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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

HODES FAMILY FOUNDATION 03-01493

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

Room/suite

A Employer identification number

1540 N. LAKE SHORE DRIVE

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 of year (from Part II, col. (c), line 16) ► \$ 996,788.

J Accounting method: Cash Accrual
 Other (specify) _____

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

B Telephone number (see page 10 of the instructions)

(312) 602-5030

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)
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.		
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.			
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)	1,250.	625.	NONE	625.
c Other professional fees (attach schedule)	21,648.	12,048.		9,600.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	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)	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.

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Form 990-PF (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	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			
Assets	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)			
	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 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	839,143.	824,451.	996,788.
Liabilities	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 Total liabilities (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 Total net assets or fund balances (see page 17 of the instructions)	839,143.	820,501.	
	31 Total liabilities and net assets/fund balances (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) ► SEE STATEMENT 7	5	56,479.
6 Total net assets or fund balances at end of year (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.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	104,537.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
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
2 Total of line 1, column (d)			2 0.53580336443
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.10716067289
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 917,261.
5 Multiply line 4 by line 3			5 98,294.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,054.
7 Add lines 5 and 6			7 99,348.
8 Enter qualifying distributions from Part XII, line 4			8 124,764.
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 . . . 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)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
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	9	897.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ► Refunded ► 11	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	X	
1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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 <i>General Instruction G?</i> <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STMT 9	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
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 ►	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)? 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? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
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. ►		
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

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:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>			
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	6b	X
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	7b	

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

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

1NONE

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

1NONE

2	
3	

All other program-related investments. See page 24 of the instructions

3NONE

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.)

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

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

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	124,764.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	124,764.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,054.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	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
1 Distributable amount for 2010 from Part XI, line 7				44,809.
2 Undistributed income, if any, as of the end of 2010			NONE	
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08 .20 .20 .				
3 Excess distributions carryover, if any, to 2010				
a From 2005	72,170.			
b From 2006	113,272.			
c From 2007	50,140.			
d From 2008	54,924.			
e From 2009	51,757.			
f Total of lines 3a through e	342,263.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 124,764.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE	
c Treated as distributions out of corpus (Election required - see page 2b of the instructions)	NONE			
d Applied to 2010 distributable amount				44,809.
e Remaining amount distributed out of corpus	79,955.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	422,218.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	72,170.			
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a	350,048.			
10 Analysis of line 9:				
a Excess from 2006	113,272.			
b Excess from 2007	50,140.			
c Excess from 2008	54,924.			
d Excess from 2009	51,757.			
e Excess from 2010	79,955.			

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

a 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		
	(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**

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	15,765.	
5 Net rental income or (loss) from real estate						
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property						
7 Other investment income			14	1,154.	
8 Gain or (loss) from sales of assets other than inventory				18	104,537.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)				121,456.	

12 Subtotal. Add columns (b), (d), and (e) **13 Total.** Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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

- | | | | |
|-----|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here** 
Signature of officer or trustee

May 1, 2011

Information of which preparer has
- ► President

Paid Preparer Use Only	Print/Type preparer's name <i>WILLIAM BRANDER</i>	Preparer's signature <i>William Brander</i>	Date 4/20/71	Check <input type="checkbox"/> if self-employed	PTIN P0129895 P00386699
	Firm's name ► THE NORTHERN TRUST COMPANY	Firm's EIN ► 36-1561860			
	Firm's address ► P.O. BOX 803878 CHICAGO, IL 60680	Phone no.			

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.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

HODES FAMILY FOUNDATION 03-01493

Employer identification number

36-3296044

Part II Noncash Property (see instructions)

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

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

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	02/09/2010	
12,630.00		595. EXTERRAN HLDGS INC COM STK PROPERTY TYPE: SECURITIES 9,592.00			06/30/2009	02/16/2010	
12,519.00		300. HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES 7,144.00			07/16/2008	03/01/2010	
24,518.00		800. TERADATA CORP DEL COM STK PROPERTY TYPE: SECURITIES 12,316.00			04/13/2009	03/01/2010	
3,065.00		100. TERADATA CORP DEL COM STK PROPERTY TYPE: SECURITIES 1,460.00			02/20/2009	03/01/2010	
10,294.00		300. BJS WHOLESALE CLUB INC PROPERTY TYPE: SECURITIES 10,723.00			09/28/2009	03/04/2010	
5,442.00		90. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 5,096.00			01/19/2007	03/04/2010	
10,803.00		250. HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES 8,508.00			06/09/2009	03/26/2010	
8,642.00		200. HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES 4,699.00			07/16/2008	03/26/2010	
29,519.00		390. ALLIANCE DATA SYSTEMS CORP PROPERTY TYPE: SECURITIES 23,439.00			03/15/2010	04/27/2010	

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

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			
16,325.00		425. TYCO INTERNATIONAL LTD (SWITZERLAND) PROPERTY TYPE: SECURITIES 15,073.00				12/23/2009	10/22/2010	
20,530.00		600. MFC PROSHARES TR PROSHARES ULTRASHO PROPERTY TYPE: SECURITIES 22,030.00				07/12/2010	10/27/2010	
9,796.00		450. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 4,808.00				03/17/2009	11/10/2010	
14,193.00		250. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES 10,502.00				07/23/2009	11/10/2010	
24,914.00		500. BAKER HUGHES INC PROPERTY TYPE: SECURITIES 17,592.00				08/31/2009	11/11/2010	
23,660.00		2000. BK AMER CORP COM PROPERTY TYPE: SECURITIES 25,850.00				10/30/2009	11/16/2010	
53,514.00		1425. CIGNA CORP PROPERTY TYPE: SECURITIES 298.00				12/28/1976	12/09/2010	
29,865.00		905. #REORG/AMERICAN COML LINES INC COM PROPERTY TYPE: SECURITIES 13,320.00				07/10/2009	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

DEFERRED INCOME ETC

1,154.

TOTALS

1,154.

REVENUE
AND
EXPENSES
PER BOOKS

=====

STATEMENT 2

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.	625.	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES CONSULTANT	12,048. 9,600.	12,048.	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	53,852.
TAX COST ETC ADJ	2,627.
TOTAL	56,479.

STATEMENT 7

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

IL

STATEMENT 8

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

=====

NAME AND ADDRESS

SCOTT HODES
C/O NORTHERN TRUST
CHICAGO, IL 60680

STATEMENT 9

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

STATEMENT 10

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.

STATEMENT 11

HODES FAMILY FOUNDATION

2010 CONTRIBUTIONS

CHECK #	DAT E	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	Lyric 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	Shining 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 #	DAT E	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
		TOTAL	\$114,503.33
		COMBINED TOTALS FOR	
		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
Alivio 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 #508	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	60602	312 427 2724
Chicago Public Library Foundation	20 North Michigan Avenue Suite, #204	Chicago	IL	60602-4801	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 1010
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
Lyrick 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, Galter Pavilion, Suite 3-200	Chicago	IL	60611	312 926 2033
Northwestern Memorial Foundation	251 East Huron Street, Galter Pavilion, Suite 3-200	Chicago	IL	60611	312 926 2033
Operation Peter Pan	161 Madeira 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	47876-109	812 535 2800	
Stanley Paul Raeiene 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 #388	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

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◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

Israel - USD

ADR TEVA PHARMACEUTICAL IND'S 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 PLC SPONSORED ADR CUSIP 055622104

350 000	44.17	0.00	15,459.50	21,749.84	6,290.34	0.00	6,290.34
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 SPLIT COVIDIEN 2007/5/22 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
3M CO COM CUSIP 88579Y01							
350 000	86.30	0.00	30,205.00	25,352.82	4,852.18	0.00	4,852.18
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

Foundation

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◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

AIR PROD & CHEM INC COM CUSIP 009158106						
325 000	90 95	159 25	29,558.75	22,214.47	7,344.28	0.00
APACHE CORP COM CUSIP 037411105						
200 000	119.23	0.00	23,846.00	18,622.00	5,224.00	0.00
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100						
1,050 000	30.20	0.00	31,710.00	30,675.76	1,034.24	0.00
C R BARD CUSIP 067383109						
175 000	91.77	0.00	16,059.75	14,311.50	1,748.25	0.00
CARNIVAL CORP COM PAIRED CUSIP 143658300						
550 000	46.11	0.00	25,360.50	17,241.62	8,118.88	0.00
CHURCH & DWIGHT INC COM CUSIP 171340102						
250 000	69.02	0.00	17,255.00	14,388.78	2,866.22	0.00
CINTAS CORP COM CUSIP 172908105						
750 000	27.96	0.00	20,970.00	24,843.55	-3,873.55	0.00
CISCO SYSTEMS INC CUSIP 17275R102						
1,250 000	20.23	0.00	25,287.50	21,173.50	4,114.00	0.00
CVS CAREMARK CORP COM STK CUSIP 126650100						
900 000	34.77	0.00	31,293.00	27,840.87	3,452.13	0.00
						3,452.13

Foundation

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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
Equity Securities							

Common stock

United States - USD							
EMC CORP COM CUSIP 268648102							
900 000	22.90	0.00	20,610.00	10,880.21	9,729.79	0.00	9,729.79
ENERGIZER HLDS INC COM CUSIP 29266R108							
500 000	72.90	0.00	36,450.00	28,509.74	7,940.26	0.00	7,940.26
EXTRERRAN HLDS INC COM STK CUSIP 30225X103							
652 000	23.95	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	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	21,020.00	18,401.26	2,618.74	0.00	2,618.74
GOOGLE INC CL A CLA CUSIP 38259P508							
55 000	593.97	0.00	32,668.35	18,834.71	13,833.64	0.00	13,833.64
HCC INS HLDS INC COM CUSIP 404132102							
700 000	28.94	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	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	20,936.00	20,238.08	697.92	0.00	697.92

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Account number 0301493

Northern Trust

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Foundation

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◆ Asset Detail - Base Currency

Description / Asset ID	Accrued	Market Value	Cost	Market	Unrealized gain/loss
Investment Mgr ID	Exchange rate/ local market price	Income/Expense		Translation	Total
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
MILLICOM INTERNATIONAL CELLULAR COM USDI 50 (POST-SUBD) CUSIP L6388F110					
325 000	95.60	0.00	31,070.00	28,523.41	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
SYNAPTICS INC COM CUSIP 87157D109					
700 000	29.38	0.00	20,566.00	19,452.16	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
THERMO FISHER CORP CUSIP 883556102					
600 000	55.36	0.00	33,216.00	22,841.13	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
UNITED PARCEL SVC INC CL B CUSIP 911312106					
3 10 000	72.58	0.00	22,499.80	18,149.93	4,349.87
UNITED TECHNOLOGIES CORP COM CUSIP 913017109					
475 000	78.72	0.00	37,392.00	22,425.01	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	Total
<i>Equity Securities</i>							

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	0.00	159,507.86
Total United States	159.25	794,743.55	635,235.69	159,507.86	0.00	0.00	159,507.86
Total Common Stock	635.71	867,668.65	697,771.73	169,896.92	0.00	0.00	169,896.92

Other equity

United States - USD

CYPRESS SHARPPIDGE 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	1,800,000	0.00	23,238.00	20,798.20	2,439.80	0.00	2,439.80
Total Equity Securities	20,812,000	635.71	890,906.65	718,569.93	172,336.72	0.00	172,336.72

Cash and Short Term Investments

Short term

Foundation

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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	Market	Unrealized gain/loss	Total
Investment Mgr ID							
Shares/PAR value							

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	0.00
Total short term - all currencies		1.96	126,314.35	126,314.35	0.00	0.00	0.00
Total short term - all countries		1.96	126,314.35	126,314.35	0.00	0.00	0.00
Total Short Term		1.96	126,314.35	126,314.35	0.00	0.00	0.00
Total Cash and Short Term Investments		1.96	126,314.35	126,314.35	0.00	0.00	0.00
126,314.350							

Adjustments To Cash

Pending trade purchases

USD - United States dollar							
	1.00	0.00	-20,433.35	-20,433.35	0.00	0.00	0.00
Total pending trade purchases - all currencies		0.00	-20,433.35	-20,433.35	0.00	0.00	0.00
Total pending trade purchases - all countries		0.00	-20,433.35	-20,433.35	0.00	0.00	0.00
Total Pending trade purchases		0.00	-20,433.35	-20,433.35	0.00	0.00	0.00
Total Adjustments To Cash		0.00	-20,433.35	-20,433.35	0.00	0.00	0.00
0.000							

Northern Trust

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◆ Asset Detail - Base Currency

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

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived by third parties or 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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