



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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

, 2009, and ending

, 20

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

Dr. Scholl Foundation

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

1033 Skokie Blvd; Suite 230

City or town, state, and ZIP code

Northbrook, IL 60062

A Employer identification number

36-6068724

B Telephone number (see page 10 of the instructions)

847-559-7430

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) ▶ \$

149,288,687

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) (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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,007	3,007		
4 Dividends and interest from securities	2,942,903	3,042,107		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	(4,377,331)			
b Gross sales price for all assets on line 6a	52,057,247			
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) (attach schedule)	0			
11 Other income (attach schedule)		205,079		
12 Total. Add lines 1 through 11	(1,431,421)	3,250,193	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	894,000	325,650		567,150
14 Other employee salaries and wages	196,000	9,800		197,933
15 Pension plans, employee benefits	338,918	101,675		223,122
16a Legal fees (attach schedule)	14,821	4,446		9,675
b Accounting fees (attach schedule)	30,630	29,099		1,532
c Other professional fees (attach schedule)	503,115	498,297		4,817
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	153,580			
19 Depreciation (attach schedule) and depletion	39,210	11,763		
20 Occupancy	224,722	67,417		157,023
21 Travel, conferences, and meetings	102,084	60,479		41,605
22 Printing and publications				
23 Other expenses (attach schedule)	91,935	453,493		62,891
24 Total operating and administrative expenses. Add lines 13 through 23	2,589,015	1,562,119	0	1,265,748
25 Contributions, gifts, grants paid	6,276,244			6,276,244
26 Total expenses and disbursements. Add lines 24 and 25	8,865,259	1,562,119	0	7,541,992
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	(10,296,680)			
b Net investment income (if negative, enter -0-)		1,688,074		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

214 14

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	200	200	200
	2 Savings and temporary cash investments	627,960	1,547,420	1,547,420
	3 Accounts receivable ▶ <u>Interest and dividends</u>			
	Less: allowance for doubtful accounts ▶	69,680	67,119	67,119
	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	25,005	49,173	49,173
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	62,695,737	74,524,293	74,524,293
	c Investments—corporate bonds (attach schedule)	29,610,652	29,269,854	29,269,854
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	33,068,771	43,692,089	43,692,089	
14 Land, buildings, and equipment: basis ▶	445,352			
Less: accumulated depreciation (attach schedule) ▶	315,111	169,451	130,241	
15 Other assets (describe ▶ <u>deposit</u>)	24,180	8,298	8,298	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	126,291,636	149,288,687	149,288,687	
Liabilities	17 Accounts payable and accrued expenses	280,090	308,501	
	18 Grants payable	25,000	25,000	
	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 ▶ <u>excise tax liability</u>)	0	151,000	
	23 Total liabilities (add lines 17 through 22)	305,090	484,501	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	125,986,546	148,804,186	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	125,986,546	148,804,186	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	126,291,636	149,288,687	

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	125,986,546
2 Enter amount from Part I, line 27a	2	(10,296,680)
3 Other increases not included in line 2 (itemize) ▶ <u>Unrealized gain on investments</u>	3	33,114,320
4 Add lines 1, 2, and 3	4	148,804,186
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	148,804,186

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 Publicly traded securities				
b Partnership and other gains and losses (see attached)				
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 43,531,245		47,299,997	(3,768,752)
b 9,727,989		8,639,074	1,088,915
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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

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	(2,679,837)
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))
2008	8,205,817	163,721,290	0.0501
2007	8,917,323	186,296,098	0.0479
2006	7,521,860	173,301,118	0.0434
2005	5,135,440	161,081,163	0.0319
2004	4,677,608	150,206,429	0.0311

2 Total of line 1, column (d)	2	0.2044
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	.0409
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	132,698,865
5 Multiply line 4 by line 3	5	5,427,384
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,881
7 Add lines 5 and 6	7	5,444,265
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	7,525,111

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		1	16,881
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	16,881
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
3 Add lines 1 and 2		5	16,881
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	17,000
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	0
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6d	
b Exempt foreign organizations—tax withheld at source		7	17,000
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	0
7 Total credits and payments. Add lines 6a through 6d		10	119
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 119 Refunded			

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
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. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Illinois		
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 2009 or the taxable year beginning in 2009 (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** ☐ Yes ☒ No
- 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? **12** ☒ Yes ☐ No
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13** ☒ Yes ☐ No
Website address ▶ drschollfoundation.com
- 14 The books are in care of ▶ John Nitschke Telephone no. ▶ 847-559-7430
Located at ▶ 1033 Skokie Blvd; Suite 230, Northbrook, IL ZIP+4 ▶ 60062-4109
- 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

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.

- 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? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)? . . . **1b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
- 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** ☐ Yes ☒ No
- 2** Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
- a** At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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** ☐ Yes ☒ No
- 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? ☐ Yes ☒ 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.) **3b** ☐ Yes ☒ No
- 4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** ☐ Yes ☒ No
- b** Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? **4b** ☐ Yes ☒ No

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 in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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 ☒ No
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b NA

6b X

7b NA

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
See Attached Schedule				

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
Janice Sobelman	Exec. Administrator			
1033 Skokie Blvd; Northbrook IL 60062	35/week	99,350	44,265	
Donna Dowdle	IT Mgr.			
1033 Skokie Blvd; Northbrook, IL 60062	30/week	59,000	48,334	

Total number of other employees paid over \$50,000 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see 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
Ellwood Associates 33 West Monroe, Suite 1850, Chicago, IL 60603	Investment consulting	119,332

Total number of others receiving over \$50,000 for professional services 0**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	133,284,094
b	Average of monthly cash balances	1b	1,435,566
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	134,719,660
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	134,719,660
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	2,020,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	132,698,865
6	Minimum investment return. Enter 5% of line 5	6	6,634,943

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	6,634,943
2a	Tax on investment income for 2009 from Part VI, line 5	2a	16,881
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,881
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,618,062
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,618,062
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	6,618,062

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	7,541,992
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	7,541,992
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	16,881
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,525,111

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,618,062
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	118,032			
f Total of lines 3a through e	118,032			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 7,541,992				
a Applied to 2008, 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)	1,041,962			
d Applied to 2009 distributable amount				6,500,030
e Remaining amount distributed out of corpus	118,032			118,032
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:	1,041,962			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,041,962			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	1,041,962			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{1}{2}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 27 of 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 page 28 of the 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 ATTACHED

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

SEE ATTACHED

c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

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 Paid during the year SEE ATTACHED				6,276,244
Total			3a	6,276,244
b Approved for future payment Evanston Northwestern Healthcare Fac. Practice Associates			Non US Surgical Training	25,000
Total			3b	25,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.					Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount			Related or exempt function income (See page 28 of the instructions)	
1	Program service revenue:								
a									
b									
c									
d									
e									
f									
g	Fees and contracts from government agencies								
2	Membership dues and assessments								
3	Interest on savings and temporary cash investments			14	3,007				
4	Dividends and interest from securities			14	2,942,903				
5	Net rental income or (loss) from real estate:								
a	Debt-financed property								
b	Not debt-financed property								
6	Net rental income or (loss) from personal property								
7	Other investment income								
8	Gain or (loss) from sales of assets other than inventory			18	(4,377,331)				
9	Net income or (loss) from special events								
10	Gross profit or (loss) from sales of inventory								
11	Other revenue: a								
b									
c									
d									
e									
12	Subtotal. Add columns (b), (d), and (e)		0		(1,431,421)			0	
13	Total. Add line 12, columns (b), (d), and (e)					13		(1,431,421)	

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- 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?

[illegible]

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

1990	1991
------	------

(2) Purchases of assets from a noncharitable exempt organization

1b(1)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(2)		X
-------	--	---

(4) Reimbursement arrangements

1b(3)		X
-------	--	---

(5) Loans or loan guarantees

1b(4)		X
-------	--	---

(6) Performance of services or membership or fundraising solicitations

1b(5)		X
-------	--	---

Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1b(6)		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

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

Signature of officer or trustee

10-28-10
Date

Treasurer
Title

**Paid
Preparer's
Use Only**

**Preparer's
signature**

► David Fajal

Date _____

10-22-10

Check if self-employed ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

ASM McGladrey Inc. One S. Wacker Dr
Suite 800 Chicago, IL 60606

EIN ►

Phone no 312-634-3400

DR. SCHOLL FOUNDATION - 36-6068724
PART 1, FORM 990-PF - YEAR ENDED DECEMBER 31, 2009

	Columns		
	(a)	(b)	(d)
<u>Part I, Line 11, Other Income:</u>			
Partnership gains		<u>205,079</u>	

<u>Part I, Line 16, Professional fees:</u>			
16 a. Legal fees	14,821	4,446	9,675
16 b. Annual audit	30,630	30,630	-
16 c. Other professional fees:			
Investment advisory fees	309,562	309,562	-
Securities custodian fees	51,450	51,450	-
Investment consulting fees	119,332	119,332	-
Other accounting and tax	18,537	16,683	1,854
Benefit plans administration fees and other	4,234	1,270	2,964
	<u>503,115</u>	<u>498,297</u>	<u>4,817</u>

<u>Part I, Line 18, Taxes:</u>	
Federal excise taxes:	
Current provision	2,580
Deferred provision	151,000
	<u>153,580</u>

<u>Part I, Line 19, Depreciation:</u>						
	Date		Prior			Depr
<u>Description</u>	<u>Acquired</u>	<u>Cost</u>	<u>Depr</u>	<u>Method</u>	<u>Rate</u>	<u>This Yr.</u>
Office Equip.	1999	1,774	1,685	SL	10 Yrs	89
"	2001	156,195	117,146	SL	10 Yrs	15,620
"	2002	123,636	80,363	SL	10 Yrs	12,364
"	2004	1,585	793	SL	10 Yrs	159
"	2008	4,351	435	SL	10 Yrs	435
Total Off. Eq.		<u>287,541</u>				
L-hold Improv.	2001	150,266	71,794	SL	15 Yrs	10,017
	2002	7,545	3,685	SL	15 Yrs	526
Total L-hold Imp.		<u>157,811</u>				<u>39,210</u>
Total		<u>445,352</u>	<u>275,901</u>			<u>11,763</u>

<u>Part I, Line 23, Other expenses:</u>			
Dues and subscriptions	6,429	1,929	4,500
Office supplies and expenses	23,797	7,139	15,194
Information technology	2,415	725	1,691
Insurance	40,881	12,264	28,617
Telephone	12,664	3,799	8,865
Other partnership deductions	-	425,912	
Postage	5,749	1,725	4,024
Total	<u>91,935</u>	<u>453,493</u>	<u>62,891</u>

<u>Part II, Line 14, Equipment:</u>	
Office equipment	287,541
Leasehold improvements	157,811
Accumulated depreciation and amortization	<u>(315,110)</u>
Book value	<u>130,242</u>

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2009

Page 1, Lines 4, 7, 11, 23 Col (b)/Page 3, Part IV, Line 2 - Net Investment Income/Capital Gain:

Column (b) includes dividends and interest and capital gains (Pg. 3, Part IV) as reported on K-1 Forms of LLC partnerships in which the taxpayer has an ownership interest as well as other investment expenses.

		<u>LLC Investments</u>		
		<u>Per Book</u>	<u>Book/Tax Difference</u>	<u>Amounts per Form 990-PF</u>
Interest and dividends	line 4	384,173	99,204	483,377
Capital gains (losses)	line 7	(1,839,730)	1,697,493	(142,237)
Other Income				-
Artio Int't Equity Fd II		0	(151,078)	151,078
Adams Street Partners 2004 LLC		0	(17,050)	17,050
Adams Street Partners 2006 LLC		0	(7,219)	7,219
Adams Street Partners 2008 LLC			(4,188)	4,188
SSGA ACWI			(15,880)	15,880
Wellington Inflation Hedge			(9,664)	9,664
	line 11		(205,079)	205,079
Other Expenses	line 23	57,072	425,912	482,984

DR. SCHOLL FOUNDATION - 36-6068724				
FORM 990-PF - PART VIII, ITEM 1, OFFICERS, DIRECTORS, TRUSTEES				
AND THEIR COMPENSATION, IF ANY				
YEAR ENDED DECEMBER 31, 2009				
			(d)	(e)
	Title and		Employee	Expense acct
	time devoted	(c)	benefit plans	other
<u>Name and address*</u>	<u>to position</u>	<u>Compensation</u>	<u>deferred comp</u>	<u>allowances</u>
Mary Ann Hynes	Director - 6 hrs/week	36,000	0	0
Anne Moseley	Director/Vice President -28hrs/week	93,000	42,216	-
John A. Nitschke	Treasurer - 35hrs/week	243,000	71,699	0
Richard B Patterson	Director - 5 hrs/week	30,000	0	0
David L. Royalty	Director - 8 hrs/week (deceased)	34,000	0	0
Daniel Scholl	Director - 5 hrs/week	31,000	0	0
Pamela Scholl	Board Chairman/Pres. - 35hrs/week	343,000	94,569	0
Jeanne M. Scholl	Director/Secretary - 8 hrs/week	51,000	0	0
Susan Scholl	Director - 5 hrs/week	31,000	0	0
		892,000	208,484	0
*All of the above can be reached at 1033 Skokie Blvd., Suite 230 Northbrook, IL 60062				

DR SCHOLL FOUNDATION -366068724

FORM 990 PF -PART IV

LINE 1b

2009 CAPITAL GAINS AND LOSSES

DATE	DESCRIPTION	QUANTITY	PROCEEDS	COST	GAIN/LOSS
	Partnerships and Other				-
31-Mar-09	PHILLIP MORRIS SETTLEMENT		56		56
31-Mar-09	SPRINT SETTLEMENT		54		54
31-Mar-09	TYCO SETTLEMENT		4,772		4,772
31-May-09	AT&T SETTLEMENT		297		297
31-Jul-09	SEARS & ROEBUCK SETTLEMENT		71		71
31-Oct-09	CARDINAL HEALTH SETTLEMENT		8,071		8,071
30-Apr-09	MCKESSON SETTLEMENT		133,575		133,575
30-Nov-09	COCA COLA SETTLEMENT		14,542		14,542
VARIOUS	BLACKROCK		3,218,484	3,025,219	193,265
VARIOUS	LEXINGTON CAPITAL		196,079	85,593	110,486
VARIOUS	COMMON SENSE PARTNERS	VARIOUS	4,600,000	3,808,833	791,167
30-Sep-09	HBK OFFSHORE		350,000	375,205	(25,205)
	ADAMS STREET 2004		29,568	-	29,568
	ADAMS STREET 2006			41,631	(41,631)
	ADAMS STREET 2008		25,522	-	25,522
	ARTIO GLOBAL			1,281,057	(1,281,057)
	Wellington Diversified Hedges Portfolio		1,146,897		1,146,897
	SSGA GLOBAL ACWI MSCI FUNDS			21,536	(21,536)
					-
	Total		9,727,989	8,639,074	1,088,915
					-

Dr. Scholl Foundation
2009 Form 990 PF
Part II, lines 10b,10c, and 13
Fed. #36-6068724

Asset	Units	Price	Market Value
<u>I 10b - Investments -Corporate Stock</u>			
COACH INC	2,710	36.53	98,996
NIKE INC CL B	4,590	66.07	303,261
PEPSICO INC COM	3,100	60.80	188,480
DISNEY (WALT) COMPANY .	10,600	32.25	341,850
COLGATE PALMOLIVE CO COM	2,500	82.15	205,375
ABBOTT LABORATORIES	4,600	53.99	248,354
GILEAD SCIENCES INC	8,100	43.28	350,568
MYLAN INC	6,600	18.43	121,638
TEVA PHARMACEUTICAL INDS LTD ADR	5,300	56.18	297,754
UNILEVER PLC	5,900	31.90	188,210
MARRIOTT INTERNATIONAL INC CL A	5,419	27.25	147,668
AMAZON COM INC	4,700	134.52	632,244
COSTCO WHSL CORP NEW	5,400	59.17	319,518
DOLLAR GEN CORP	1,300	22.43	29,159
KOHL'S CORP	3,400	53.93	183,362
NOVARTIS AG	1,500	54.43	81,645
STAPLES INC	2,500	24.59	61,475
STARBUCKS CORP	5,700	23.06	131,442
TIFFANY & CO	2,500	43.00	107,500
TARGET CORP	4,000	48.37	193,480
CADBURY	632	51.39	32,478
MASTERCARD INC	1,600	255.98	409,568
VMWARE INC	1,200	42.38	50,856
CELGENE CORP	4,700	55.68	261,696
PRAXAIR INC	1,900	80.31	152,589
BAXTER INTL INC	5,400	58.68	316,872
EXPRESS SCRIPTS INC	800	86.45	69,160
ILLUMINA INC	2,500	30.65	76,625
MEDCO HEALTH SOLUTIONS INC	5,900	63.91	377,069
PFIZER INC	8,300	18.19	150,977
ROCHE HLDG LTD SPONSORED ADR	5,400	42.52	229,581
SHIRE PLC-ADR	3,190	58.70	187,253
VERTEX PHARMACEUTICALS INC	2,500	42.85	107,125
PRECISION CASTPARTS CORP	1,110	110.35	122,489
ALCON INC	2,400	164.35	394,440
CUMMINS INC	1,300	45.86	59,618
UNITED TECHNOLOGIES CORP	2,210	69.41	153,396

Dr. Scholl Foundation
2009 Form 990 PF
Part II, lines 10b,10c, and 13
Fed. #36-6068724

ADOBE SYS INC	10,500	36.78	386,190
ANALOG DEVICES INC	5,600	31.58	176,848
APPLE INC	3,501	210.86	738,221
BAIDU INC	300	411.23	123,369
CISCO SYS INC	18,210	23.94	435,947
GOOGLE INC	1,210	619.98	750,176
HEWLETT PACKARD COMPANY	8,500	51.51	437,835
INTEL CORPORATION	8,800	20.40	179,520
INTERNATIONAL BUSINESS MACHINES CORP	1,200	130.90	157,080
JUNIPER NETWORKS INC	4,700	26.67	125,349
MICROSOFT CORP COM	17,680	30.49	539,063
NETAPP INC	7,700	34.39	264,803
SALESFORCE COM INC	2,810	73.77	207,294
TENCENT HOLDINGS LTD	6,100	21.72	132,492
AGILENT TECHNOLOGIES INC	5,184	31.07	161,067
CREE INC	1,800	56.37	101,466
OCCIDENTAL PETROLEUM CORPORATION COMMON	3,400	81.35	276,590
PETROLEO BRASILEIRO SA PETROBRAS	4,600	47.68	219,328
SCHLUMBERGER LIMITED	3,500	65.09	227,815
WEATHERFORD INTNTL LTD	3,400	17.91	60,894
UNION PACIFIC CORP	1,700	63.90	108,630
JOHNSON CONTROLS INC	3,800	27.24	103,512
SOUTHWESTERN ENERGY CO	3,700	48.20	178,340
QUALCOMM INC	11,800	46.26	545,868
BANK OF AMER CORP	3,000	15.06	45,180
SCHWAB CHARLES CORP NEW	14,500	18.82	272,890
GOLDMAN SACHS GROUP INC	2,400	168.84	405,216
JPMORGAN CHASE & CO	3,300	41.67	137,511
MORGAN STANLEY CO	1,800	29.60	53,280
VISA INC	5,700	87.46	498,522
BANK AMER CORP	7,000	14.92	104,440
BIGBAND NETWORKS INC	16,680	3.44	57,379
CAMBIUM LEARNING GRP INC	11,317	3.92	44,363
ENTRAVISION COMMUNICATIONS	39,387	3.40	133,916
MCCLATCHY CO	3,175	3.54	11,240
OUTDOOR CHANNEL HLDGS INC	15,584	5.80	90,387
CENTURY CASINOS INC	34,265	2.69	92,173
SCIENTIFIC GAMES CORP	4,175	14.55	60,746
COLLECTIVE BRANDS INC	7,660	22.77	174,418
DELIA*S INC	28,000	1.87	52,360
RUEZI INC	455	28.09	12,781
VITAMIN SHOPPE INC	825	22.24	18,348
COVENANT TRANSPORTATION GRP	4,170	4.21	17,556

Dr. Scholl Foundation
2009 Form 990 PF
Part II, lines 10b, 10c, and 13
Fed. #36-6068724

INTERTAPE POLYMER GROUP INC	43,900	2.84	124,781
CAVCO INDS INC	4,774	35.92	171,482
CHICAGO BRIDGE & IRON COMPANY	5,610	20.22	113,434
MYR GROUP INC	4,780	18.08	86,422
PALM HBR HOMES INC	17,993	2.07	37,246
SKYLINE CORP	6,080	18.40	111,872
ABM INDS INC	7,190	20.66	148,545
ASCENT SOLAR TECHNOLOGIES INC	7,270	5.30	38,531
ACCO BRANDS CORP	17,675	7.28	128,674
ACTUANT CORP	2,975	18.53	55,127
ARGO GROUP INTERNATIONAL HOLDINGS LTD	5,856	29.14	170,644
CROSS CTRY HEALTHCARE INC	9,060	9.91	89,785
FIRST HORIZON NATL CORP	4,446	13.41	59,621
GEO GROUP INC	12,365	21.88	270,546
HEALTHWAYS INC	2,318	18.34	42,512
HELIX ENERGY SOLUTIONS GROUP	5,490	11.75	64,508
HILL INTL INC	40,713	6.24	254,049
HILLTOP HLDGS INC	7,514	11.64	87,463
INFINITY PHARMACEUTICALS INC	4,447	6.18	27,482
JETBLUE AIRWAYS CORP	13,025	5.45	70,986
JOURNAL COMMUNICATIONS INC	2,390	3.89	9,297
KFORCE INC	2,575	12.50	32,188
LTX-CREDENCE CORP	55,812	1.78	99,345
MATRIX SVC CO	7,940	10.65	84,561
MRV COMMUNICATIONS INC	131,595	0.71	93,432
MONRO MUFFLER BRAKE INC	5,345	33.44	178,737
NORTHWEST BANCSHARES INC	700	11.32	7,924
OMNICELL INC	7,500	11.69	87,675
PRIDE INTL INC	955	31.91	30,474
PRIMORIS SVCS CORP	18,810	7.97	149,916
RANDGOLD RES LTD	8,570	79.12	678,058
STEC INC	3,980	16.34	65,033
STERLING CONSTR INC	3,175	19.18	60,897
U M H PPTYS INC	13,248	8.48	112,343
YRC WORLDWIDE INC	4,390	0.84	3,687
VOYAGER LEARNING CORP	17,845	0.00	-
CALGON CARBON CORP	4,800	13.90	66,720
ALLIED HEALTHCARE PRODS INC	6,977	5.36	37,397
ALMOST FAMILY INC	565	39.53	22,334
CONCORD MED SVCS HLDGS	50	8.64	432
ENSIGN GROUP INC	10,942	15.37	168,179
GENTIVA HEALTH SVCS INC	4,685	27.01	126,542
HEALTHCARE SVC GROUP INC	2,838	21.46	60,903

Dr. Scholl Foundation
2009 Form 990 PF
Part II, lines 10b,10c, and 13
Fed. #36-6068724

MDS INC	5,620	7.65	42,993
ORASURE TECHNOLOGIES INC	21,163	5.08	107,508
PRESTIGE BRANDS HLDGS INC	14,410	7.86	113,263
SYMMETRY MED INC	4,395	8.06	35,424
ELDORADO GOLD CORP	3,484	14.17	49,368
GREAT BASIN GOLD	39,695	1.71	67,878
PETAQUILLA RES	46,620	0.81	37,534
ROYAL GOLD INC	3,240	47.10	152,604
SAN GOLD CORP	16,220	3.48	56,426
SILVER STD RES INC	1,625	21.87	35,539
VISTA GOLD CORP	12,623	2.45	30,926
WAUSAU PAPER CORP	7,685	11.60	89,146
CHINA GRENTech CORP	28,775	3.56	102,439
COGNEX CORP	2,630	17.72	46,604
POWER-ONE INC	32,020	4.35	139,287
REDWOOD TR INC	3,270	14.46	47,284
NEWALTA INC	6,540	7.64	49,991
CRAY INC	11,657	6.42	74,838
DISCOVERY LABS	17,055	0.63	10,719
EVANS & SUTHERLAND COMPUTER CORP	25,530	0.10	2,553
INFOSPACE COM INC	3,875	8.57	33,209
OSI SYS INC	4,985	27.28	135,991
REALNETWORKS INC	24,050	3.71	89,226
TIER TECHNOLOGIES INC	28,425	8.00	227,400
3 COM CORP	46,035	7.50	345,263
TRIDENT MICROSYSTEMS INC	62,200	1.86	115,692
COHERENT INC	4,405	29.73	130,961
POWERWAVE TECHNOLOGIES INC	1,975	1.26	2,489
RICHARDSON ELECTRS	10,021	5.87	58,823
SYMYX TECHNOLOGIES INC	11,487	5.50	63,179
ENERGY XXI (BERMUDA)	38,220	2.31	88,288
FOREST OIL CORP	3,390	22.25	75,428
GLOBAL INDS	27,110	7.13	193,294
HELMERICH & PAYNE INCORPORATED	1,280	39.88	51,046
HERCULES OFFSHORE INC	3,860	4.78	18,451
INTEROIL CORP	11,790	76.81	905,590
KEY ENERGY SERVICES INC	15,128	8.79	132,975
MCMORAN EXPLORATION CO	22,025	8.02	176,641
NEWPARK RES INC	38,920	4.23	164,632
OCEANEERING INTERNATIONAL INC	1,925	58.52	112,651
PARKER DRILLING CO	9,950	4.95	49,253
PETROQUEST ENERGY INC	4,985	6.13	30,558
RANGE RES CORP	4,722	49.85	235,392

Dr. Scholl Foundation
2009 Form 990 PF
Part II, lines 10b,10c, and 13
Fed. #36-6068724

SEAHAWK DRILLING INC	75	22.54	1,691
TRICO MARINE SVCS INC	6,775	4.54	30,759
WD 40 CO	3,454	32.36	111,771
PHI INC	3,224	20.70	66,737
PHI INC	1,112	20.65	22,963
WILLBROS GROUP INC	7,605	16.87	128,296
AIRTRAN HOLDINGS INC	29,905	5.22	156,104
UAL CORP	16,629	12.91	214,680
CINCINNATI BELL INC	28,175	3.45	97,204
SANDVINE CORP	72,785	1.23	89,584
ANWORTH MTG ASSET CORP	26,795	7.00	187,565
BANCORP INC	5,055	6.86	34,677
CAPSTEAD MORT CORP	16,405	13.65	223,928
CHIMERA INVT CORP	107,544	3.88	417,271
CITY NATIONAL CORP	1,825	45.60	83,220
EAGLE BANCORP INC	705	10.47	7,381
FIRST ACCEP CORP	31,630	1.95	61,679
FIRST SEC GROUP INC	13,692	2.38	32,587
GRAFTECH INTL	6,780	15.55	105,429
HATTERAS FINL CORP	4,630	27.96	129,455
IBERIABANK CORP	870	53.81	46,815
INTERMEC INC	17,336	12.86	222,941
INVESCO MORTGAGE CAPITAL INC	3,025	22.76	68,849
MFA FINANCIAL INC	21,480	7.35	157,878
PACIFIC PREMIER BANCORP	11,210	3.38	37,890
SPDR SER TR KBW REGL BKG ETF	2,561	22.25	56,982
UNIVEST CORP	1,725	17.53	30,239
WASHINGTON BKG CO OAK HBR WASH	3,415	11.94	40,775
WESTERN LIBERTY BANCORP	3,780	7.61	28,766
WHITNEY HOLDING CORPORATION	7,055	9.11	64,271
1ST UNITED BANCORP INC FLA	6,200	7.14	44,268
MERCURY GEN CORP	2,225	39.26	87,354
NYMAGIC INC	2,993	16.59	49,654
ARMOUR RESIDENTIAL REIT INC	6,295	8.25	51,934
MARKET VECTORS ETF TR	2,793	25.74	71,892
MIDSOUTH BANCORP INC	1,600	13.90	22,240
ORIGEN FINL INC	45,704	1.45	66,271
UNSETTLED TRADES			(87,582)
DODGE & COX STOCK FUND	160,774	96.14	15,456,827
ARTIO EQUITY INTERNATIONAL FUND II			6,884,466
TEMPLETON INSTL FDS INC FGN EQ	352,018	19.30	6,793,953
STATE STREET GLOBAL ADVISORS ACWI FUND			12,469,801
WELLINGTON INFLATION HEDGE FUND			4,292,120

Dr. Scholl Foundation
2009 Form 990 PF
Part II, lines 10b,10c, and 13
Fed. #36-6068724

Total Investments - Stocks			74,524,293
<u>I 10c - Investments - Bonds</u>			
METROPOLITAN WEST FDS LOW DURATION CL 1	1,222,491	8.03	9,816,604
PIMCO FUNDS TOTAL RETURN INSTL FUND	1,765,965		19,072,422
AIM MONEY MARKET FUNDS	380,828	1.00	380,828
Total Investments - Bonds			29,269,854
<u>I 13 - Investments -Other</u>			
ADAMS STREET PARTNERSHIP 2004			3,449,454
ADAMS STREET PARTNERSHIP 2006			2,425,077
ADAMS STREET PARTNERSHIP 2008			1,468,591
LEXINGTON CAPITAL VI			2,926,112
COLLER INVESTMENT PARTERSIP V			1,527,659
COMMON SENSE PARTNERS			3,882,146
COMMON SENSE LONG SHORT FUND			4,283,915
BLACKROCK ALTERNATIVE INVESTMENTS			1,573,152
HBK PARTNERSHIP			4,228,096
SILVERPOINT PARTNERSHIP			4,713,493
OCH ZIFF PARTNERS			5,171,857
SEG PARTNERS			2,790,042
HIGHSIDE			2,627,636
M. KINGDON			2,624,859
Total Investmens - Other			43,692,089

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2009

Part XV - Supplementary Information - Line 2a

1 Grants

- (a) Pamela Scholl, President
Dr. Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
Tel. 847-559-7430
- (b) Grant application provided on written request should be submitted together with information detailed on application: copy of Application for Grant presently used is attached.
- (c) Before March 1, of each calendar year
- (d) Restricted to exempt organizations under Internal Revenue Code section 501 (c) (3)

Dr. Scholl Foundation

Founded by William M. Scholl, MD, in 1947

2010 GRANT APPLICATION FORM

APPLICATIONS MUST BE RECEIVED NO LATER THAN 4 P.M. MARCH 1, 2010

Organization Name:	
Address:	
Federal Employer Identification Number (FEIN):	
Telephone:	E-mail Address:
Date Organized:	
Contact Person (Name and Title):	
CEO (Name):	
Amount of Request (U.S. dollars only):	

Summary of project request—answer in this space only
Type or print legibly using black pen (Important, all directors review this summary)

NOTE:

FORM CHANGES EACH YEAR AND
MUST BE REQUESTED ANEW

Do Not Alter Form

Objectives of organization (mission statement or activities actually pursued - no attachments):

**Organization's Financial Data:
(most recent fiscal year)**

Total revenue: \$ _____
Total program expenses: \$ _____
Total administrative expenses: \$ _____
Total fund raising expenses: \$ _____
Total invested funds: \$ _____

Project Financial Data:

Revenue: \$ _____
Project expenses: \$ _____
Administrative expenses: \$ _____
Fund raising expenses: \$ _____

Donor Information:

Top five donors – names (anonymous unacceptable) and amounts for the last fiscal year (including foundation, government, corporate and individuals):

1.	_____	\$ _____
2.	_____	\$ _____
3.	_____	\$ _____
4.	_____	\$ _____
5.	_____	\$ _____

CERTIFICATION

The undersigned hereby certifies that; (A) the information set forth in this application and supporting documents is correct to the best of his or her information and belief, (B) the Internal Revenue Service determination letter submitted in support of this application has not been revoked, cancelled or modified, and (C) no funds received pursuant to this application will be used for prohibited transactions.

Applicant organization:

CEO or CFO signature only:

Print name and title of officer above:

Date signed:

Foundation Use Only

Do Not Alter Form

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Abbott House, Inc Mitchell, SD 57301	Funding to provide computers and wiring for classrooms	5,000
Access Community Health Network Chicago, IL 60661	Funding for early literacy activities and health care needs of children	20,000
Adler Planetarium & Astronomy Museum Chicago, IL 60605	Funding to support the Explorers Club program	25,000
Advocate Charitable Foundation Park Ridge, IL 60068	Funding for POST program	5,000
After School Matters-Gallery 37 Center for the Arts Chicago, IL 60601	Funding for out-of-school programming	25,000
Albion College Albion, MI 49224	Funding to support Briton Awards fund	5,000
Alderson-Broaddus College Philippi, WV 26416	Funding to purchase flat-screen television sets	20,000
Alfred Campanelli YMCA Schaumburg, IL 60193	Funding to purchase new equipment for Active America program	5,000
Alice Lloyd College Pippa Passes, KY 41844	Funding to provide scholarships	10,000
Alliance for the Great Lakes Chicago, IL 60602	Funding for Adopt-a-Beach program	10,000
Alternative Behavior Treatment Centers Mundelein, IL 60060	Funding for part-time vocational counselor	10,000
Alverno College Milwaukee, WI 53234-3922	Funding for scholarship program	5,000
Alzheimer's Disease and Related Disorder Association, Inc. Chicago, IL 60601	Funding for research program	15,000
Amate House Chicago, IL 60609	Funding to support Volunteer retreats	5,000
America Abroad Media Washington, DC 20036	Funding to support Journalism Fellowship Initiative	10,000
America Scores Chicago Chicago, IL 60607	Funding for at-risk youth programs	5,000
American Committee for Weizmann Institute of Science Chicago, IL 60601	Funding for water and climate research	500,000
American Red Cross-Chicago Chicago, IL 60612	Funding to support WHALE Tales and Kid Firestopper programs	10,000
American Society for Yad Vashem New York, NY 10110-1699	Funding for scholarship fund	20,000
Angel Flight West, Inc. Santa Monica, CA 90405-3213	Funding to support the Alpha Initiative	10,000
Archdiocese of New Orleans New Orleans, LA 70125	Funding for programs for CCSC	5,000
Arizona Nursery Association Foundation Tempe, AZ 85282-1127	Funding to support educational program	7,500
Ars Viva Libertyville, IL 60048	Funding to support MUSIC for LIFE program	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Art Institute of Chicago Chicago, IL 60603	Funding for educational programs	20,000
Ashland University Ashland, OH 44805	Funding to support summer undergraduate research project	5,000
Assistance League of Phoenix Phoenix, AZ 85020	Funding for Operation School Bell	3,000
B.U.I.L.D., Inc Chicago, IL 60622	Funding to support Youth Leadership Initiative (YLI)	60,000
Back-To-School Clothing Drive Glendale, AZ 85311-0099	Funding for New Clothes New Beginnings Annual Distribution event	10,000
Barrel of Monkeys Productions Chicago, IL 60657	Funding to support in-school creative writing and drama programs	5,000
Beloit College Beloit, WI 53511	Funding for Dr. Scholl Foundation Moral Obligation Scholarships	20,000
Benewah County Humane Society, Inc. St. Maries, ID 83861	Funding for Petfood for Seniors & Emergency Veterinary Care	2,500
Big Brothers Big Sisters of Green County, Inc. Monroe, WI 53566	Funding to support community and school-based Mentoring Programs	5,000
Big Shoulders Fund Chicago, IL 60606	Funding to support Patrons Program and Dr. Scholl High School Scholars Program	300,000
Black Ensemble Theatre Chicago, IL 60640	Funding to support Theater for Special Women Program	5,000
Boston Classical Orchestra Cambridge, MA 02139	Discretionary Grant	1,000
Boys & Girls Club-Milwaukee Milwaukee, WI 53212	Funding to support Sista Pride program	5,000
Boys & Girls Clubs of Metropolitan Phoenix Phoenix, AZ 85008-1824	Funding for Dave Pratt Dental Clinic staff salaries	40,000
Boys Hope Girls Hope of Arizona Phoenix, AZ 85012	Funding for Community-Based Program students	25,000
Boys Hope/Girls Hope of Illinois Wilmette, IL 60091	Funding for therapeutic counseling program	5,000
British Red Cross (Hampshire Branch) Winchester, Winchester SO23 0LB	Funding towards purchase of a new ambulance	10,000
Brother Rice High School Chicago, IL 60655-3356	Funding to purchase four SMART boards and speaker systems for science department	5,000
Cabrini Connections, Tutor-Mentor Connection Chicago, IL 60642	Funding for general operating costs	5,000
Carmel Catholic High School Mundelein, IL 60060-2499	Funding for equipment for physics labs	5,000
Carroll University Waukesha, WI 53186	Funding for nursing scholarships	5,000
Cathedral Counseling Center Chicago, IL 60602	Funding for increased mental health services	5,500

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Catholic Charities of the Archdiocese of Chicago Chicago, IL 60610-3574	Funding for St. Leo Campus for Veterans, Cooke's Manor and Bishop Goedert Residence	30,000
Catholic Church Extension Society Chicago, IL 60606	Funding for health and educational programs	20,000
Center for Rural Leadership - Project Centrl Casa Grande, AZ 85122	Funding to support educational programs	15,000
Center for Strategic & International Studies Washington, DC 20006	Funding to support the William M. Scholl Chair in International Business	90,000
Center for the Study of the Presidency and Congress Washington, DC 20036	Funding for SAFI, FIU, Character-Based Leadership, Syria and other programs	100,000
Center of Concern Park Ridge, IL 60068	Funding for Senior Services and Geriatric Counseling Program	20,000
Chicago 2016 Exploratory Committee Chicago, IL 60601	Chicago 2016 Exploratory Committee	500,000
Chicago a cappella Chicago, IL 60657-4120	Funding to support the 2009-10 concert season	5,000
Chicago Architecture Foundation Chicago, IL 60604-2500	Funding to support Youth Education Programs	5,000
Chicago Child Care Society Chicago, IL 60615	Funding for Early Childhood Mental Health program	5,000
Chicago Children's Advocacy Center Chicago, IL 60608	Funding to support the Mental Health Clinic	10,000
Chicago Council on Global Affairs Chicago, IL 60604-4434	Funding for Focus on China series and lecture on U.S.-China relations	40,000
Chicago Cultural Center Foundation Chicago, IL 60602	Funding for Project Onward	10,000
Chicago Foundation for Education Chicago, IL 60611	Funding to support programs for teachers and students	10,000
Chicago Horticultural Society-Chicago Botanic Garden Glencoe, IL 60022-0400	Funding for Horticulture Intern Program	30,000
Chicago Human Rhythm Project Chicago, IL 60657	Funding for Annual Youth Tap Ensemble Conference	5,000
Chicago Lighthouse For People Who Are Blind or Visually Impaired Chicago, IL 60608	Funding to support Senior Center programs	15,000
Chicago Metropolis 2020 Chicago, IL 60603-2408	Funding for Justice/Violence Initiative	25,000
Chicago Public Library Foundation Chicago, IL 60602	Funding to support Chicago Public Library's 2010 Summer Reading Program	65,000
Chicago Public Media - WBEZ Chicago, IL 60611	Funding to support Neighborhood Satellite News Bureau Initiative	40,000
Chicago Shakespeare Theater Chicago, IL 60611	Funding for arts-in-education program	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Chicago Theatre Group/Goodman Theatre Chicago, IL 60601-3205	Funding for Gindy Bandle Young Critics program	5,000
Chicago Theological Seminary Chicago, IL 60637	Funding for Faith Based Community Outreach Initiative	5,000
Chicago Zoological Society/Brookfield Zoo Brookfield, IL 60513	Funding to support Zoo Adventure Passport! Program	5,000
Child and Family Advocacy Program - Blue Sky Bridge Boulder, CO 80304	Funding for Child Advocacy Program	5,000
Children of God Relief Fund, Inc., Nyumbani Orphanage Washington, DC 20007-5108	Funding with tuition assistance	5,000
Children's Hospital Foundation-Milwaukee Milwaukee, WI 53201	Funding for Project Adam	15,000
Children's Memorial Hospital Chicago, IL 60614-3394	Funding to endow fourth year cardiology fellowship	100,000
ChildServ Chicago, IL 60631-4101	Funding for PEP program	5,000
Chinese American Service League Chicago, IL 60616	Funding for Adult Day Service Program	5,000
Cistercians of Strict Observance-MA Wrentham, MA 02093	Funding for construction of candy building	25,000
Clearbrook Arlington Heights, IL 60005	Funding to expand Take A Break (TAB) Volunteer Program	10,000
Colorado Horse Rescue Longmont, CO 80503	Funding to purchase hay and medicine for horses	10,000
Colorado Therapeutic Riding Center Longmont, CO 80501	Funding to support volunteer program	25,000
Columbia University New York, NY 10032	Funding for scholarship program	25,000
CommunityHealth Chicago, IL 60622	Funding for on-site ultrasound screening program	10,000
Connecticut College New London, CT 06320-4196	Funding to support Steel House Rehabilitation and Reuse Project	50,000
Corazon Community Services Cicero, IL 60804	Funding to support parent-child workshop	5,000
Corporation for Jefferson's Poplar Forest Forest, VA 24551-0419	Funding for Summer Field School in Historical Archaeology	10,000
Cotting School Lexington, MA 02421	Funding for Acrobat and digital camera	5,000
Countryside Association for People with Disabilities, Inc. Palatine, IL 60074	Funding for Mobile Work Crew	5,000
Cristo Rey Jesuit High School Chicago, IL 60608	Funding to support science department	15,000
Deer Valley Little League Glendale, AZ 85308	Funding for equipment, field upgrades and player scholarships	5,000
DePaul University Chicago, IL 60604	Funding to support Egan Hope Scholars Program	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Discovery Center Museum Rockford, IL 61103	Discretionary Grant	2,000
Dominican University River Forest, IL 60305	Funding for atomic absorption spectrophotometer	18,200
Dreams With Wings Louisville, KY 40205	Funding to broaden their fitness program	5,000
Duke University Medical Center Durham, NC 27701	Funding for scholarship program	25,000
Easter Seals Society-Chicago Chicago, IL 60608	Funding for Early Intervention services	5,000
Empowering Lives International Upland, CA 91785-0067	Funding to support Hope and Health program in Western Kenya	10,000
Environmental Law and Policy Center of the Midwest Chicago, IL 60601-2208	Funding to address economic development and environmental quality	30,000
Environmental Learning for Kids, E.L.K. Denver, CO 80239	Funding to support DYN and School-Based Programs	10,000
Family Institute Chicago, IL 60603	Funding to support Community Scholarships	5,000
Fidelco Guide Dog Foundation Bloomfield, CT 06002	Funding to sponsor a training van	6,000
Field Museum of Natural History Chicago, IL 60605	Funding to support Chicago Public Schools Summer Internship Program	10,000
Fight Crime. Invest in Kids - Council for a Strong America Chicago, IL 60601	Funding for early childhood education and care programs	5,000
Food Bank for New York City New York, NY 10006	Funding to support hunger relief network	10,000
Foothills Caring Corps, Inc. Carefree, AZ 85377-8592	Discretionary Grant	3,000
Foothills Food Bank Carefree, AZ 85377	Discretionary Grant	1,000
Fort Lewis College Foundation Durango, CO 81301-3999	Funding for Mountain Lion exhibit	10,000
Foundation Fighting Blindness Owings Mills, MD 21117-2220	Funding to support AMD research and education programs	5,000
Frequent Flyers Productions Boulder, CO 80306-1979	Funding to support Kids Who Fly program	4,000
Friends of Ilan Sports Center for the Disabled New York, NY 10165	Funding for Sports Wheelchair Campaign	10,000
Friends of the Chicago River Chicago, IL 60604-2272	Funding for Chicago River Schools Network program	5,000
Friends of the Parks-Chicago Chicago, IL 60602-2174	Funding for Outdoor Environmental Education Program	5,000
Garfield Park Conservatory Alliance Chicago, IL 60624	Funding to support Sugar From The Sun School & Teacher Programs	15,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
George Mason University Fairfax, VA 22030	Discretionary Grant	50,000
Georgetown Preparatory School North Bethesda, MD 20852	Funding for language program	40,000
Georgetown University-Lombardi Cancer Center Washington, DC 20057	Funding for Palliative Care Program	80,000
Girl Scouts - Greater Chicago and Northwest Indiana Chicago, IL 60606-6101	Funding to support healthy living programs	5,000
Girls In The Game Chicago, IL 60607	Discretionary Grant	2,000
Global Arthroscopy Foundation Northbrook, IL 60062	Funding for operating expenses and purchase of surgical equipment	25,000
Golden Apple Foundation Chicago, IL 60603-3318	Funding to support Scholars program	10,000
Greater Chicago Food Depository Chicago, IL 60632-4416	Funds to support hunger relief efforts in Cook County, IL.	10,000
Green County Family YMCA, Inc. Monroe, WI 53566-1169	Funding to complete building renovations	10,000
Greenwood Wildlife Rehabilitation Sanctuary Boulder, CO 80308-1987	Funding to create and deliver learning units on Colorado wildlife to elementary-school children	10,000
Growing Gardens of Boulder County Boulder, CO 80304	Funding to support Children's Peace Garden Program	5,000
Guide Dogs for the Blind, Inc. San Rafael, CA 94915-1200	Funding for a Guide Dog team to serve an Illinois resident	10,000
Guild for the Blind Chicago, IL 60601-7463	Funding to support Information and Referral program	5,000
HawkQuest Parker, CO 80134	Funding to support "Birds of Prey Lectures"	5,000
Health World of Scottsdale Scottsdale, AZ 85255	Funding for health and safety educational programs	10,000
HealthLinks Foundation Boulder, CO 80301	Funding for education program	25,000
Heard Museum Phoenix, AZ 85004-1480	Funding to purchase steel cabinets	7,500
Hentage Foundation Washington, DC 20002-4999	Funding to support Leadership for America campaign	10,000
Hillsdale College Hillsdale, MI 49242	Funding to purchase a Thermo Scientific 300 UV-VIS Spectrophotometer	10,000
Holy Family Ministries Northfield, IL 60093	Funding to provide tuition assistance at Holy Family Lutheran School	10,000
Holy Name Cathedral Chicago, IL 60611	Discretionary Grant for restoration project	5,000
Home of the Innocents Louisville, KY 40206-1874	Funding to purchase equipment for Kosair Chanties Pediatric Convalescent Center	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Honor Flight, Inc Springfield, OH 45505	Discretionary Grant	2,000
Horizon Hospice and Palliative Care, Inc. Chicago, IL 60622	Funding to support All About Kids program	10,000
Hospice Care Douglas, Isle of Man IM4 4RP	Funding to purchase and install Combined Heat & Power Generator	105,000
Howard Area Community Center Chicago, IL 60626	Funding to support Eleanor Wester Dental Clinic	15,000
Hubbard Street Dance Chicago Chicago, IL 60607-2905	Funding to support Education and Community Programs	5,000
Illinois Foundation of Dentistry for the Handicapped Northbrook, IL 60065	Funding to support the Chicago Donated Dental Services program	5,000
Illinois Institute of Technology Chicago, IL 60616	Funding to support Dr. Scholl Foundation Academic Resource Center	25,000
Illinois Society for the Prevention of Blindness Chicago, IL 60606	Partial funding of Eyeglasses and Low Vision Aids Program	5,000
Indiana Dunes Environmental Learning Center Chesterton, IN 46304	Funding for Mighty Acoms Nature Camps at Dunes Learning Center	5,000
Infant Welfare Society of Evanston, Inc. Evanston, IL 60202	Funding to support TSTB Program	5,000
Injured Manne Semper Fi Fund Camp Pendleton, CA 92055	Discretionary Grant	3,000
Inner-City Teaching Corps Chicago, IL 60607	Funding to support Execution in Entrepreneurial Schools Leadership Program (ExSL)	10,000
Inspiration Corporation Chicago, IL 60640	Funding for Supportive Services Program	5,000
Interlochen Center for the Arts Interlochen, MI 49643-0199	Funding for scholarship fund	5,000
International Center for Religion & Diplomacy Washington, DC 20036	Funding to support university training in Pakistan for madrasa faculty	25,000
International Hearing Dog, Inc. Henderson, CO 80640	Funding for sponsorship of one hearing dog	7,000
International Rescue Committee New York, NY 10168-1289	Funding to support Programs for Children Affected by Violent Conflict and Disaster	25,000
International Spinal Research Trust Bramley, Surrey GU5 0AZ	Funding for research project	5,000
Jackson Hole Center for Global Affairs Jackson, WY 83001	Funding for series of public presentations and events	10,000
Jane Addams Hull House Association Chicago, IL 60607	Funding to support Grandparents, Please an Intergenerational Mentoring Program	20,000
Jane Addams Juvenile Court Foundation Evanston, IL 60201	Funding to support reform efforts at the Cook County Juvenile Court	20,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JBH International New York, NY 10016	Funding for educational materials and outreach program for seniors	5,000
Jewish Council for Youth Services Chicago, IL 60602-2403	Funding to support Camp Red Leaf	5,000
Joffrey Ballet Chicago Chicago, IL 60601	Funding for footwear for 2009-2010 season	20,000
John G. Shedd Aquarium Chicago, IL 60605	Funding for Partnership for Marine Conservation	25,000
John Marshall Law School Chicago, IL 60604	Funding for Veterans Legal Support Center and Clinic and Technology Infrastructure Upgrade Project	100,000
Johns Hopkins University-Nursing Baltimore, MD 21205	Funding to create two Dr. Scholl Foundation PhD Fellowships	50,000
Juvenile Protective Association (JPA) Chicago, IL 60614	Funding to support prevention and intervention services	8,000
Kidworks Touring Theatre Co Chicago, IL 60618	Funding to outreach their environmental program	5,000
La Rabida Children's Hospital & Research Center Chicago, IL 60649	Funding to support salary of Child Life Department's bilingual teacher	5,000
Lake Forest Symphony Lake Forest, IL 60045	Discretionary Grant	7,500
Lakeview Pantry Chicago, IL 60613	Funding to support Home Delivery program	5,000
Lawrence Hall Youth Services Chicago, IL 60625-3640	Funding to support the Residential Treatment Program	20,000
Lawrence University of Wisconsin Appleton, WI 54912-0599	Funding for International Student Scholarship fund	5,000
Layalina Productions Washington, DC 20037	Funding to support The Layalina Review on Public Diplomacy and Arab Media	30,000
Lee University Cleveland, TN 37311	Funding to provide scholarships	5,000
Leukemia & Lymphoma Society Chicago, IL 60661	Funding to support research project "Comparison of microarray and microRNA for diagnosis and prognosis"	5,000
Leukemia and Lymphoma Society Janesville, WI 53545	Discretionary Grant	2,000
Lincoln Park Zoological Society Chicago, IL 60614	Funding to support the Dr. Scholl Research Interns Program	20,000
Little Sisters of the Poor-Chicago Chicago, IL 60614-9614	Funding for Medical Furnishing Replacements	10,000
Little Sisters of the Poor-Evansville Evansville, IN 47714-1089	Funding for new kitchen service project	5,000
Local Initiatives Support Corporation Chicago, IL 60602	Funding to support Healthy Neighborhoods/Healthy Kids Initiative	5,000
Longmont Humane Society Longmont, CO 80501	Funding for Kids & Critters Camp and Paws to Listen programs	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Lookingglass Theatre Company-Chicago Chicago, IL 60611	Funding to support Education & Community Programs	5,000
Loyola Academy Wilmette, IL 60091-1089	Funding for refurbished science labs	15,000
Loyola University-Chicago Chicago, IL 60611	Funding to support a doctoral teaching fellow	20,000
Lumen Chrsti Institute Chicago, IL 60637	Funding to support University Program in Catholic Thought	5,000
Lutheran Life Communities Foundation Arlington Heights, IL 60004	Funding to support benevolent care for senior care communities	5,000
Lutheran Social Services of Illinois Des Plaines, IL 60018	Funding to support Connections program	5,000
Lyric Opera of Chicago Chicago, IL 60606	Funding for Student Matinees	100,000
Madonna Foundation Homewood, IL 60430	Funding to support Madonna Scholars program	10,000
Manx Wildlife Trust St. John's, Isle of Man IM4 3AE	Funding for 1/3 the costs of a new Marine Officer project	10,000
Maryville Academy Des Plaines, IL 60016	Funding to purchase laptop computers and classroom projectors	5,000
Mayo Clinic Rochester, MN 55905	Funding to support translational research in cardiovascular disease and funding for scholars program	50,000
Meals at Home Wilmette, IL 60091	Funding to support Friendly Visit program	10,000
Meharry Medical College Nashville, TN 37208-3599	Funding for General Scholarship Fund	10,000
Memorial Sloan-Kettering Cancer Center New York, NY 10065	Funding for Pediatric Psycho-Oncology Fellowship Program	20,000
Mercy Home for Boys & Girls Chicago, IL 60607	Funding for AfterCare program	20,000
Mercy Ships Lundale, TX 75771-2020	Funding for The Orthopaedic Project: Benin 2009	10,000
Metropolitan Family Services Chicago, IL 60602-4322	Funding to support General Counseling Program	20,000
Metropolitan Planning Council Chicago, IL 60603	Discretionary Grant	1,500
Midland Children's Rehabilitation Center Midland, TX 79705	Funding to operate Hippotherapy facility and program	5,000
Midtown Educational Foundation Chicago, IL 60607	Funding for One-on-One Program	5,000
Midwest Palliative & Hospice Care Center Glenview, IL 60025	Funding to support Families with Children (FWC) program	20,000
Midwest Young Artists Highwood, IL 60040	Funding for scholarship program	5,000
Misericordia Home/Heart of Mercy Center Chicago, IL 60660-1099	Funding to support therapy programs	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Mobile C.A.R.E. Foundation Chicago, IL 60623	Funding for Comprehensive Asthma Management Program	25,000
Monroe Clinic Hospice Monroe, WI 53566	Funding for Hospice Program and Palliative Care Program	20,000
Mother McAuley Liberal Arts High School Chicago, IL 60655	Funding for Curriculum Mapping Project	5,000
Mount Vernon Ladies' Association of the Union Mt Vernon, VA 22121	Funding to support "Bringing Them Home 150 Years of Mount Vernon Acquisitions" exhibition	50,000
Music Institute of Chicago Wilmette, IL 60091	Funding for financial aid	10,000
Musical Offering Evanston, IL 60202-2267	Funding to support scholarship program	5,000
National Association of Anorexia Nervosa & Associated Disorders Naperville, IL 60566	Funding to support Youth Education Services (YES) Program	5,000
National Captioning Institute Chantilly, VA 20151	Funding to support closed-captioning services to cable and public television	15,000
National Disaster Search Dog Foundation Ojai, CA 93023	Funding to form a canine-firefighter search team	5,000
National Jewish Health Chicago, IL 60602	Funding to support Pediatric Day Unit	10,000
National Marfan Foundation Port Washington, NY 11050-2023	Funding to support Annual National Conference	5,000
National Multiple Sclerosis Society- Chicago Chicago, IL 60605	Funding to support Direct Assistance Program	5,000
National Society for Prevention of Cruelty to Children (NSPCC) London, EC2A 3NH	Funding to support the Young Witness Support Service program	40,000
National Strategy Forum Chicago, IL 60604-3503	Funding to support National Strategy Forum Review	25,000
National Wildlife Federation Reston, VA 20190-5362	Funding to support Volunteer Trainings for a Greener Denver project	20,000
Nature Conservancy-Chicago Chicago, IL 60603-9619	Funding to support conservation work in Illinois	20,000
Neopolitan Lighthouse Chicago, IL 60624	Funding for Women and Children's Shelter Program	5,000
New Moms, Inc. Chicago, IL 60647	Funding to support services to high-risk adolescent parents and their children	5,000
New Trier Township High School District 203 Educational Foundation Northfield, IL 60093	Funding for student and faculty educational initiatives	3,000
North Shore Country Day School Winnetka, IL 60093-4094	Fundign to purchase portable solar arrays and faculty for Summer Institute for Leadership in Sustainability	10,000
North Shore Senior Center Northfield, IL 60093-3389	Funding to support the Wellness and Fitness programs	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Northbrook Symphony Orchestra Northbrook, IL 60062	Funding to underwrite collaboration of orchestra with The Leopold Group	5,000
Northern Illinois Food Bank St. Charles, IL 60174-2484	Funding to expand Youth Nutrition Program	5,000
NorthShore University Health System Foundation Evanston, IL 60201	Funding for training program for nurses	20,000
Northwestern University- Kellogg School of Management Evanston, IL 60208	Funding for scholarship program	10,000
Notre Dame High School for Girls Chicago, IL 60634-5289	Funding to support Service Learning Program	15,000
One-to-One Learning Center Northfield, IL 60093	Funding for ACT preparation program with Hales Franciscan High School	5,000
Openlands Project Chicago, IL 60602-1708	Funding for BUGs Education Program	5,000
Opportunity International Oak Brook, IL 60523	Funding for LEAD Campaign	20,000
Orchestral Association/Chicago Symphony Orchestra Chicago, IL 60604-2559	Funding to support the Civic Orchestra of Chicago	5,000
Ounce of Prevention Fund Chicago, IL 60603	Funding to support Educare Center	10,000
Our Lady of Tepeyac High School Chicago, IL 60623	Funding to provide needs-based student financial aid	5,000
Our Lady of the Mississippi Abbey Dubuque, IA 52003-9576	Funding to purchase library shelving	5,000
Partners in Christ International Tempe, AZ 85280-0237	Funding to conduct four medical clinics	25,000
PAWS Chicago Chicago, IL 60609	Funding to support Community Outreach/Humane Education programs	15,000
Pediatric AIDS Chicago Prevention Initiative Chicago, IL 60606	Funding to support Perinatal HIV Enhanced Case Management Program	10,000
Phoenix Symphony Association Phoenix, AZ 85004	Funding to support Classroom Concerts program	5,000
PLAY Boulder Foundation Boulder, CO 80308	Funding for EXPAND and YSI programs	45,000
Project C.A.M.P. - The Center for Courageous Kids Scottsville, KY 42164	Funding for Summer Camp Program	10,000
Providence St. Mel School Chicago, IL 60624-2998	Funding to support scholarship fund	50,000
Queen of Angels School Chicago, IL 60025	Funding for Learning Resources Center	5,000
Rainbows Rolling Meadows, IL 60008	Funding for programs in the Chicago metropolitan area	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Ravnica Festival Association Highland Park, IL 60035	Funding to support Steans Institute for Young Artists	15,000
Recording for the Blind & Dyslexic-IL Chicago, IL 60603	Funding to record and distribute audio textbooks	10,000
Red Cloud Indian School, Inc. Pine Ridge, SD 57770	Funding for classroom and labs in high school addition	20,000
Regis University Denver, CO 80221-1099	Funding to augment Dr. Scholl Foundation Fund for Arrupe Jesuit H.S. graduates	20,000
Rehabilitation Institute of Chicago Chicago, IL 60611-4496	Funding for Resident Research Training Program and LIFE Center	20,000
Resurrection Home Health Services Morton Grove, IL 60053	Funding to support Homebound Elderly Program	5,000
Riding for the Disabled Association- Herefordshire Leominster, Herefordshire HR6 9DJ	Funding for RDA Holme Lacy Centre's Riding Program	10,000
Rimland Services NFP Evanston, IL 60202	Funding for full-time Job Coach	5,000
Robert Crown Center for Health Education Hinsdale, IL 60521	Funding for health education at Chicago Homan Square Campus	5,000
Robert Morris University, Illinois Chicago, IL 60605	Funding for scholarship program	10,000
Rosalind Franklin University - Dr. William M. Scholl College of Podiatric Medicine North Chicago, IL 60064-3095	Funding for scholarship program and Feet First Exhibit	225,000
Roy Castle Lung Cancer Foundation Liverpool, L13 1FB	Funding to provide three ATYC Action Weekends for young people	32,000
Rush University Medical Center Chicago, IL 60612-3244	Funding to support medical research	45,000
Sacred Heart Schools Chicago, IL 60660	Funding for Financial Assistance program	5,000
Safer Foundation Chicago, IL 60661-5701	Funding for Youth Empowerment Program	10,000
Salvation Army - Clarksburg Clarksburg, WV 26301	Discretionary Grant	500
San Jose Obrero Mission Chicago, IL 60608	Funding for Supportive Services Program for FY 2009	5,000
San Miguel Febres Cordero School, Inc Chicago, IL 60609	Funding for scholarship support	10,000
Schwab Rehabilitation Hospital Chicago, IL 60608	Funding to support C.A.M.P. Schwab	5,000
Smith College Northampton, MA 01063	Funding to support student and faculty biomedical engineering research	10,000
Society of St. Vincent de Paul-Chicago Chicago, IL 60661	Funding for Meals for the Needy and Survival Kits	10,000
Sojourner Center Phoenix, AZ 85036	Funding for Residential & Support Services	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Southwest Michigan Symphony Orchestra St Joseph, MI 49085	Funding for Summer Music Festival	5,000
St. Athanasius School Evanston, IL 60201	Funding for "Restoring Our Roots" project	10,000
St Francis Hospital Evanston, IL 60202	Funding to provide health care and diabetes education	5,000
St. Francis Xavier School-Wilmette Wilmette, IL 60091-2714	Funding for High School Youth and Elementary School Programs	5,000
St. Gregory the Great High School Chicago, IL 60660	Funding for scholarship for international refugee students	5,000
St. James School Highwood, IL 60040	Funding to expand Military Family and San Juan Diego Scholarship Programs	10,000
St Jude Children's Research Hospital Memphis, TN 38105	Funding to support Department of Chemical Biology and Therapeutics	20,000
St. Kieran School Chicago Heights, IL 60411	Funding to upgrade computers, develop Science Lab project and purchase graphing calculators and View Screen	45,000
St Marcus School Milwaukee, WI 53212	Funding to expand St. Marcus College Prep Center	10,000
St. Martin de Porres High School Waukegan, IL 60085	Funding to support corporate internship program Hire4ED	10,000
St. Scholastica Academy-Chicago Chicago, IL 60645-1998	Funding for At-Risk Student Network	10,000
St. Thomas More Catholic Church Glendale, AZ 85308	Funding to support Pastoral Care Ministry	10,000
St. Vincent de Paul Center Chicago, IL 60614-4366	Funding to support Early Intervention Program	5,000
St. Vincent's Services Brooklyn, NY 11201	Funding to support American Dream Program	10,000
St. Xavier University Chicago, IL 60655	Funding to support scholarships at the School of Nursing	15,000
Steppenwolf Theatre Company Chicago, IL 60610	Funding for Young Adults program	10,000
Stetson Hills PTSA Phoenix, AZ 85083	Funding to purchase responders	3,500
Strategic Learning Initiatives Chicago, IL 60607	Funding to support Focused Instruction Process Network	20,000
StreetWise Chicago, IL 60607	Funding to support core program, the StreetWise magazine	5,000
Sunshine Centres for Seniors Toronto, Ontario M4Y 2N7	Funding towards salary support for volunteer program	5,000
Susan G. Komen - Chicago Chicago, IL 60631	Funding for breast cancer education, screening and treatment	5,000
Teach for America New York, NY 10018	Funding to increase corps members nationally and in the Chicago area	35,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The American Civil War Center Richmond, VA 23219	Funding to support and expand The Presence of the Past Civil Dialogues program	5,000
The Cradle Foundation Evanston, IL 60201-2794	Funding for Nursery and Special Needs Infant Care Program	5,000
The Hadley School for the Blind Winnetka, IL 60093-0299	Funding for development of high school math curriculum	10,000
The Marx Housing Trust Douglas, Isle of Man IM1 3LS	Funding to repair dampness problems in Douglas Properties flats	20,000
The Marine Mammal Center Sausalito, CA 94965-2697	Funding to support Whale Bus outreach program	10,000
The Neil D. Levin Graduate Institute of International Relations and Commerce Foundation, Inc. New York, NY 10022	Funding for Globalization 101.org project	20,000
The Renaissance Schools Fund Chicago, IL 60603	Funding to support Chicago International Charter School Loomis Campus	170,000
The Wild Animal Sanctuary Keenesburg, CO 80643	Discretionary Grant	5,000
Thresholds Chicago, IL 60613	Funding to pioneer Generational Child Abuse Prevention Initiative	5,000
Tourniquet, Inc. Whitestone, NY 11357	Funding to support no-kill animal shelter	5,000
Trust for Public Land Chicago, IL 60603	Funding for Bloomingdale Trail project	5,000
UNICEF-United States Fund Chicago, IL 60611	Funding to support Accelerated Child Survival Initiative	35,000
United Cerebral Palsy Association- Chicago Chicago, IL 60661	Funding for Ramp Up program	10,000
United Service Organizations of Illinois Chicago, IL 60604	Funding to support the Great Lakes USO Home Away from Home Center	20,000
University of Chicago Chicago, IL 60637	Funding to support needy College students during 2009-2010 academic year	20,000
University of Illinois Foundation Chicago, IL 60608-1203	Funding for the Chicago Diabetes Project	100,000
University of Southern California-Los Angeles Los Angeles, CA 90089	Funding for training program	5,000
University of Wisconsin - Platteville Foundation Platteville, WI 53818	Funding for scholarship program	10,000
Veteran Homestead Inc Fitchburg, MA 01420	Funding for Northeast Veteran Training and Rehabilitation Center	30,000
Visitation Catholic School Chicago, IL 60609	Discretionary Grant	800
Visitation Catholic School Chicago, IL 60609	Discretionary Grant - landscaping containers	1,244

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2009
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Washington Jesuit Academy Washington, DC 20017	Funding for scholarship program	10,000
Wetlands Initiative Chicago, IL 60604	Funding for project at Dixon Waterfowl Refuge	5,000
Whitman-Walker Clinic Washington, DC 20009	Funding to continue medical services to persons with HIV/AIDS	25,000
Whizz-Kidz (Movement for Non Mobile Children) London, SW1E 5EH	Funding to provide customised mobility equipment to disabled children	30,000
William J. Clinton Foundation New York, NY 10027	Discretionary Grant	10,000
Window to the World Communications, Inc. Chicago, IL 60625	Funding to support Early Learning Initiative	25,000
Wings of Wonder Empire, MI 49630	Funding to support "Raptors in our Watershed"	5,000
Writers' Theater Glencoe, IL 60022	Funding to support the MLK Project: The Fight for Civil Rights	6,000
Yellowstone Park Foundation Bozeman, MT 59715	Funding to improve Pebble Creek Campground	10,000
YMCA of Metropolitan Chicago Chicago, IL 60610-3316	Funding for out-of-school programming	15,000
Youth Conservation Corps, Inc. Waukegan, IL 60085	Funding to support YouthBuild Program	5,000
Youth Job Center of Evanston, Inc Evanston, IL 60201	Funding for Core Job Placement Program	5,000
YWCA of Metropolitan Chicago Chicago, IL 60601	Funding to support Violence Prevention Education program	15,000
Zacharias Sexual Abuse Center Gurnee, IL 60031	Funding to support Children's Program	5,000
Zoological Society of Milwaukee Milwaukee, WI 53226	Funding to support Student Intern Program	5,000
Count 321	Total	6,266,244

Chicago 2016 Exploratory Committee
Chicago, IL 60601 Funding for general operating
expenses

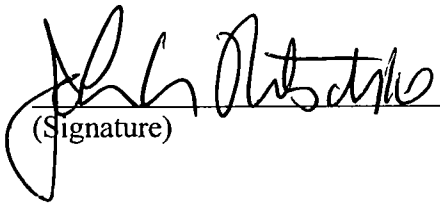
10,000

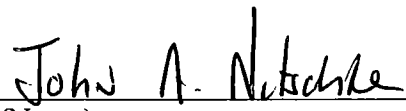
6,276,244

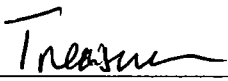
Section 4942(h)(2) Election
As to the Treatment of Qualifying Distributions

Dr. Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
FEIN: 36-6068724
FYE: December 31, 2009

Pursuant to IRC Section 4942(h)(2) and regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat \$1,041,962 of current-year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.


(Signature)


(Name)


(Title)

Approved 11-5-2009

BY-LAWS
OF
DR. SCHOLL FOUNDATION

ARTICLE I

Purposes and Powers

The purposes of the corporation as stated in its Articles of Incorporation are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code.

The corporation also has such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE II

Offices

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III

No Members

SECTION 1. The corporation shall have no members.

ARTICLE IV

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be no less than seven nor more than eleven and shall be divided into three classes, each class to be as nearly equal as possible. Directors shall serve for terms of three years, and one class of directors shall be elected at each annual meeting of the corporation. Each director shall hold office until the annual meeting in the year in which his or her term expires and until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Illinois or of the United States.

SECTION 3. RESIGNATION; REMOVAL. A director may resign at any time by written notice delivered to the President or Secretary of the corporation. A director may be removed, with or without cause, by the affirmative vote of a majority of directors then in office at a meeting of the Board of Directors.

SECTION 4. REGULAR MEETINGS. The annual meeting of the Board of Directors shall be held either within

or without the State of Illinois on such date and at such time and place in either the month of February or March 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 come before the meeting.

The Board of Directors may provide by resolution the date, time and place, either within or without the State of Illinois, for holding of additional regular meetings of the Board of Directors.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman, the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

SECTION 6. NOTICE. Notice of any regular or special meeting of the Board of Directors shall be given at least five (5) days prior thereto; provided that notice of a meeting called for the purpose of removing a director shall be given at least twenty (20) days prior thereto. Notice shall be delivered personally or sent by express mail, courier, facsimile or e-mail to each director at his or her address as shown by the records of the corporation. Notice shall be deemed given by facsimile or e-mail at the time of

transmission, and by express mail or courier at the time of delivery to the recipient's address.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these by-laws.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director

elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. COMPENSATION. Directors as such may receive reasonable compensation and reasonable expenses for each meeting of the Board of Directors attended and for the rendition of other services to the corporation. The amount of such compensation shall be determined from time to time by resolution of the Board of Directors. No director shall be prevented from receiving such compensation by reason of being an officer.

SECTION 11. MANDATORY RETIREMENT. Upon reaching his or her seventy-fifth birthday, a director shall not be eligible for reelection to the Board of Directors; provided, however, that in special situations as determined by the Board of Directors a director may be exempt from mandatory retirement and may be reelected on an annual basis.

SECTION 12. DIRECTOR EMERITUS. The Board of Directors may elect one or more persons to the position of Director Emeritus; such a Director Emeritus may attend regular meetings of the Board of Directors but shall have no vote at said meetings.

SECTION 13. ACTION WITHOUT A MEETING. Any action required by law or these by-laws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors entitled to vote in respect of

the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the General Not-for-Profit Corporation Act of Illinois.

SECTION 14. PARTICIPATION AND COMMUNICATION IN MEETINGS. Directors entitled to vote may participate in and act at any meeting through the use of a conference telephone or video or 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 so participating.

SECTION 15. COMMITTEES OF DIRECTORS. 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 said resolution and as permitted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of 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 them by law.

ARTICLE V

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a Chairman of the Board, a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The Chairman and President shall be elected from among the corporation's directors, and other officers may, but need not, be directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

SECTION 3. RESIGNATION; REMOVAL. An officer may resign at any time by written notice delivered to the President or Secretary of the corporation. Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. COMPENSATION. The Board of Directors shall have authority to establish reasonable compensation of all officers for their services to the corporation. The amount of such compensation shall be determined from time to time by resolution of the Board of Directors. No officer shall be prevented from receiving such compensation by reason of being a director.

SECTION 6. CHAIRMAN. The Chairman of the Board shall have authority to determine the agenda for meetings of the Board of Directors and, when present, shall preside at such meetings. The Chairman shall maintain contact with the President and with the corporation's affairs and shall bring to the Board's attention any matter that he or she believes requires Board attention.

SECTION 7. PRESIDENT. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. In the Chairman's absence, the President shall preside at Board meetings.

The President may sign with the Secretary or other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws or by statute to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 8. VICE-PRESIDENT. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 9. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 10. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be the custodian of the corporate records; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 11. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

SECTION 12. OTHER OFFICERS OR AGENTS. The Board of Directors may appoint an Executive Director and Associate Director and other agents and employees to perform such duties and responsibilities as may be assigned. Such assignments may be altered, changed, revised and otherwise amended at any regular or special meeting of the Board of Directors.

ARTICLE VI

Indemnification

SECTION 1. INDEMNIFICATION. Each person who at any time is or shall have been a director, officer, employee or agent of this corporation, or is or shall have been serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation in accordance with and to the full extent permitted by the General Not-for-Profit Corporation Act of Illinois as

in effect at the time of adoption of this by-law or as amended from time to time.

SECTION 2. NON-EXCLUSION. The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any by-laws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

SECTION 3. INSURANCE. The corporation shall purchase and maintain insurance on behalf of any and all of its directors or officers or former directors or officers or any person who has served at its request or by its election as a director or officer of another corporation against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been directors or a director or officer of the corporation, or of such other corporation, whether or not the corporation would have the power to indemnify them against such liability or settlement under the provisions of this by-law.

SECTION 4. EXCEPTION. Notwithstanding anything to the contrary that may be stated in this by-law, the corporation shall not indemnify its directors and officers for the payment of any tax that may be imposed against said directors or officers under Chapter 42 of the Internal Revenue Code.

SECTION 5. EXPENSES FOR DEFENSE OF CHAPTER 42 INTERNAL REVENUE CODE PROCEEDINGS. The corporation

does indemnify its directors and officers with respect to their defense in a judicial or administrative proceeding involving Chapter 42 of the Internal Revenue Code against all expenses (other than taxes, penalties or expenses of correction), including attorney fees, if such expenses are reasonably incurred by him or her in connection with such proceeding and he or she is successful in such defense, or such proceeding is terminated by settlement, and he or she has not acted willfully and without reasonable cause with respect to the act or failure to act which led to liability for a tax under Chapter 42 of the Internal Revenue Code.

ARTICLE VII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence

of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

Books and Records

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

The books and records of the corporation shall be audited at least once each year and at such other times as the Board may determine.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments to By-Laws

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors. Such action shall be taken at a regular or special meeting by the affirmative vote of a majority of directors then in office. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.