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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2009 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2009 calendar year, or tax year beginning 07-01-2009 and ending 06-30-2010		B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending		Please use IRS label or print or type. See Specific Instructions.		C Name of organization CARLE DEVELOPMENT FOUNDATION		D Employer identification number 37-1159978	
				Doing Business As				E Telephone number (217) 383-3311	
				Number and street (or P O box if mail is not delivered to street address) 611 W Park Street		Room/suite		G Gross receipts \$ 5,739,440	
				City or town, state or country, and ZIP + 4 Urbana, IL 618012595					
				F Name and address of principal officer Dennis Hesch Sr VP CFO 611 W Park St Urbana, IL 61801		H(a) Is this a group return for affiliates? ☐ Yes ☒ No			
						H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)			
						H(c) Group exemption number			
I Tax-exempt status ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527									
J Website: N/A									
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1982		M State of legal domicile IL					

Part I		Summary		
Activities & Governance	1	Briefly describe the organization's mission or most significant activities <u>TO RAISE FUNDS TO SUPPORT THE CARLE FOUNDATION MISSION</u> 		
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3 <u>1</u>	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 _____	
	5	Total number of employees (Part V, line 2a)	5 <u>1</u>	
	6	Total number of volunteers (estimate if necessary)	6 _____	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a _____	
	b	Net unrelated business taxable income from Form 990-T, line 34	7b _____	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	1,329,292	1,217,405
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-4,381,032	1,185,863
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	-25,537
			-3,051,740	2,377,731
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,794,806	2,491,530
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	636,783	915,576
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	28,808	25,654
	b	Total fundraising expenses (Part IX, column (D), line 25) <u>1,430,944</u>		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	787,398	617,363
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	3,247,795	4,050,123
	19	Revenue less expenses Subtract line 18 from line 12	-6,299,535	-1,672,392
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	17,647,109	13,480,320
	21	Total liabilities (Part X, line 26)	341,841	754,307
	22	Net assets or fund balances Subtract line 21 from line 20	17,305,268	12,726,013

Part II Signature Block	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge
	Signature of officer JOHN M SNYDER EVP & COO Type or print name and title 2011-05-10 Date
Paid Preparer's Use Only	Preparer's signature Date Check if self-employed ☒ Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP 111 MONUMENT CIRCLE SUITE 2600 INDIANAPOLIS, IN 46204
	EIN Phone no (317) 681-7000

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization’s mission

To raise funds from the public and other sources, maintain such funds, and as appropriate, expend principal and income to support The Carle Foundation mission, which is to provide high quality health care, medical research and education in central Illinois

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

No

If “Yes,” describe these changes on Schedule O

4

Describe the exempt purpose achievements for each of the organization’s three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 821,631 including grants of \$ 821,631) (Revenue \$)

Mills Breast Cancer Institute- At Mills Breast Cancer Institute, patients find more than the latest treatments and technology Patients also find a positive and healing environment thanks to charitable giving Charitable gifts played a key role in the completion of this innovative institute, and now, charitable gifts are making many of the patient amenities possible Donations created a legacy garden that provides a natural and peaceful sanctuary for patients and staff, and donations fund a weekly Music Series which is beneficial to the healing process In addition, the third floor houses a team of academic and physician researchers studying new ways to diagnose, prevent, treat and cure breast cancer Charitable dollars are used to support the general operation of Carle's research program

4b

(Code) (Expenses \$ 510,117 including grants of \$ 510,117) (Revenue \$)

Expanding Children's Hearing Opportunities (ECHO) Program- Carle's ECHO building is devoted to children with hearing loss It continues to rely on charitable support to offset operational costs This state-of-the-art facility houses the Children's Pediatric Hearing Center and Carle Auditory Oral School On the first floor, children are diagnosed with and treated for hearing loss On the second floor, children with hearing loss learn side-by-side with classmates who have no hearing deficit

4c

(Code) (Expenses \$ 174,030 including grants of \$ 174,030) (Revenue \$)

Carle Auxiliary Guest House- The Carle Auxiliary Guest House is a home away from home for families of critically ill or injured hospital patients In just seven years of operation, more than 12,000 guests have been welcomed at the Guest House Charitable donations are used to cover the operational costs and upkeep of the Guest House, keeping the cost of the service free to guests, and family and friends close to their hospitalized loved ones

4d

Other program services (Describe in Schedule O) See also Additional Data for Description

(Expenses \$ 985,753 including grants of \$ 985,753) (Revenue \$)

4e

Total program service expenses \$ 2,491,530

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4	No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	Yes
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. 	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
	• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12	No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional 	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I 	17	Yes
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a15		
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a15		
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year			7d	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			7f	No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .			7g	
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12			10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b	
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders			11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . . .	1a	13	
b	Enter the number of voting members that are independent . . .	1b	9	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a material diversion of the organization's assets? . . .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶IL
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ DENNIS HESCH CFO/EXEC VP 611 W PARK ST URBANA, IL 618012595 (217) 383-3311

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

☒ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form **990** (2009)

1b	Total	273,142	1,899,745	530,416
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2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization▶1

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1	Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization		
	(A) Name and business address	(B) Description of services	(C) Compensation
2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶0		

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	146,050			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,071,355			
	g	Noncash contributions included in lines 1a-1f \$ 1,092					
	h	Total. Add lines 1a-1f		1,217,405			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		239,335		
4		Income from investment of tax-exempt bond proceeds . . .		0			
5		Royalties		0			
6a		Gross Rents	(i) Real (ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
b		Less cost or other basis and sales expenses					
c		Gain or (loss)					
d		Net gain or (loss)		946,528			946,528
8a		Gross income from fundraising events (not including \$ 146,050 of contributions reported on line 1c) See Part IV, line 18					
b		Less direct expenses					
c		Net income or (loss) from fundraising events . . .		-25,537	-25,537		
9a		Gross income from gaming activities See Part IV, line 19					
b		Less direct expenses					
c		Net income or (loss) from gaming activities . . .		0			
10a		Gross sales of inventory, less returns and allowances					
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory . . .		0				
	Miscellaneous Revenue	Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See Instructions		2,377,731	-25,537		1,185,863	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	2,377,904	2,377,904		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	113,626	113,626		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	289,497			289,497
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	511,464			511,464
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	17,673			17,673
9	Other employee benefits	47,815			47,815
10	Payroll taxes	49,127			49,127
11	Fees for services (non-employees)				
a	Management	60,000		60,000	
b	Legal	17,442			17,442
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	25,654			25,654
f	Investment management fees	34,379		34,379	
g	Other	113,573			113,573
12	Advertising and promotion	86,213			86,213
13	Office expenses	79,771			79,771
14	Information technology	14,651			14,651
15	Royalties	0			
16	Occupancy	127,297			127,297
17	Travel	1,810			1,810
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	8,886			8,886
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	40,071			40,071
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	Annuity payments & expenses	33,270		33,270	
b					
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	4,050,123	2,491,530	127,649	1,430,944
26	Joint costs. Check here ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1,948	1	2,656
	2	Savings and temporary cash investments			1,070,474	2	89,492
	3	Pledges and grants receivable, net			5,611,565	3	1,119,951
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			13,709	9	14,323
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	1,027,737			
	b	Less accumulated depreciation	10b	103,789	958,158	10c	923,948
	11	Investments—publicly traded securities			9,444,119	11	11,064,354
	12	Investments—other securities. See Part IV, line 11			485,259	12	220,056
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			61,877	15	45,540
	16	Total assets. Add lines 1 through 15 (must equal line 34)			17,647,109	16	13,480,320
Liabilities	17	Accounts payable and accrued expenses			120,603	17	91,810
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D			221,238	25	662,497
	26	Total liabilities. Add lines 17 through 25			341,841	26	754,307
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			6,000,124	27	5,778,303
	28	Temporarily restricted net assets			10,211,712	28	5,849,439
	29	Permanently restricted net assets			1,093,432	29	1,098,271
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			17,305,268	33	12,726,013
	34	Total liabilities and net assets/fund balances			17,647,109	34	13,480,320

Part XI **Financial Statements and Reporting**

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . .		No
b Were the organization's financial statements audited by an independent accountant? 	Yes	
c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . .	Yes	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
CARLE DEVELOPMENT FOUNDATION

Employer identification number
37-1159978

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	2,551,664	3,183,592	3,642,523	1,329,292	1,217,405	11,924,476
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2,551,664	3,183,592	3,642,523	1,329,292	1,217,405	11,924,476
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						11,924,476

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	2,551,664	1,598,949	3,642,523	1,329,292	1,217,405	11,924,476
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	327,097	1,598,949	459,251	199,471	239,335	2,824,103
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						14,748,579
12 Gross receipts from related activities, etc (See instructions)					12	17,850
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	80 852 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	83 060 %
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions		

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Explanation
PART II, LINE 1 CONTRIBUTIONS FOR TAX YEAR 2007 WERE REDUCED BY APPROXIMATELY \$3 4 MILLION FROM WHAT WAS PREVIOUSLY REPORTED DURING THE CURRENT REPORTING YEAR, THE DEVELOPMENT FOUNDATION RECOGNIZED A PLEDGE RECEIVABLE WRITE DOWN OF APPROXIMATELY \$3 4 MILLION WHICH WAS CHARGED THROUGH TEMPORARILY RESTRICTED FUND BALANCE THE ORIGINAL PLEDGE WAS RECORDED DURING 2007 TAX YEAR AND THE WRITE DOWN WAS NECESSITATED BY THE DONOR'S PERSONAL CHANGE IN FINANCIAL CIRCUMSTANCES MOSTLY RELATED TO THE STRUGGLING ECONOMY DONATED STOCK IN THE AMOUNT OF \$1 1 MILLION WAS RECEIVED FROM THE DONOR DURING THE CURRENT REPORTING YEAR AND THE REMAINING PLEDGE WAS WRITTEN OFF
THE ORIGINAL PLEDGE WAS RECORDED DURING 2007 TAX YEAR AND THE WRITE DOWN WAS NECESSITATED BY THE DONOR'S PERSONAL CHANGE IN FINANCIAL CIRCUMSTANCES MOSTLY RELATED TO THE STRUGGLING ECONOMY DONATED STOCK IN THE AMOUNT OF \$1 1 MILLION WAS RECEIVED FROM THE DONOR DURING THE CURRENT REPORTING YEAR AND THE REMAINING PLEDGE WAS WRITTEN OFF

Additional Data

Software ID:
Software Version:
EIN: 37-1159978
Name: CARLE DEVELOPMENT FOUNDATION

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services				
(Code	) (Expenses \$	985,753	including grants of \$	985,753) (Revenue \$
VAR PRG SVC TO SUPP CARLE FDN MISS				

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Phil Knox Trtee, Chair of Bd (after 4/1)	1 0	X		X				0	0	0
Mary McGrath Vice Chairman of Board	1 0	X		X				0	0	0
Bud Leister Secretary	1 0	X		X				0	0	0
Thomas E Harrington Jr Chair of Bd, Trtee (after 4/1)	1 0	X		X				0	0	0
Craig Bazzani Trustee	1 0	X						0	0	0
Greg Lykins Camp-Co-Chair, Trtee (aft 4/1)	1 0	X						0	0	0
Doug Mills Camp-Co-Chair, Trtee (aft 4/1)	1 0	X						0	0	0
George Timmons Trustee	1 0	X						0	0	0
Van Dukeman Trustee	1 0	X						0	0	0
JW Pollard MD Trustee	1 0	X						0	0	0
Marty Edwards Ex Officio of Board	1 0	X						0	0	0
Marty Smith Ex Officio of Bd (after 4/1)	1 0	X						0	0	0
Donna Greene Ex Officio of Bd (after 4/1)	1 0	X						0	0	0
James C Leonard MD Ex Officio of Bd, Pres & CEO	2 0	X		X				0	915,196	225,968
R Bruce Wellman MD Trustee, CEO of CPG (eff 4/1)	1 0	X		X				0	0	0
John Snyder Exec VP and COO	0 0			X				0	528,924	134,811
Robert Tonkinson Sr VP Finance/CFO (thru 3/31)	1 0			X				0	455,625	113,227
Dennis Hesch Sr VP Finance & CFO (aft 4/1)	2			X				0	0	0
Robert Driver VP-Fund Development	40 0				X			273,142	0	56,410

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
CARLE DEVELOPMENT FOUNDATION

Employer identification number
37-1159978

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1	Purpose(s) of conservation easements held by the organization (check all that apply) ☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area ☐ Protection of natural habitat ☐ Preservation of a certified historic structure ☐ Preservation of open space											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>a</td><td>Total number of conservation easements</td></tr><tr><td>b</td><td>Total acreage restricted by conservation easements</td></tr><tr><td>c</td><td>Number of conservation easements on a certified historic structure included in (a)</td></tr><tr><td>d</td><td>Number of conservation easements included in (c) acquired after 8/17/06</td></tr></table>		Held at the End of the Year	a	Total number of conservation easements	b	Total acreage restricted by conservation easements	c	Number of conservation easements on a certified historic structure included in (a)	d	Number of conservation easements included in (c) acquired after 8/17/06
	Held at the End of the Year											
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____											
4	Number of states where property subject to conservation easement is located ▶ _____											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No											
6	Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No											
9	In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements											

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a	If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b	If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
	(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
	(ii) Assets included in Form 990, Part X	▶ \$ _____
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items	
a	Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b	Assets included in Form 990, Part X	▶ \$ _____

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	1,093,432	1,245,581			
b Contributions	4,839	40,633			
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs		192,782			
f Administrative expenses					
g End of year balance	1,098,271	1,093,432			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶ 100.000 %

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

No

(ii) related organizations

3a(ii)

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		531,265		531,265
b Buildings		0	0	0
c Leasehold improvements		363,826	35,372	328,454
d Equipment		124,646	68,417	56,229
e Other		8,000	0	8,000
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				923,948

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8
9	Total adjustments (net) Add lines 4 - 8	9
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments		2a
b	Donated services and use of facilities		2b
c	Recoveries of prior year grants		2c
d	Other (Describe in Part XIV)		2d
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b		4a
b	Other (Describe in Part XIV)		4b
c	Add lines 4a and 4b		4c
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities		2a
b	Prior year adjustments		2b
c	Other losses		2c
d	Other (Describe in Part XIV)		2d
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b		4a
b	Other (Describe in Part XIV)		4b
c	Add lines 4a and 4b		4c
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Schedule D, Supplemental Information		Schedule D, Part V, question 4 The organization has fourteen endowments, ranging in amounts from approximately \$5K to \$300K. The purposes designated by the donors vary, but consist of support for cancer research, the Carle Guest House, continued education for various professional staff and other healthcare related purposes. FIN 48 DISCLOSURE: THE FOUNDATION ADOPTED THE GUIDANCE FOR ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ON JULY 1, 2007. THIS GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENT. THE GUIDANCE PRESCRIBES A MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR FINANCIAL STATEMENT RECOGNITION OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN. AMOUNTS REQUIRING RECOGNITION UNDER TAX ACCOUNTING GUIDANCE IS REFLECTED AS A LIABILITY FOR UNCERTAIN TAX BENEFITS ALONG WITH ANY ASSOCIATED INTEREST AND PENALTIES THAT WOULD BE PAYABLE TO THE TAXING AUTHORITIES UPON EXAMINATION. THERE WERE NO UNCERTAIN TAX BENEFITS IDENTIFIED OR RECORDED AS A LIABILITY AS OF JUNE 30, 2010 AND 2009.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
CARLE DEVELOPMENT FOUNDATION

Employer identification number
37-1159978

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a ☒ Mail solicitations

b ☒ Internet and e-mail solicitations

c ☐ Phone solicitations

d ☒ In-person solicitations

e ☒ Solicitation of non-government grants

f ☐ Solicitation of government grants

g ☒ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☐ Yes ☒ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

IL

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		<u>Golf Outing</u> (event type)	 (event type)	<u>0</u> (total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	163,900		163,900
	2	Less Charitable contributions	146,050		146,050
	3	Gross income (line 1 minus line 2)	17,850		17,850
Direct Expenses	4	Cash prizes	0		0
	5	Non-cash prizes	8,180		8,180
	6	Rent/facility costs	1,394		1,394
	7	Food and beverages	17,401		17,401
	8	Entertainment	8,460		8,460
	9	Other direct expenses	7,952		7,952
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine lines 3, column d, and line 10. ▶			

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1, column d, and line 7 ▶			

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities _____		
a	Is the organization licensed to operate gaming activities in each of these states?	9a	
b	If "No," Explain _____ _____		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain _____ _____		
11	Does the organization operate gaming activities with nonmembers?	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

	Yes	No
13 Indicate the percentage of gaming activity operated in		
a The organization's facility 13a		
b An outside facility 13b		
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records		
Name ►		
Address ►		
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c If "Yes," enter name and address		
Name ►		
Address ►		
16 Gaming manager information		
Name ►		
Gaming manager compensation ► \$ _____		
Description of services provided ►		
☐ Director/officer ☐ Employee ☐ Independent contractor		
17 Mandatory distributions		
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$		

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
CARLE DEVELOPMENT FOUNDATION

Employer identification number
37-1159978

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Carle Foundation Hospital 611 W Park St Urbana,IL 61801	371119538	501(c)(3)	2,336,491				See Part IV
Frances Nelson Healthcare Center 819 Bloomington Rd Champaign,IL 61820	370961830	501(c)(3)	7,067				See Part IV
Children's Discovery Museum 101 East Beaufort St Normal,IL 61761	371288369	501(c)(3)	13,388				See Part IV
Champaign County Christian Healthcare Ctr PO Box 1400 Champaign,IL 61824	562421584	501(c)(3)	8,792				See Part IV
University of Illinois 505 East Green Street Suite 204 Champaign,IL 61820	376000511	501(c)(3)	10,000				See Part IV

2

Enter total number of section 501(c)(3) and government organizations

5

3

Enter total number of other organizations

0

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
CARLE DEVELOPMENT FOUNDATION

Employer identification number

37-1159978

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☐ Compensation committee ☐ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☐ Compensation survey or study ☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	Yes
b	Any related organization?	6b	Yes
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

[illegible]

Part III

Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Supplemental Compensation Information		Part of the overall employee's compensation program includes an incentive component that covers most employees and is designed to encourage and promote the achievement of certain quality, operational, and efficiency improvements and also within the context of meeting certain minimum financial thresholds.

SCHEDULE O (Form 990) Department of the Treasury Internal Revenue Service	Supplemental Information to Form 990 Complete to provide information for responses to specific questions on Form 990 or to provide any additional information. ▶ Attach to Form 990.	OMB No 1545-0047
		2009 Open to Public Inspection

Name of the organization CARLE DEVELOPMENT FOUNDATION	Employer identification number 37-1159978
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Identifier	Return Reference	Explanation
FORM 990, SUPPLEMENTAL INFORMATION		FORM 990, PART III, QUESTION 4D OTHER PROGRAM SERVICES INCLUDE SUPPORT FOR CARLE'S COMMUNITY PARISH NURSE PROGRAM, ITS CENTER FOR RURAL HEALTH AND FARM SAFETY , ANNUAL NURSING EDUCATION SERIES AND CHARITY CARE TO PATIENTS IN ADDITION TO OTHER CHARITABLE PURPOSES THAT HELP ENHANCE CARLE'S HEALTHCARE SERVICES, FACILITIES, EQUIPMENT, EDUCATION AND RESEARCH FORM 990, PART VI, QUESTION 2 CHAIRMAN OF THE BOARD, PHIL KNOX HAS BUSINESS RELATIONSHIPS WITH TRUSTEES, GREG LYKINS AND VAN DUKEMAN, EX OFFICIO OF BOARD, DONNA GREENE, AND SECRETARY , BUD LEISTER SECRETARY , BUD LEISTER HAS BUSINESS RELATIONSHIPS WITH TRUSTEES VAN DUKEMAN AND GREG LYKINS, EX OFFICIO OF BOARD, DONNA GREENE AND CHAIRMAN OF BOARD, PHIL KNOX TRUSTEE, GREG LYKINS HAS BUSINESS RELATIONSHIPS WITH CHAIRMAN OF BOARD, PHIL KNOX, SECRETARY , BUD LEISTER, EX OFFICIO OF BOARD, DONNA GREENE AND TRUSTEE VAN DUKEMAN TRUSTEE, VAN DUKEMAN HAS BUSINESS RELATIONSHIPS WITH CHAIRMAN OF BOARD, PHIL KNOX, SECRETARY , BUD LEISTER, EX OFFICIO OF BOARD, DONNA GREENE AND TRUSTEE GREG LYKINS EX OFFICIO OF BOARD, DONNA GREENE, HAS BUSINESS RELATIONSHIPS WITH CHAIRMAN OF BOARD, PHIL KNOX, SECRETARY , BUD LEISTER, AND TRUSTEES GREG LYKINS AND VAN DUKEMAN FORM 990, PART VI, QUESTION 4 CHANGES WERE MADE TO THE CHAIRMANSHIP PRACTICE THE IMMEDIATE PAST CHAIRMAN OF THE FOUNDATION BOARD OF TRUSTEES SHALL SERVE AS EX-OFFICIO AS THE CHAIRMAN OF THE DEVELOPMENT BOARD OF TRUSTEES FORM 990, PART VI, QUESTION 6 CARLE DEVELOPMENT FOUNDATION HAS ONE MEMBER WHICH IS THE PARENT COMPANY , THE CARLE FOUNDATION FORM 990, PART VI, QUESTION 7A THE CARLE FOUNDATION, ACTING THROUGH ITS BOARD OF TRUSTEES, HAS THE EXCLUSIVE POWER TO ELECT AND REMOVE MEMBERS OF THE BOARD OF TRUSTEES FOR THE CORPORATION IN ADDITION TO FILLING VACANCIES FORM 990, PART VI, QUESTION 7B CARLE DEVELOPMENT FOUNDATION'S BOARD OF TRUSTEES MUST HAVE THE APPROVAL OF ITS SOLE MEMBER, THE CARLE FOUNDATION, THROUGH ITS BOARD OF TRUSTEES, WHEN VOTING ON MATTERS INCLUDING THE AMENDING OF BYLAWS, AMENDING OF THE ARTICLES OF THE CORPORATION, THE ADOPTION OF ANY ANNUAL OR LONG-TERM CAPITAL OR OPERATIONAL BUDGETS OF THE CORPORATION OR ANY CHANGES EXCEEDING THE GREATER OF 5% OF THE TOTAL ORIGINAL BUDGET OR \$5,000, THE ADOPTION OF ANY NEW, OR ANY CHANGES TO EXISTING, LONG-TERM OR MASTER INSTITUTIONAL PLANS OF THE CORPORATION, THE ADOPTION OF A PLAN OF DISSOLUTION OF THE CORPORATION, THE ENGAGING OF THE CORPORATION INTO ANY TRANSACTION PROVIDING FOR THE SALE, MORTGAGE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF ITS ASSETS, THE ADOPTION OF A PLAN OF MERGER OR CONSOLIDATION OF THE CORPORATION WITH ANOTHER CORPORATION, APPROVING ANY CONTRIBUTIONS, GRANTS OR LOANS BY THE CORPORATION TO ANY ORGANIZATION OR CORPORATION OTHER THAN THE SOLE MEMBER OF THE CORPORATION OF AN AFFILIATE THE SUM OF WHICH EXCEEDS \$10,000 FOR ANY FISCAL YEAR, THE ORGANIZING OR ACQUISITION, OR AUTHORIZATION OR PERMIT THE ORGANIZATION OR ACQUISITION OF ANY SUBSIDIARY OR AFFILIATE OF THE CORPORATION, AND THE AUTHORIZATION TO MAKE ANY PREVIOUSLY NON-BUDGETED EXPENDITURE IN EXCESS OF \$20,000 (THE EXCESS OF ANY PROPOSED EXPENDITURE OVER THE PREVIOUSLY APPROVED BUDGETED AMOUNT SHALL BE DEEMED A NON-BUDGETED EXPENDITURE) FORM 990, PART VI , QUESTION 11A THE FORM 990 WAS PREPARED BY AN EXTERNAL TAX ADVISOR AND REVIEWED BY MANAGEMENT PRIOR TO FILING THIS FORM 990, A FULL AND COMPLETE COPY WAS PROVIDED TO THE GOVERNING BODY BY POSTING TO THE ORGANIZATION'S INTERNAL DIRECTOR PORTAL ALSO BEFORE FILING, THE GOVERNING MEMBERS RECEIVED NOTIFICATION THAT FORM 990 WAS POSTED AND AVAILABLE FOR THEIR REVIEW AS NECESSARY, THE GOVERNING MEMBERS HAVE THE OPPORTUNITY TO DISCUSS AND ADDRESS CONCERNS AT SUBSEQUENT BOARD MEETINGS FORM 990, PART VI, QUESTION 12C THE ORGANIZATION'S ESTABLISHED CONFLICT OF INTEREST POLICIES REQUIRE ANNUAL DISCLOSURE OF ACTUAL AND POTENTIAL CONFLICTS OF INTEREST FOR OFFICERS, DIRECTORS, TRUSTEES, MEMBERS OF BOARD COMMITTEES, ADMINISTRATIVE AND MANAGERIAL EMPLOYEES AS WELL AS ALL EMPLOYEES OF THE PURCHASING DEPARTMENT IF CIRCUMSTANCES CHANGE DURING THE COURSE OF A YEAR, INTERIM DISCLOSURE IS ALSO REQUIRED OF THE SAME INDIVIDUALS THE DISCLOSURES OF EMPLOYEES ARE REVIEWED INITIALLY BY THE HUMAN RESOURCES DEPARTMENT AND ANY IDENTIFIED CONFLICTS ARE REFERRED TO, AND ADDRESSED BY, THE ORGANIZATION'S INTERNAL LEGAL COUNSEL AND/OR COMPLIANCE OFFICER THE DISCLOSURES OF TRUSTEES AND MEMBERS OF BOARD COMMITTEES ARE REVIEWED BY THE CHAIR OF THE BOARD THE ENTIRE BOARD ABSENT THE SUBJECT TRUSTEE OR COMMITTEE MEMBER DETERMINES WHETHER A CONFLICT EXISTS TRUSTEES AND/OR BOARD COMMITTEE MEMBERS WITH IDENTIFIED CONFLICTS ARE RECUSED FROM VOTING ON MATTERS RELATED TO THEIR CONFLICTS THE ORGANIZATION ALSO MAINTAINS PURCHASING POLICIES REQUIRING COUNTER SIGNATURES TO FURTHER HELP MINIMIZE THE RISK ASSOCIATED WITH CONFLICTS OF INTEREST FORM 990, PART VI, QUESTIONS 15A & 15B THE BOARD OF DIRECTORS OF THE CARLE FOUNDATION, THE PARENT COMPANY OF CARLE DEVELOPMENT FOUND

Identifier	Return Reference	Explanation
FORM 990, SUPPLEMENTAL INFORMATION		ACTION, THROUGH THE COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT MEMBERS FREE OF CONFLICT, ANNUALLY REVIEW EXECUTIVE COMPENSATION LEVELS AND ESTABLISH APPROPRIATE SALARY RANGES AND OTHER FEATURES OF THE COMPENSATION PLAN IN ACCORDANCE WITH THE ORGANIZATION'S APPROVED COMPENSATION PHILOSOPHY AND STRATEGY. THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF DIRECTORS, WHO ARE INDEPENDENT OF THE CARLE FOUNDATION MANAGEMENT, HAVE NO PERSONAL INTEREST IN THE COMPENSATION ARRANGEMENTS, ARE NOT RELATED TO, OR UNDER THE CONTROL OF ANY INDIVIDUAL WHOSE COMPENSATION ARRANGEMENT IS BEING REVIEWED AND HAVE NO MATERIAL BUSINESS RELATIONSHIP WITH THE CARLE FOUNDATION. THE CHIEF EXECUTIVE OFFICER'S COMPENSATION IS DETERMINED BY THE COMPENSATION COMMITTEE IN RELATION TO APPROPRIATE COMPARABILITY DATA. COMPENSATION FOR OTHER MEMBERS OF THE EXECUTIVE STAFF ARE DEVELOPED BY THE CEO, REVIEWED BY THE COMMITTEE, EVALUATED AGAINST MARKET DATA, AND APPROVED BY THE COMMITTEE. THE COMMITTEE APPROVES ALL COMPENSATION DECISIONS IN ADVANCE OF THEIR IMPLEMENTATION AND DOCUMENTS ITS DETERMINATIONS AND DISCUSSIONS. THE COMPENSATION COMMITTEE USES A NUMBER OF EXTERNAL RESOURCES AND COMPARISONS, AND THEIR REVIEW INCLUDES TOTAL COMPENSATION (CASH COMPENSATION, PLUS BENEFITS PROVIDED BY THE CARLE FOUNDATION) IN RELATION TO ORGANIZATIONAL PERFORMANCE AND PREVAILING INDUSTRY PRACTICES OF COMPARABLY-SIZED ORGANIZATIONS. THEY HAVE ENGAGED THE SERVICES OF A COMPENSATION CONSULTING FIRM SPECIALIZING IN THE NOT-FOR-PROFIT SECTOR THAT HAS WORKED WITH THE CARLE FOUNDATION AND REPORTS DIRECTLY TO THE COMPENSATION COMMITTEE. FORM 990, PART VI, QUESTION 19 A COMMUNITY BENEFIT REPORT IS PUBLISHED AND DISTRIBUTED ANNUALLY TO THE COMMUNITY. QUARTERLY FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST DELIVERED TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES. THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE ALSO AVAILABLE UPON REQUEST TO THE ORGANIZATION'S ADMINISTRATIVE OFFICES. FORM 990, PART XI, #2A,B,C AND PART IV, #12 THE FINANCIAL STATEMENTS FOR THE CARLE FOUNDATION WERE REVIEWED AND AUDITED ON A CONSOLIDATED BASIS UNDER THE PARENT ORGANIZATION, THE CARLE FOUNDATION. THE CARLE FOUNDATION DOES HAVE AN AUDIT COMMITTEE CONSISTING OF MEMBERS OF THE GOVERNING BOARD AND THE CHIEF FINANCIAL OFFICER WHO TOGETHER ASSUME RESPONSIBILITY FOR OVERSIGHT OF THE REVIEW AND AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. SCHEDULE R, PART II CARLE HEALTH CARE, INCORPORATED PRIMARY ACTIVITY EMERGENCY TRANSPORT, DAY CARE, PHYSICIAN SERVICES

Identifier	Return Reference	Explanation
HOURS WORKED FOR RELATED ORGANIZATIONS		Dennis Hesch 15 - The Carle Foundation 24 - Carle Foundation Hospital 24 - Carle Health Ca re, Inc 0 2 - Carle Retirement Centers, Inc 0 2 - Carle Community Health Corporation 0 - Carle Arbours Donna Greene 0 5 - The Carle Foundation 0 - Carle Development Foundation 0 - Carle Health Care, Inc 0 - Carle Retirement Centers, Inc 0 - Carle Community Health Co rporation 0 - Carle Arbours E Phillips Knox 2 - The Carle Foundation 1 - Carle Foundation Hospital 0 2 - Carle Health Care, Inc 0 - Carle Retirement Centers, Inc 0 - Carle Commu nity Health Corporation 0 - Carle Arbours George Timmons 0 5 - The Carle Foundation 0 - Ca rle Development Foundation 0 - Carle Health Care, Inc 0 - Carle Retirement Centers, Inc 0 - Carle Community Health Corporation 0 - Carle Arbours James C Leonard, MD 20 - The Car le Foundation 30 - Carle Foundation Hospital 5 - Carle Health Care, Inc 1 - Carle Retirem ent Centers, Inc 1 - Carle Community Health Corporation 0 2 - Carle Arbours John Snyder 9 - The Carle Foundation 21 - Carle Foundation Hospital 3 - Carle Health Care, Inc 3 - Car le Retirement Centers, Inc 3 - Carle Community Health Corporation 1 - Carle Arbours Marty Edwards 0 - The Carle Foundation 0 - Carle Foundation Hospital 0 - Carle Health Care, Inc 0 - Carle Retirement Centers, Inc 0 - Carle Community Health Corporation 0 - Carle Arbo urs Marty Smith 3 - The Carle Foundation 1 - Carle Foundation Hospital 1 - Carle Health Ca re, Inc 0 - Carle Retirement Centers, Inc 0 - Carle Community Health Corporation 0 - Car le Arbours Mary McGrath 1 - The Carle Foundation 0 - Carle Foundation Hospital 0 - Carle H ealth Care, Inc 0 - Carle Retirement Centers, Inc 0 - Carle Community Health Corporation 0 - Carle Arbours R Bruce Wellman, MD 8 - The Carle Foundation 24 - Carle Foundation Hos pital 24 - Carle Health Care, Inc 1 - Carle Retirement Centers, Inc 1 - Carle Community Health Corporation 0 - Carle Arbours Robert Driver 0 - The Carle Foundation 0 - Carle Foun dation Hospital 1 - Carle Health Care, Inc 0 - Carle Retirement Centers, Inc 1 - Carle C ommunity Health Corporation 0 2 - Carle Arbours Robert Tonkinson, Jr 10 - The Carle Founda tion 1 - Carle Foundation Hospital 5 - Carle Health Care, Inc 1 - Carle Retirement Center s, Inc 1 - Carle Community Health Corporation 1 - Carle Arbours Thomas E Harrington, Jr 1 - The Carle Foundation 1 - Carle Foundation Hospital 0 - Carle Health Care, Inc 0 - Ca rle Retirement Centers, Inc 0 - Carle Community Health Corporation 0 - Carle Arbours

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

CARLE DEVELOPMENT FOUNDATION

Employer identification number

37-1159978

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
CARLE FOUNDATION HOSPITAL 611 W Park St Urbana, IL 618012595 37-1119538	Hospital Serv	IL	501(c)(3)	3	NA
THE CARLE FOUNDATION 611 W Park St Urbana, IL 618012595 37-0673465	PARENT/INVMGT	IL	501(c)(3)	11b Type II	NA
CARLE ARBOURS INC 611 W Park St Urbana, IL 618012595 37-1155535	L/T CARE	IL	501(c)(3)	9	NA
CARLE HEALTH CARE INCORPORATED 611 W Park St Urbana, IL 618012595 37-1140016	VAR MED SVCS	IL	501(c)(3)	9	NA
CARLE RETIREMENT CENTERS INC 611 W Park St Urbana, IL 618012595 37-1160033	RTRMT LIVING	IL	501(c)(3)	9	NA
CARLE COMMUNITY HEALTH CORPORATION 611 W Park St Urbana, IL 618012595 36-4458371	FNDN MISSION	IL	501(c)(3)	11a, Type 1	NA

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
Health Systems Insurance Ltd GOVERNORS SQ 2ND FL BLDG 3 Grand Cayman KY 1-1102 CJ	Insurance	CJ	N/A	C-CORP			
Carle Holding Inc 611 W Park St Urbana, IL618012595 37-1188284	FOR-PRFT HLDG CO	IL	N/A	C-CORP			

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

Yes

1p

No

1q

No

1r

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) The Carle Foundation	B	203,945
(2) Carle Foundation Hospital	B	1,578,258
(3) Carle Foundation Hospital	O	60,000
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID:

Software Version:

EIN: 37-1159978

Name: CARLE DEVELOPMENT FOUNDATION

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
CARLE FOUNDATION HOSPITAL 611 W Park St Urbana, IL618012595 37-1119538	Hospital Serv	IL	501(c)(3)	3	NA
THE CARLE FOUNDATION 611 W Park St Urbana, IL618012595 37-0673465	PARENT/INVMGT	IL	501(c)(3)	11b Type II	NA
CARLE ARBOURS INC 611 W Park St Urbana, IL618012595 37-1155535	L/T CARE	IL	501(c)(3)	9	NA
CARLE HEALTH CARE INCORPORATED 611 W Park St Urbana, IL618012595 37-1140016	VAR MED SVCS	IL	501(c)(3)	9	NA
CARLE RETIREMENT CENTERS INC 611 W Park St Urbana, IL618012595 37-1160033	RTRMT LIVING	IL	501(c)(3)	9	NA
CARLE COMMUNITY HEALTH CORPORATION 611 W Park St Urbana, IL618012595 36-4458371	FNDN MISSION	IL	501(c)(3)	11a, Type 1	NA