880.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,838,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,583.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,781,297.
6	Minimum investment return. Enter 5% of line 5	6	189,065.

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

1	Minimum investment return from Part X, line 6	1	189,065.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,128.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,128.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	186,937.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	186,937.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	186,937.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	220,864.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	220,864.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	220,864.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				186,937.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005	177,816.			
c From 2006	315,970.			
d From 2007	298,268.			
e From 2008	297,331.			
f Total of lines 3a through e	1,089,385.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 220,864.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	220,864.			
d Applied to 2009 distributable amount	0.			0.
e Remaining amount distributed out of corpus	186,937.			186,937.
5 Excess distributions carryover applied to 2009 (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:	1,123,312.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,123,312.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	306,849.			
c Excess from 2007	298,268.			
d Excess from 2008	297,331.			
e Excess from 2009	220,864.			

** SEE STATEMENT 11

Form 990-PF (2009)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2009

(b) 2008

Prior 3 years

(c) 2007

(d) 2006

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 12

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 13				
Total			3a	200,000.
b Approved for future payment				
NONE				
Total			3b	0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
	<div style="display: flex; align-items: center;"> <div style="flex: 1;"> </div> <div style="flex: 1; border-left: 1px solid black; padding-left: 10px;"> Date </div> </div>		<div style="display: flex; align-items: center;"> <div style="flex: 1; border-left: 1px solid black; padding-left: 10px;"> Title </div> <div style="flex: 1;"> TRUSTEE </div> </div>		
Paid Preparer's Use Only	<div style="display: flex; align-items: center;"> <div style="flex: 1;"> Preparer's signature </div> <div style="flex: 1;"> </div> </div>		Date 4-20-16	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code QUARLES & BRADY LLP 300 N LASALLE STREET, SUITE 4000 CHICAGO, IL 60654		EIN 312-715-5000 Phone no		

Form **990-PF** (2009)

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	145 VENTAS	P	07/07/08	01/05/09
b	170 UNITED TECHNOLOGIES	P	07/07/08	01/22/09
c	60 UNITED TECHNOLOGIES	P	09/23/05	01/22/09
d	1260 AETNA	P	06/13/08	01/28/09
e	280 ORACLE	P	07/07/08	02/18/09
f	215 HEWLETT PACKARD	P	05/18/06	02/18/09
g	175 VF CORP	P	06/13/08	03/02/09
h	125 ADVANCE AUTO PARTS	P	06/13/08	03/03/09
i	135 FPL GROUP	P	06/13/08	03/03/09
j	95 JP MORGAN CHASE	P	06/13/08	03/05/09
k	160 JP MORGAN CHASE	P	10/15/08	03/05/09
l	110 IBM	P	07/22/08	03/10/09
m	155 DARDEN RESTUARANTS	P	06/13/08	03/18/09
n	420 CHESAPEAKE ENERGY	P	07/11/08	03/19/09
o	370 CHESAPEAKE ENERGY	P	01/12/09	03/19/09

	(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	4,508.		6,007.	-1,499.
b	8,232.		10,440.	-2,208.
c	2,905.		3,051.	-146.
d	8,728.		11,697.	-2,969.
e	4,819.		5,956.	-1,137.
f	7,289.		7,082.	207.
g	8,728.		12,584.	-3,856.
h	4,722.		4,903.	-181.
i	5,944.		9,048.	-3,104.
j	1,663.		3,641.	-1,978.
k	2,801.		6,322.	-3,521.
l	9,423.		14,186.	-4,763.
m	5,414.		5,067.	347.
n	7,607.		26,696.	-19,089.
o	6,702.		5,956.	746.

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-1,499.
b			-2,208.
c			-146.
d			-2,969.
e			-1,137.
f			207.
g			-3,856.
h			-181.
i			-3,104.
j			-1,978.
k			-3,521.
l			-4,763.
m			347.
n			-19,089.
o			746.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

THE GEORGE A. BATES MEMORIAL FOUNDATION

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	445 WILLIAMS CO	P	06/25/08	04/08/09
b	410 EATON VANCE	P	10/21/08	04/16/09
c	280 PACTIV CORP	P	06/13/08	04/24/09
d	185 TARGET	P	02/09/06	04/09/09
e	\$25000 US TREAS 5.5%	P	09/16/03	05/15/09
f	30 CME GROUP	P	08/18/08	06/02/09
g	125 DANAHER	P	07/17/08	06/02/09
h	\$50000 FNMA 6.375%	P	03/29/04	06/15/09
i	195 PEABODY ENERGY	P	09/26/08	07/20/09
j	505 WESTERN UNION	P	10/22/08	07/20/09
k	\$50000 US TREAS 3.625	P	09/01/04	07/15/09
l	480 MICROSOFT	P	01/14/03	07/20/09
m	430 PACTIV CORP	P	06/13/08	07/20/09
n	270 MSCI INC	P	05/19/09	08/06/09
o	230 VENTAS	P	07/07/08	08/10/09

	(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	5,444.		17,482.	-12,038.
b	10,841.		9,048.	1,793.
c	6,079.		6,726.	-647.
d	7,350.		10,010.	-2,660.
e	25,000.		27,952.	-2,952.
f	10,083.		10,353.	-270.
g	7,883.		10,004.	-2,121.
h	50,000.		57,435.	-7,435.
i	6,739.		9,383.	-2,644.
j	9,084.		7,701.	1,383.
k	50,000.		50,764.	-764.
l	11,655.		13,618.	-1,963.
m	10,585.		10,330.	255.
n	7,291.		5,785.	1,506.
o	8,754.		9,528.	-774.

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-12,038.
b			1,793.
c			-647.
d			-2,660.
e			-2,952.
f			-270.
g			-2,121.
h			-7,435.
i			-2,644.
j			1,383.
k			-764.
l			-1,963.
m			255.
n			1,506.
o			-774.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

THE GEORGE A. BATES MEMORIAL FOUNDATION

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	230 ONEOK	P	06/13/08	08/25/09
b	\$50000 AMER GEN FIN 5.375%	P	02/22/05	09/01/09
c	\$25000 IBM 4.25%	P	02/27/03	09/15/09
d	\$50000 IBM 4.25%	P	01/26/04	09/15/09
e	\$25000 IBM 4.25%	P	09/01/04	09/15/09
f	375 MCGRAW-HILL	P	06/13/08	09/17/09
g	.5 FIDELITY NATL INFO	P	04/02/09	10/01/09
h	.3 PFIZER	P	10/16/09	10/16/09
i	380 WYETH	P	01/28/09	10/16/09
j	85 VF CORP	P	06/13/08	10/09/09
k	525 MICROSOFT	P	01/14/03	10/20/09
l	170 MCGRAW HILL	P	06/13/08	10/22/09
m	165 MCGRAW HILL	P	09/19/08	10/22/09
n	290 MCGRAW HILL	P	10/07/08	10/22/09
o	.3115 MERCK	P	06/08/09	11/04/09

	(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	8,255.		11,368.	-3,113.
b	50,000.		51,998.	-1,998.
c	25,000.		25,791.	-791.
d	50,000.		51,479.	-1,479.
e	25,000.		25,668.	-668.
f	10,083.		16,373.	-6,290.
g	12.		9.	3.
h	5.		5.	0.
i	19,096.		16,514.	2,582.
j	6,318.		6,112.	206.
k	13,779.		14,894.	-1,115.
l	5,184.		7,422.	-2,238.
m	5,032.		6,437.	-1,405.
n	8,843.		7,007.	1,836.
o	10.		7.	3.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			-3,113.
b			-1,998.
c			-791.
d			-1,479.
e			-668.
f			-6,290.
g			3.
h			0.
i			2,582.
j			206.
k			-1,115.
l			-2,238.
m			-1,405.
n			1,836.
o			3.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	

THE GEORGE A. BATES MEMORIAL FOUNDATION

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	525 SCHERING PLOUGH	P	04/23/09	11/05/09
b	320 SCHERING PLOUGH	P	06/08/09	11/05/09
c	20 MSCI INC	P	05/19/09	11/06/09
d	200 MSCI INC	P	10/17/08	11/06/09
e	125 MSCI INC	P	10/17/08	11/11/09
f	90 MSCI INC	P	11/10/08	11/11/09
g	110 ONEOK	P	06/13/08	11/20/09
h	275 ONEOK	P	10/29/08	11/20/09
i	215 CVS CAREMARK	P	08/01/08	11/23/09
j	215 CVS CAREMARK	P	09/17/08	11/23/09
k	374 PFIZER	P	10/16/09	12/22/09
l	200 MSCI INC	P	11/10/08	12/04/09
m	410 AT&T	P	06/25/08	12/08/09
n	260 EXELON	P	06/13/08	12/17/09
o	5 EXELON	P	12/12/08	12/17/09

(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	5,513.	4,833.	680.
b	3,360.	3,186.	174.
c	641.	429.	212.
d	6,408.	3,824.	2,584.
e	4,025.	2,390.	1,635.
f	2,898.	1,368.	1,530.
g	4,271.	5,437.	-1,166.
h	10,676.	8,107.	2,569.
i	6,892.	7,723.	-831.
j	6,892.	7,594.	-702.
k	6,934.	6,551.	383.
l	6,377.	3,039.	3,338.
m	11,348.	14,433.	-3,085.
n	12,874.	23,341.	-10,467.
o	248.	272.	-24.

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			680.
b			174.
c			212.
d			2,584.
e			1,635.
f			1,530.
g			-1,166.
h			2,569.
i			-831.
j			-702.
k			383.
l			3,338.
m			-3,085.
n			-10,467.
o			-24.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

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	371 PFIZER	P	10/09/08	01/22/09
b	SECURITIES LITIGATION SETTLEMENT	P		06/15/09
c	MASS RRB PRINCIPAL	P		03/16/09
d	MASS RRB PRINCIPAL	P		09/15/09
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 6,878.		6,409.	469.
b 307.			307.
c 8,180.		8,180.	0.
d 7,629.		7,629.	0.
e 100.			100.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			469.
b			307.
c			0.
d			0.
e			100.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-89,243.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB DIVIDENDS	63,448.	0.	63,448.
CHARLES SCHWAB INTEREST	74,752.	0.	74,752.
CHARLES SCHWAB-INT PAID ON PURCHASES	-269.	0.	-269.
TOTAL TO FM 990-PF, PART I, LN 4	137,931.	0.	137,931.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL INCOME TAX REFUND	2,892.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,892.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY LLP-LEGAL FEES	8,849.	0.		8,849.
TO FM 990-PF, PG 1, LN 16A	8,849.	0.		8,849.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	26,175.	26,175.			0.
TO FORM 990-PF, PG 1, LN 16C	26,175.	26,175.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	990.	990.			0.
EXCISE TAXES	1,023.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2,013.	990.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK SERVICE CHARGES	189.	189.			0.
OFFICE SUPPLIES	87.	87.			0.
ILLINOIS ATTORNEY GENERAL	15.	0.			15.
WIRE TRANSFER FEE	10.	10.			0.
TO FORM 990-PF, PG 1, LN 23	301.	286.			15.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN 4.375% 2015	X		98,341.	106,410.
FEDERAL HOME LOAN 4.5% 2014	X		144,963.	161,699.
FNMA 5% DUE 2016	X		75,577.	81,831.
FNMA 5.25% DUE 2016	X		25,719.	27,545.
U S TREAS SER C 2011	X		54,670.	53,297.
U S TREAS SER C 2014	X		52,488.	55,031.
U S TREAS SER F 2014	X		24,896.	26,934.
U S TREAS SER M 2010	X		74,816.	76,758.
TOTAL U.S. GOVERNMENT OBLIGATIONS			551,470.	589,505.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			551,470.	589,505.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
A T & T	14,785.	11,773.	
ABBOTT LABS	25,475.	26,725.	
ACCENTURE LTD	13,275.	19,505.	
ADVANCED AUTO PARTS	19,632.	20,240.	
AETNA INC	30,536.	26,311.	
ANADARKO PETE CORP	21,751.	23,095.	
AUTO DATA PROCESSING	30,373.	37,468.	
BANK OF AMERICA	41,639.	34,412.	
BANK OF NEW YORK MELLON	44,996.	35,941.	
C V S CAREMARK	20,874.	29,569.	
CHECK POINT SOFTWARE	7,358.	8,301.	
CISCO SYSTEMS	27,439.	32,439.	
CME GROUP	8,291.	14,782.	
COMCAST CORP	23,136.	22,761.	
DANAHER CORP	13,315.	15,040.	
DARDEN RESTUARANTS	12,345.	14,554.	
DEVON ENERGY	32,111.	23,888.	
EQT CORP	32,769.	25,693.	
EXELON CORP	13,853.	14,172.	
EXPRESS SCRIPTS	24,711.	35,000.	
F P L GROUP	26,120.	21,920.	
FIDELITY NATL INFO SYS	19,213.	23,229.	
FISERV	23,003.	23,270.	
GENERAL DYNAMICS	27,913.	20,792.	

GENERAL ELECTRIC	53,587.	39,716.
HEINZ H J	30,877.	36,987.
HEWLETT PACKARD	22,564.	35,284.
I B M	24,164.	24,871.
JP MORGAN CHASE	22,613.	28,752.
LAB CP OF AMER HLDG	14,971.	16,465.
LIBERTY GLOBAL	20,190.	16,855.
LOEWS	11,341.	14,034.
MEDTRONIC	11,902.	12,095.
MERCK	10,917.	17,795.
NALCO HOLDINGS	34,340.	35,587.
NIKE INC	16,300.	18,830.
NORFOLK SOUTHERN	19,360.	15,988.
NORTHEAST UTILITIES	14,264.	16,119.
ORACLE	32,336.	37,286.
P & G	26,919.	35,772.
PG & E CORP	14,140.	15,404.
PEABODY ENERGY	11,395.	15,145.
PEPSICO	40,076.	42,560.
PFIZER INC	24,798.	29,359.
PRAXAIR INC	34,303.	30,920.
QUESTAR CORP	14,811.	21,824.
STRYKER CORP	14,048.	21,659.
TARGET	30,605.	27,813.
TD AMERITRADE HLDG	15,465.	15,116.
UNITEDHEALTH GROUP	14,553.	21,488.
UNITED TECHNOLOGIES	22,378.	30,540.
V F CORP	19,313.	20,874.
VERIZON COMM	21,269.	19,050.
WALGREENS	28,081.	31,763.
WELLS FARGO	28,481.	28,609.
WESTERN UNION	21,574.	32,139.
WILLIAMS COS	31,685.	19,394.
XTO ENERGY	31,625.	23,265.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,340,158.	1,410,238.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS 5.875% DUE 2006	53,984.	55,472.
CITIGROUP 6%	110,978.	105,600.
G E CAPITAL 6% DUE 2012	107,543.	107,924.
HSBC 6.75% DUE 2011	106,952.	105,832.
MASS RRB SPEC 4.13% DUE 2013	27,339.	29,138.
ORACLE 5.25% DUE 2016	99,504.	107,999.
TEXTRON 6.5% DUE 2012	54,165.	52,335.
VODAPHONE 7.75%	86,488.	75,561.
WALMART 4.55%	52,798.	53,155.
TOTAL TO FORM 990-PF, PART II, LINE 10C	699,751.	693,016.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS FD	COST	303,796.	309,570.
ISHARES HIGH YIELD CORP	COST	97,238.	87,840.
ISHARES MSCI EMRG MKT	COST	176,030.	186,750.
ISHARES TR MSCI EAFE	COST	291,705.	276,400.
ISHARES TR RUSSELL 2000 VALUE	COST	184,950.	174,120.
STREETTRACKS WILSHIRE REIT ETF	COST	176,320.	147,630.
VENTAS	COST	11,014.	15,309.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,241,053.	1,197,619.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

STATEMENT ATTACHED TO AND MADE PART OF
US RETURN OF PRIVATE FOUNDATION, FORM 990-PF
FOR THE TAX 2009

THE GEORGE A. BATES MEMORIAL FOUNDATION
36-3747609

THE ABOVE TAXPAYER IS MAKING AN ELECTION UNDER REGULATIONS
SECTION 53.4943(A)-3(D)(2) FOR ITS DISTRIBUTION OF \$220,864
IN THE TAXABLE YEAR OF 2009 TO BE TREATED AS MADE OUT OF
CORPUS.


ROBERT A. WOODS, TRUSTEE

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDC/O CAROL SCHROEDER
PO BOX 728
ROSCOE, IL 610730728TELEPHONE NUMBER

815-986-8070

FORM AND CONTENT OF APPLICATIONSINITIAL INQUIRY BY LETTER. MORE INFORMATION WILL BE REQUESTED IF
FOUNDATION WISHES TO CONSIDER A GRANT.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADULT AND CHILD REHABILITATION CENTER OF MCHENRY COUNTY, INC. 708 WASHINGTON ST, P.O. BOX 326 WOODSTOCK, IL 60098	NONE GENERAL	PUBLIC CHARITY	5,000.
CHILDREN'S HOME & AID SOCIETY 125 S WACKER DRIVE, 14TH FLOOR CHICAGO, IL 60606	NONE GENERAL	PUBLIC CHARITY	5,000.
CHILDSERV 8765 W. HIGGINS ROAD SUITE 450 CHICAGO, IL 60631	NONE GENERAL	PUBLIC CHARITY	5,000.
GLENWOOD SCHOOL FOR BOYS 500 W. 187TH STREET GLENWOOD, IL 60425	NONE GENERAL	PUBLIC CHARITY	5,000.
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE GENERAL	PUBLIC CHARITY	5,000.
HOPE & LIGHT FOUNDATION 1355 CORTEZ LANE NE ATLANTA, GA 30319	NONE GENERAL	PUBLIC CHARITY	10,000.
HOSPICE FOUNDATION OF NORTHEASTERN ILLINOIS, INC. 410 S. HAGER AVENUE BARRINGTON, IL 60010	NONE GENERAL	PUBLIC CHARITY	10,000.
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVENUE CHICAGO, IL 60647	NONE GENERAL	PUBLIC CHARITY	5,000.

THE GEORGE A. BATES MEMORIAL FOUNDATION

36-3747609

JUVENILE PROTECTIVE ASSOCIATION 1707 N. HALSTED CHICAGO, IL 60614	NONE GENERAL	PUBLIC CHARITY	25,000.
MCHENRY COUNTY P.A.D.S. 1411 KISHWAUKEE VALLEY ROAD WOODSTOCK, IL 60098	NONE GENERAL	PUBLIC CHARITY	5,000.
MCKENDREE UNIVERSITY 701 COLLEGE STREET LEBANON, IL 62254	NONE GENERAL	PUBLIC CHARITY	5,000.
OAKEN ACRES WILDLIFE REFUGE & REHABILITATION CENTER 2250 BARBER GREENE ROAD DEKALB, IL 60115	NONE GENERAL	PUBLIC CHARITY	5,000.
ORPHANS OF THE STORM 2200 RIVERWOODS ROAD DEERFIELD, IL 60015	NONE GENERAL	PUBLIC CHARITY	5,000.
RAUE CENTER FOR THE ARTS 26 N WILLIAM STREET CRYSTAL LAKE, IL 60014	NONE GENERAL	PUBLIC CHARITY	5,000.
REHABILITATION INSTITUTE OF CHICAGO 345 E. SUPERIOR STREET CHICAGO, IL 60611	NONE GENERAL	PUBLIC CHARITY	25,000.
SALVATION ARMY OF CRYSTAL LAKE 290 W CRYSTAL LAKE AVENUE CRYSTAL LAKE, IL 60014	NONE GENERAL	PUBLIC CHARITY	5,000.
SOUTHERN ILLINOIS UNIVERSITY FOUNDATION OF ENGINEERING MAIL CODE 6603 CARBONDALE, IL 62901	NONE GENERAL	PUBLIC CHARITY	10,000.
SWEDISH COVENANT HOSPITAL 5145 N. CALIFORNIA AVENUE CHICAGO, IL 60625	NONE GENERAL	PUBLIC CHARITY	10,000.

THE GEORGE A. BATES MEMORIAL FOUNDATION

36-3747609

TRINITY COLLEGE NONE
300 SHS SUMMIT STREET HARTFORD, GENERAL
CT 06106

PUBLIC 20,000.
CHARITY

WILDLIFE IN NEED NONE
124 CASS STREET WOODSTOCK, IL GENERAL
60098

PUBLIC 5,000.
CHARITY

BEREA COLLEGE NONE
107 JACKSON STREET BERE, KY GENERAL
40404

PUBLIC 25,000.
CHARITY

TOTAL TO FORM 990-PF, PART XV, LINE 3A

200,000.