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

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

A Employer identification number

HODES FAMILY FOUNDATION 03-01493

36-3296044

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

Room/suite

B Telephone number (see page 10 of the instructions)

1540 N. LAKE SHORE DRIVE

(312) 602-5030

City or town, state, and ZIP code

CHICAGO, IL 60610

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) \_\_\_\_\_

16) ▶ \$ 996,788.

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here . . . . . ☐D 1 Foreign organizations, check here . . . . . ☐2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ☐E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	54,150.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3 Interest on savings and temporary cash investments . . . . .				
4 Dividends and interest from securities . . . . .	15,765.	13,898.		STMT 1
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	104,537.			
b Gross sales price for all assets on line 6a . . . . .	542,008.			
7 Capital gain net income (from Part IV, line 2) . . . . .		104,537.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less: Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	1,154.			STMT 2
12 Total. Add lines 1 through 11 . . . . .	175,606.	118,435.		
13 Compensation of officers, directors, trustees, etc. . . . .				
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) STMT 3 . . . . .	1,250.	625.	NONE	625.
c Other professional fees (attach schedule) STMT 4 . . . . .	21,648.	12,048.		9,600.
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5 . . . . .	332.	332.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) STMT 6 . . . . .	36.			36.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	23,266.	13,005.	NONE	10,261.
25 Contributions, gifts, grants paid . . . . .	114,503.			114,503.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	137,769.	13,005.	NONE	124,764.
27 Subtract line 26 from line 12: . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	37,837.			
b Net investment income (if negative, enter -0-) . . . . .		105,430.		
c Adjusted net income (if negative, enter -0-) . . . . .				

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

JSA

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OPERATING AND ADMINISTRATIVE EXPENSES

19

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	135,082.	126,314.	126,314.	
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .	704,061.	718,570.	890,907.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
		Less: accumulated depreciation ▶ (attach schedule) . . . . .				
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) . . . . .				
14		Land, buildings, and equipment basis ▶ . . . . .				
		Less: accumulated depreciation ▶ (attach schedule) . . . . .				
15		Other assets (describe ▶ . . . . .)		-20,433.	-20,433.	
16		<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	839,143.	824,451.	996,788.	
17		Accounts payable and accrued expenses . . . . .		3,950.		
18		Grants payable . . . . .				
19	Deferred revenue . . . . .					
20	Loans from officers, directors, trustees, and other disqualified persons . . . . .					
21	Mortgages and other notes payable (attach schedule) . . . . .					
22	Other liabilities (describe ▶ . . . . .)					
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		3,950.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	839,143.	820,501.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	839,143.	820,501.		
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	839,143.	824,451.		

### Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	839,143.
2	Enter amount from Part I, line 27a . . . . .	2	37,837.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	876,980.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	56,479.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	820,501.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	104,537.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	93,838.	843,027.	0.11131078839
2008	108,368.	1,072,698.	0.10102377370
2007	119,470.	1,319,148.	0.09056603201
2006	162,984.	1,277,719.	0.12755856335
2005	121,630.	1,154,596.	0.10534420698
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.53580336443
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			<b>3</b> 0.10716067289
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 917,261.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 98,294.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 1,054.
<b>7 Add lines 5 and 6</b>			<b>7</b> 99,348.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 124,764.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	1,054.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,054.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,054.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	157.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	157.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	897.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 9	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SCOTT HODES</u> Telephone no <u>(312) 602-5030</u> Located at <u>1540 N. LAKE SHORE DRIVE, CHICAGO, IL</u> ZIP + 4 <u>60610</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	931,229.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	931,229.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	931,229.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	13,968.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	917,261.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	45,863.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	45,863.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,054.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,054.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	44,809.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,809.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	44,809.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	124,764.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	124,764.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	1,054.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	123,710.

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				44,809.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005 . . . . .	72,170.			
<b>b</b> From 2006 . . . . .	113,272.			
<b>c</b> From 2007 . . . . .	50,140.			
<b>d</b> From 2008 . . . . .	54,924.			
<b>e</b> From 2009 . . . . .	51,757.			
<b>f</b> Total of lines 3a through e . . . . .	342,263.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>124,764.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				44,809.
<b>e</b> Remaining amount distributed out of corpus . .	79,955.			
<b>5</b> Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	422,218.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	72,170.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	350,048.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .	113,272.			
<b>b</b> Excess from 2007 . . . . .	50,140.			
<b>c</b> Excess from 2008 . . . . .	54,924.			
<b>d</b> Excess from 2009 . . . . .	51,757.			
<b>e</b> Excess from 2010 . . . . .	79,955.			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . .

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

4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	

**b** 85% of line 2a . . . . .

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

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

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

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

**a** "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section

4942(j)(3)(B)(i). . . . .

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

**c** "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization . . . . .

(4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

SCOTT HODES

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c** Any submission deadlines:

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE STATEMENT 11</div>				
<div><b>Total</b> . . . . .</div>			<div>▶ 3a</div>	<div>114,503.</div>
<div>b Approved for future payment</div>				
<div><b>Total</b> . . . . .</div>			<div>▶ 3b</div>	

(e)  
Related or exempt  
function income  
(See page 28 of  
the instructions )

14 -



**Schedule of Contributors**

OMB No 1545-0047

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

**2010**

Name of the organization

Employer identification number

HODES FAMILY FOUNDATION 03-01493

36-3296044

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

HODES FAMILY FOUNDATION 03-01493

Employer identification number

36-3296044

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SCOTT HODES C/O NORTHERN TRUST CHICAGO, IL 60680	\$ 54,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

36-3296044

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>1425 SH CIGNA CORP</u>  	\$ <u>54,150.</u>	<u>12/02/2010</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	   	\$ 	 
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	   	\$ 	 
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	   	\$ 	 
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	   	\$ 	 
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
 	   	\$ 	 

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					98.	
16,855.00		832. #REORG/AMERICAN COML LINES INC COM PROPERTY TYPE: SECURITIES 47,650.00					07/16/2008 -30,795.00	02/09/2010
12,630.00		595. EXTERRAN HLDGS INC COM STK PROPERTY TYPE: SECURITIES 9,592.00					06/30/2009 3,038.00	02/16/2010
12,519.00		300. HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES 7,144.00					07/16/2008 5,375.00	03/01/2010
24,518.00		800. TERADATA CORP DEL COM STK PROPERTY TYPE: SECURITIES 12,316.00					04/13/2009 12,202.00	03/01/2010
3,065.00		100. TERADATA CORP DEL COM STK PROPERTY TYPE: SECURITIES 1,460.00					02/20/2009 1,605.00	03/01/2010
10,294.00		300. BJS WHOLESALE CLUB INC PROPERTY TYPE: SECURITIES 10,723.00					09/28/2009 -429.00	03/04/2010
5,442.00		90. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 5,096.00					01/19/2007 346.00	03/04/2010
10,803.00		250. HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES 8,508.00					06/09/2009 2,295.00	03/26/2010
8,642.00		200. HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES 4,699.00					07/16/2008 3,943.00	03/26/2010
29,519.00		390. ALLIANCE DATA SYSTEMS CORP PROPERTY TYPE: SECURITIES 23,439.00					03/15/2010 6,080.00	04/27/2010

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
17,850.00		300. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 16,572.00				01/28/2009 1,278.00	04/27/2010
18,942.00		700. #REORG MFC BARCLAYS REV SPLIT BARCL PROPERTY TYPE: SECURITIES 14,224.00				04/08/2010 4,718.00	05/06/2010
25,521.00		450. SYBASE INC PROPERTY TYPE: SECURITIES 18,728.00				05/10/2010 6,793.00	05/12/2010
9,546.00		450. GAMESTOP CORP CL A COM PROPERTY TYPE: SECURITIES 14,778.00				10/13/2008 -5,232.00	05/20/2010
16,270.00		850. GAMESTOP CORP CL A COM PROPERTY TYPE: SECURITIES 22,652.00				05/28/2009 -6,382.00	06/18/2010
16,326.00		1150. CYPRESS SHARPRIDGE INVTS INC REIT PROPERTY TYPE: SECURITIES 11,502.00				06/12/2009 4,824.00	06/23/2010
25,582.00		600. BJS WHOLESALE CLUB INC PROPERTY TYPE: SECURITIES 21,183.00				12/03/2009 4,399.00	07/01/2010
30,293.00		1425. GEO GROUP INC COM STK PROPERTY TYPE: SECURITIES 21,757.00				02/19/2009 8,536.00	07/22/2010
17,642.00		250. DUN & BRADSTREET CORP DEL NEW PROPERTY TYPE: SECURITIES 18,252.00				08/04/2009 -610.00	07/28/2010
19,765.00		400. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 18,019.00				09/03/2009 1,746.00	08/27/2010
17,089.00		300. MONSANTO CO COM PROPERTY TYPE: SECURITIES 19,704.00				04/26/2010 -2,615.00	10/22/2010

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,325.00		425. TYCO INTERNATIONAL LTD (SWITZERLAND) PROPERTY TYPE: SECURITIES 15,073.00					12/23/2009 1,252.00	10/22/2010
20,530.00		600. MFC PROSHARES TR PROSHARES ULTRASHO PROPERTY TYPE: SECURITIES 22,030.00					07/12/2010 -1,500.00	10/27/2010
9,796.00		450. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 4,808.00					03/17/2009 4,988.00	11/10/2010
14,193.00		250. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES 10,502.00					07/23/2009 3,691.00	11/10/2010
24,914.00		500. BAKER HUGHES INC PROPERTY TYPE: SECURITIES 17,592.00					08/31/2009 7,322.00	11/11/2010
23,660.00		2000. BK AMER CORP COM PROPERTY TYPE: SECURITIES 25,850.00					10/30/2009 -2,190.00	11/16/2010
53,514.00		1425. CIGNA CORP PROPERTY TYPE: SECURITIES 298.00					12/28/1976 53,216.00	12/09/2010
29,865.00		905. #REORG/AMERICAN COML LINES INC COM PROPERTY TYPE: SECURITIES 13,320.00					07/10/2009 16,545.00	12/29/2010
TOTAL GAIN(LOSS) .....		.....					----- 104,537. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS ETC	15,765.	13,898.
	-----	-----
TOTAL	15,765.	13,898.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME ETC	1,154.
	-----
TOTALS	1,154.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX REPARATION	1,250.	625.		625.
	-----	-----	-----	-----
TOTALS	1,250.	625.	NONE	625.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT FEES	12,048.	12,048.	9,600.
CONSULTANT	9,600.		
	-----	-----	-----
TOTALS	21,648.	12,048.	9,600.
	=====	=====	=====



FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN	332.	332.
	-----	-----
TOTALS	332.	332.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
SECRETARY OF STATE CHECK PRINTING	13. 23.	13. 23.
TOTALS	36.	36.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

APPR'N ON SECURITIES CONTRIBUTED TO FOUNDATION  
TAX COST ETC ADJ

53,852.  
2,627.

TOTAL

56,479.

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

IL

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

-----

SCOTT HODES  
C/O NORTHERN TRUST  
CHICAGO, IL 60680

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SCOTT HODES

ADDRESS:

1540 N. LAKE SHORE DRIVE

CHICAGO, IL 60610

TITLE:

SEC TREAS

COMPENSATION EXPLANATION:

10 HOURS PER MONTH

OFFICER NAME:

MARIA BECHILY-HODES

ADDRESS:

1540 N. LAKE SHORE DRIVE

CHICAGO, IL 60610

TITLE:

PRESIDENT

COMPENSATION EXPLANATION:

25 HOURS PER MONTH

OFFICER NAME:

VALERY H. LODATO

ADDRESS:

4452 E. HORSESHOE ROAD

PHOENIX, AZ 85028

TITLE:

DIRECTOR

COMPENSATION EXPLANATION:

2 HOURS PER MONTH

=====

RECIPIENT NAME:

SEE ATTACHED LIST

ADDRESS:

VARIOUS,  
RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 114,503.

TOTAL GRANTS PAID:

114,503.

=====

# HODES FAMILY FOUNDATION

## 2010 CONTRIBUTIONS

CHECK #	DATE	ISSUED TO	AMOUNT
722	1/13	Hyde Park Arts Center	\$5,000 00
723	1/13	Talladega College	\$300 00
724	1/19	Mujeres Latinas en Accion	\$1,500 00
726	2/7	Goodman Theatre	\$250 00
728	3/18	Auditorium Theatre of Roosevelt University	\$2,000.00
729	3/22	Lyrnc Opera of Chicago	\$1,000 00
730	3/22	Goodman Theatre	\$5,000.00
731	3/22	The Lincoln Academy of Illinois	\$800 00
732	4/6	National Museum of Mexican Art	\$5,000.00
733	4/6	Alivio Medical Center	\$1,000.00
734	4/6	Sisters of Providence	\$500 00
735	4/6	Immigrant Child Advocacy Project	\$200 00
736	4/7	The Kerulos Center	\$1,000 00
737	4/7	Chicago Public Art Group	\$1,000 00
738	4/12	The Children at the Crossroads Foundation	\$500.00
741	4/14	Lookingglass Theatre	\$1,000 00
742	4/14	Shinning Star Ball	\$500.00
743	4/14	Latino Educational Alliance	\$500 00
744	4/14	Stanley Paul-Raelene Mittleman Scholarship Fund	\$200 00
746	5/17	Chicago Public Library Foundation	\$500 00
747	5/19	Better Government Association	\$3,000 00
749	6/29	University of Michigan Hillel	\$250 00
751	7/9	KAM Isaiah Israel Congregation	\$4,100.00
752	7/12	Chicago Youth Centers	\$500.00
753	7/14	Goodman Theatre	\$2,000 00
754	7/15	Chicago Foundation for Women	\$3,333 33
756	9/1	Girl Scouts	\$250.00
757	9/1	Operation Pedro Pan	\$50 00
758	9/1	Northwestern Brain Tumor Institute	\$250 00
760	9/8	Lawyers for the Creative Arts	\$2,500 00
761	9/20	Luna Negra Dance Theatre	\$2,500 00
762	9/20	After School Matters	\$500 00
763	10/6	Rett Syndrome Research Trust	\$100 00
764	10/13	Chicago Youth Centers	\$500 00
765	10/13	Auditorium Theatre of Roosevelt University	\$5,000.00
766	10/13	Chicago Public Library Foundation	\$1,000.00
767	10/13	Sisters of Providence	\$150.00
768	10/13	Primo Center for Women & Children	\$500 00
770	11/3	Harris Theatre	\$500 00
771	11/3	National Museum of Mexican Art	\$2,500 00
773	11/29	water.org	\$500.00
774	11/29	Michael Teolis Singers	\$500 00
775		VOID	
776	11/29	University of Michigan	\$2,500.00
777	11/29	Museum of Modern Art	\$120 00
778	11/29	Jewish United Fund	\$2,000.00
779	11/29	KAM Isaiah Israel Congregation	\$1,500.00
780	11/29	National Museum of Mexican Art	\$2,500 00
781	11/29	National Museum of Mexican Art	\$12,500.00
782	11/29	Northwestern Memorial Foundation	\$10,000 00
783	11/29	Chicago Community Trust-Nuestro Futuro	\$15,000.00
784	11/29	Chicago Bar Foundation	\$2,500 00
785	11/29	Lawyers for the Creative Arts	\$1,500.00
786	11/29	Better Government Association	\$2,000 00



# HODES FAMILY FOUNDATION

## 2010 CONTRIBUTIONS

CHECK #	DATE	ISSUED TO	AMOUNT
787	11/29	Goodman Theatre	\$2,500.00
788	12/6	International Rescue Committee	\$1,000 00
790	12/22	Mujeres Latinas en Accion	\$500.00
791	12/22	Sisters of Providence	\$150 00
		<b>TOTAL</b>	<b>\$114,503.33</b>
		<b>COMBINED TOTALS FOR</b>	
		KAM Isaiah Israel Congregation	\$5,600 00
		Chicago Public Library Foundation	\$1,500 00
		Sisters of Providence	\$800.00
		Better Government Association	\$5,000 00
		Auditorium Theatre of Roosevelt University	\$7,000.00
		Chicago Youth Centers	\$1,000.00
		Goodman Theatre	\$9,750 00
		Lawyers for the Creative Arts	\$4,000 00
		Mujeres Latinas en Accion	\$2,000.00
		National Museum of Mexican Art	\$22,500.00

ORGANIZATION	ADDRESS	CITY	STATE	ZIP CODE	PHONE #
After School Matters	66 East Randolph Street	Chicago	IL	60601	312 742 4182
Alviro Medical Center	2355 South Western Avenue	Chicago	IL	60608	312 829 6303
Auditorium Theatre	50 East Congress Parkway	Chicago	IL	60605	312 431 2360
Better Government Association	11 East Adams, Suite #608	Chicago	IL	60603	312 427 8330
Chicago Foundation for Women	One East Wacker Drive, Suite #1620	Chicago	IL	60601	312 836 0126
Chicago Public Art Group	1259 South Wabash	Chicago	IL	60605	312 427 2724
Chicago Public Library Foundation	20 North Michigan Avenue Suite, #204	Chicago	IL	60602-4804	312 201 9830
Chicago Youth Centers	218 South Wabash Avenue, Suite #600	Chicago	IL	60604	312 913 1700
Clearbrook	1835 West Central Road	Arlington Heights	IL	60005	847 385 5012
Girl Scouts	222 South Riverside Drive, Suite #2120	Chicago	IL	60606	312 416 2500
Harris Theatre	205 East Randolph Drive	Chicago	IL	60601	312 334 2400
Hyde Park Arts Center	5020 South Cornell Avenue	Chicago	IL	60615	773 324 5520
Immigrant Child Advocacy Project	6020 South University Avenue	Chicago	IL	60637	773 702 9560
International Rescue Committee	122 East 42nd Street	New York	NY	10168	212 551 3179
Jewish United Fund	30 South Wells Street	Chicago	IL	60606	312 346 6700
KAM Isaiah Israel Congregation	1100 East Hyde Park Boulevard	Chicago	IL	60615	773 924 1234
Kerulos Center	800 Beaver Creek Road	Jacksonville	OR	97530	541 899 1070
Latino Education Alliance	750 South Halsted Street, Room #604	Chicago	IL	60607	312 413 4013
Lawyers for the Creative Arts	213 West Institute Place, Suite #403	Chicago	IL	60610	312 649 4111
Lookingglass Theatre Company	875 North Michigan Avenue, Suite #2200	Chicago	IL	60611	773 477 9257
Luna Negra Dance Theatre	445 West Erie Street, Suite #101	Chicago	IL	60654	312 337 6882
Lyrinc Opera of Chicago	20 North Wacker Drive	Chicago	IL	60606	312 332 2244
Michael Teolis Singers	2518 West Coyle Avenue	Chicago	IL	60645	773 274 9696
Mujeres Latina en Acción	2124 West 21st Place	Chicago	IL	60608	773 890 7676
National Museum of Mexican Art	1852 West 19th Street	Chicago	IL	60608	312 738 1503
Northwestern Memorial Brain Tumor Institute	251 East Huron Street, Galtier Pavilion, Suite 3-200	Chicago	IL	60611	312 926 2033
Northwestern Memorial Foundation	251 East Huron Street, Galtier Pavilion, Suite 3-200	Chicago	IL	60611	312 926 2033
Operation Peter Pan	161 Madera Avenue Suite #61	Coral Gables	FL	33134	305 554 7196
Primo Center for Women & Children	4241 West Washington Boulevard, P O Box 24337	Chicago	IL	60624	773 722 8333
Rett Syndrome Research Trust	67 Under Cliff Road	Trumbull	CT	6611	203 445 0041
Sisters of Providence		Saint Mary of the Woods	IN	47876-1091	812 535 2800
Stanley Paul Raelene Mittleman Scholarship Fund	350 North Orleans Street, Suite #690	Chicago	IL	60654	312 836 1041
Talladega College		Talladega	AL	35160	256 362 0206
The Chicago Bar Foundation	321 South Plymouth Court, Suite #3B	Chicago	IL	60604	312 554 1204
The Chicago Community Trust	111 East Wacker Drive, Suite #1400	Chicago	IL	60601	312 616 8000
The Children at the Crossroads Foundation	751 North State Street	Chicago	IL	60654	312 466 0700
The Goodman Theatre	170 North Dearborn Street	Chicago	IL	60601	312 443 3811
The Lincoln Academy of Illinois	One Old State Capital Plaza	Springfield	IL	62701	217 785 5030
University of Michigan Hillel	1429 Hill Street	Ann Arbor	MI	48104	734.769.0500
University of Michigan, Office of Gift Administration	3003 South State Street, Suite 1800	Ann Arbor	MI	48109	888 518 7888
water org	920 Main Street, Suite #1800	Kansas City	MO	64105	816 877 8400

# Foundation

Account number 0301493

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

## Equity Securities

### Common stock

#### Israel - USD

ADR TEVA PHARMACEUTICAL INDS CUSIP 881624209

570 000	52 13		0 00	29,714 10	17,743 76	11,970 34	0 00	11,970 34
Total USD			0 00	29,714 10	17,743 76	11,970 34	0 00	11,970 34
Total Israel			0 00	29,714 10	17,743 76	11,970 34	0 00	11,970 34

#### United Kingdom - USD

ADR BP P L C SPONSORED ADR CUSIP 055622104

350 000	44 17		0 00	15,459 50	21,749 84	-6,290 34	0 00	-6,290 34
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ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209

1,050 000	26 43		476 46	27,751 50	23,042 44	4,709 06	0 00	4,709 06
Total USD			476 46	43,211 00	44,792 28	-1,581 28	0 00	-1,581 28
Total United Kingdom			476 46	43,211 00	44,792 28	-1,581 28	0 00	-1,581 28

#### United States - USD

#REORG/COVIDIEN REV STK SPLT/FOR STK SPLT COVIDIEN 2087522 3-18-2011 CUSIP G2554F105

300 000	45 66		0 00	13,698 00	11,005 21	2,692 79	0 00	2,692 79
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3M CO COM CUSIP 88579Y101

350 000	86 30		0 00	30,205 00	25,352 82	4,852 18	0 00	4,852 18
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AFFILIATED MANAGERS GROUP INC COM STK CUSIP 008252108

350 000	99 22		0 00	34,727 00	22,404 02	12,322 98	0 00	12,322 98
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## Northern Trust

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## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
AIR PROD & CHEM INC COM	CUSIP 009158106	90 95	159 25	29,558 75	22,214 47	7,344 28	0 00	7 344 28
APACHE CORP COM	CUSIP 037411105	119 23	0 00	23,846 00	18,622 00	5,224 00	0 00	5,224 00
BANK NEW YORK MELLON CORP COM STK	CUSIP 064058100	30 20	0 00	31 710 00	30,675 76	1,034 24	0 00	1 034 24
C R BARD	CUSIP 067383109	91 77	0 00	16,059 75	14,311 50	1,748 25	0 00	1,748 25
CARNIVAL CORP COM PAIRED	CUSIP 143658300	46 11	0 00	25,360 50	17,241 62	8,118 88	0 00	8,118 88
CHURCH & DWIGHT INC COM	CUSIP 171340102	69 02	0 00	17,255 00	14,388 78	2,866 22	0 00	2,866 22
CINTAS CORP COM	CUSIP 172908105	27 96	0 00	20,970 00	24,843 55	-3,873 55	0 00	-3,873 55
CISCO SYSTEMS INC	CUSIP 17275R102	20 23	0 00	25,287 50	21,173 50	4,114 00	0 00	4,114 00
CVS CAREMARK CORP COM STK	CUSIP 126650100	34 77	0 00	31,293 00	27,840 87	3,452 13	0 00	3,452 13

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## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
EMC CORP COM	CUSIP 268648102							
900 000	22 90	0 00	0 00	20,610 00	10,880 21	9,729 79	0 00	9,729 79
ENERGIZER HLDGS INC COM CUSIP 29266R108								
500 000	72 90	0 00	0 00	36,450 00	28,509 74	7,940 26	0 00	7,940 26
EXTERRAN HLDGS INC COM STK CUSIP 30225X103								
652 000	23 95	0 00	0 00	15,615 40	10,510 83	5,104 57	0 00	5,104 57
EXXON MOBIL CORP COM CUSIP 30231G102								
300 000	73 12	0 00	0 00	21,936 00	19,165 32	2,770 68	0 00	2,770 68
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104								
125 000	168 16	0 00	0 00	21,020 00	18,401 26	2,618 74	0 00	2,618 74
GOOGLE INC CL A CL A CUSIP 38259P508								
55 000	593 97	0 00	0 00	32,668 35	18,834 71	13,833 64	0 00	13,833 64
HCC INS HLDGS INC COM CUSIP 404132102								
700 000	28 94	0 00	0 00	20,258 00	20,433 35	-175 35	0 00	-175 35
IMMUCOR INC COM STK CUSIP 452526106								
1,450 000	19 83	0 00	0 00	28,753 50	27,537 22	1,216 28	0 00	1,216 28
INTERNATIONAL SPEEDWAY CORP CL A CUSIP 460335201								
800 000	26 17	0 00	0 00	20,936 00	20,238 08	697 92	0 00	697 92

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## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value						Translation		
Equity Securities									
Common stock									
United States - USD									
LABORATORY CORP AMER HLDGS COM NEW COM NEW CUSIP 50540R409									
	250 000	87 92	0 00	21,980 00	18,511 88	3,468 12	0 00		3,468 12
MILLICOM INTERNATIONAL CELLULAR COM USD1 50 (POST-SUBD) CUSIP L6388F110									
	325 000	95 60	0 00	31,070 00	28,523 41	2,546 59	0 00		2,546 59
REINSURANCE GROUP AMER INC COM NEW STK CUSIP 759351604									
	650 000	53 71	0 00	34,911 50	18,377 00	16,534 50	0 00		16,534 50
SYNAPTICS INC COM CUSIP 87157D109									
	700 000	29 38	0 00	20,566 00	19,452 16	1,113 84	0 00		1,113 84
TERADATA CORP DEL COM STK CUSIP 88076W103									
	450 000	41 16	0 00	18,522 00	14,108 85	4,413 15	0 00		4,413 15
THERMO FISHER CORP CUSIP 883556102									
	600 000	55 36	0 00	33,216 00	22,841 13	10,374 87	0 00		10,374 87
TRAVELERS COS INC COM STK CUSIP 89417E109									
	350 000	55 71	0 00	19,498 50	16,090 01	3,408 49	0 00		3,408 49
UNITED PARCEL SVC INC CL B CUSIP 911312106									
	310 000	72 58	0 00	22,499 80	18,149 93	4,349 87	0 00		4,349 87
UNITED TECHNOLOGIES CORP COM CUSIP 913017109									
	475 000	78 72	0 00	37,392 00	22,425 01	14,966 99	0 00		14,966 99

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

### Equity Securities

#### Common stock

##### United States - USD

WASTE MGMT INC DEL COM STK CUSIP 94106L109

1,000 000	36.87	0.00	36,870.00	32,171.49	4,698.51	0.00	4,698.51
Total USD		159.25	794,743.55	635,235.69	159,507.86	0.00	159,507.86
Total United States		159.25	794,743.55	635,235.69	159,507.86	0.00	159,507.86
Total Common Stock		635.71	867,668.65	697,771.73	169,896.92	0.00	169,896.92

#### Other equity

##### United States - USD

CYPRESS SHARPRIDGE INVTS INC REIT CUSIP 23281A307

1,800 000	12.91	0.00	23,238.00	20,798.20	2,439.80	0.00	2,439.80
Total USD		0.00	23,238.00	20,798.20	2,439.80	0.00	2,439.80
Total United States		0.00	23,238.00	20,798.20	2,439.80	0.00	2,439.80
Total Other Equity		0.00	23,238.00	20,798.20	2,439.80	0.00	2,439.80
Total Equity Securities		635.71	890,906.65	718,569.93	172,336.72	0.00	172,336.72

### Cash and Short Term Investments

#### Short term

Northern Trust

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Account number 0301493

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## ◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Total

## Cash and Short Term Investments

### Short term

USD - United States dollar							
		1 00	1 96	126,314 35	126,314 35	0 00	0 00
Total short term - all currencies							
			1 96	126,314 35	126,314 35	0 00	0 00
Total short term - all countries							
			1 96	126,314 35	126,314 35	0 00	0 00
Total Short Term							
	126,314,350		1 96	126,314 35	126,314 35	0 00	0 00
Total Cash and Short Term Investments							
	126,314,350		1 96	126,314 35	126,314 35	0 00	0 00

## Adjustments To Cash

### Pending trade purchases

USD - United States dollar							
		1 00	0 00	-20,433 35	-20,433 35	0 00	0 00
Total pending trade purchases - all currencies							
			0 00	-20,433 35	-20,433 35	0 00	0 00
Total pending trade purchases - all countries							
			0 00	-20,433 35	-20,433 35	0 00	0 00
Total Pending trade purchases							
	0.000		0 00	-20,433 35	-20,433 35	0 00	0 00
Total Adjustments To Cash							
	0.000		0 00	-20,433 35	-20,433 35	0 00	0 00

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## ◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
				996,787.65	824,450.93	172,336.72	0.00
<b>Total</b>	<b>147,126.350</b>		<b>637.67</b>				
						<b>172,336.72</b>	<b>0.00</b>

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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