



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



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

2010

Department of the Treasury
Internal Revenue Service

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

G Check all that apply

 Initial return Initial Return of a former public charity Final return Amended return Address change Name changePinnell Foundation
20 North Wacker Drive #2800
Chicago, IL 60606H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 3,356,315.**J Accounting method Cash Accrual Other (specify)

► \$ 3,356,315. (Part I, column (d) must be on cash basis)

A	Employer identification number
	36-3621711
B	Telephone number (see the instructions)
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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 the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	6,837.	6,837.	N/A	
	4 Dividends and interest from securities	41,351.	41,351.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	92,964.			
	b Gross sales price for all assets on line 6a	523,235.			
	7 Capital gain net income (from Part IV, line 2)		92,964.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	141,152.	141,152.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
OPERATING AND EXPENSES	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other professional fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) See Stmt 1	640.	129.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 2	6,871.	6,871.		
	24 Total operating and administrative expenses. Add lines 13 through 23	7,511.	7,000.		
	25 Contributions, gifts, grants paid Part XV	262,990.			262,990.
	26 Total expenses and disbursements. Add lines 24 and 25	270,501.	7,000.		262,990.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-129,349.			
	b Net investment income (if negative, enter -0-)		134,152.		
	c Adjusted net income (if negative, enter -0-)				

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
A S S E T S	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		1,888,557.	1,647,256.	1,647,256.
	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 the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) <u>Statement 3</u>		1,225,122.	1,380,583.	1,709,059.
	c Investments – corporate bonds (attach schedule)				
L I A B I L I T I E S	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 ►)				
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		3,113,679.	3,027,839.	3,356,315.
N F E T U N D A S S A L T A S C O R E S	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► <u>See Statement 4</u>)		55,000.	98,500.	
	23 Total liabilities (add lines 17 through 22)		55,000.	98,500.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
	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		3,058,679.	2,929,339.	
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see the instructions)		3,058,679.	2,929,339.	
	31 Total liabilities and net assets/fund balances (see the instructions)		3,113,679.	3,027,839.	

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	3,058,679.
2 Enter amount from Part I, line 27a	2	-129,349.
3 Other increases not included in line 2 (itemize) ► <u>See Statement 5</u>	3	9.
4 Add lines 1, 2, and 3.	4	2,929,339.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,929,339.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6				
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				(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	92,964.
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 the instructions) If (loss), enter -0- in Part I, line 8		3	5,649.

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 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 (column (b) divided by column (c))
2009	268,400.	3,294,636.	0.081466
2008	278,500.	3,157,058.	0.088215
2007	234,450.	3,128,161.	0.074948
2006	201,300.	2,981,923.	0.067507
2005	175,440.	2,866,899.	0.061195

2 Total of line 1, column (d) **2** **0.373331**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** **0.074666**4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 **4** **3,280,308.**5 Multiply line 4 by line 3 **5** **244,927.**6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **1,342.**7 Add lines 5 and 6 **7** **246,269.**8 Enter qualifying distributions from Part XII, line 4 **8** **262,990.**

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter (attach copy of letter if necessary – see instr.)		
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	1 1,342.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2 0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3 1,342.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4 0.
6 Credits/Payments		5 1,342.
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 4,920.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 4,920.
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 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 3,578.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ► 3,578. Refunded ► 11 0.	11

Part VII-A Statements Regarding Activities

1 a 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
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
--	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

	X
--	---

c Did the foundation file **Form 1120-POL** for this year?

	X
--	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

	0.
--	----

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

	X
--	---

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

	X
--	---

If 'Yes,' attach a detailed description of the activities

--	--

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

--	--

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?

--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV

--	--

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►

--	--

II

--	--

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

--	--

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)? If 'Yes,' complete Part XIV

--	--

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

--	--

Part VII-A Statements Regarding Activities (Continued)

11		X
12		X
13	X	
14	Richard John Williams 20 N Wacker Drive, Ste 2800, Chicago, IL	Telephone no (312) 372-1033 ZIP + 4 60606
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	
16	15	N/A
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
1a	During the year did the foundation (either directly or indirectly)	Yes No
(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		
1b	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 the instructions)?	
1c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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))	
2a	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 ► 20__, 20__, 20__, 20__		
2b	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 the instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
3b	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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4b	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

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

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

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

(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 instructions)

(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 Yes No Yes No Yes No Yes No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ► **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

If 'Yes' to 6b, file Form 8870

6b X**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****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 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
HP Pinnell 20 N Wacker, Suite 2800 Chicago, IL 60606	Pres & Direc 0	0.	0.	0.
Emily Sue Pinnell 20 N Wacker, Suite 2800 Chicago, IL 60606	VP & Directo 0	0.	0.	0.
Richard John Williams 20 N Wacker, Suite 2800 Chicago, IL 60606	Sec & Direct 0	0.	0.	0.
Paul S. Vander Woude 20 N Wacker, Suite 2800 Chicago, IL 60606	Director 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	N/A	
2		
3		
4		

Part IX-B: Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
All other program-related investments See instructions		
Total. Add lines 1 through 3		0.

Total. Add lines 1 through 3

Form 990-PF (2010)

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes

a Average monthly fair market value of securities

1a	1,848,117.
1b	1,482,145.
1c	
1d	3,330,262.
1e	0.
2	0.
3	3,330,262.
4	49,954.
5	3,280,308.
6	164,015.

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

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

1 Minimum investment return from Part X, line 6

1	164,015.
2a	1,342.
2b	
2c	1,342.
3	162,673.
4	
5	162,673.
6	
7	162,673.

2a Tax on investment income for 2010 from Part VI, line 5

b Income tax for 2010 (This does not include the tax from Part VI)

c Add lines 2a and 2b

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes

1a	262,990.
1b	
2	
3a	
3b	
4	262,990.
5	1,342.
6	261,648.

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

b Program-related investments – total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3 Amounts set aside for specific charitable projects that satisfy the

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

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 instructions)

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

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

BAA

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				162,673.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only		0.		
b Total for prior years. 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2010				
a From 2005	38,123.			
b From 2006	58,742.			
c From 2007	90,371.			
d From 2008	139,570.			
e From 2009	108,573.			
f Total of lines 3a through e	435,379.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 262,990.			0.	
a Applied to 2009, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				162,673.
e Remaining amount distributed out of corpus	100,317.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	535,696.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount – see instructions			0.	
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount – see instructions				0.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	38,123.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	497,573.			
10 Analysis of line 9				
a Excess from 2006	58,742.			
b Excess from 2007	90,371.			
c Excess from 2008	139,570.			
d Excess from 2009	108,573.			
e Excess from 2010	100,317.			

BAA

Form 990-PF (2010)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon			
a	'Assets' alternative test – enter			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed			
c	'Support' alternative test – enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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))

See Statement 7

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

None

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 8				
Total				► 3a 262,990.
<i>b Approved for future payment</i>				
Total				► 3b
BAA	TEEA0501L	07/23/10		Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	6,837.	
4 Dividends and interest from securities			14	41,351.	
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		
8 Gain or (loss) from sales of assets other than inventory			18	92,964.	
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)				141,152.	
13 Total Add line 12, columns (b), (d), and (e)					13 141,152.

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 the instructions)
N/A	

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
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

**Sign
Here**

Signature of officer or trustee

15-11-11

President

Paid Preparer Use Only	Print/Type preparer's name Christina Kozich	Preparer's signature <i>Christina Kozich</i> Christina Kozich	Date 5-9-2011	Check if <input type="checkbox"/> if self employed	PTIN N/A
	Firm's name ► Hlustik, Huizenga, Williams &	Firm's EIN ► N/A			
	Firm's address ► Vander Woude, Ltd./Suite 2800 20 N. Wacker Dr./Chicago, IL 60606	Phone no (312) 372-1033			

BAA

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld	\$ 511.			
Private foundation excise taxes	129.	\$ 129.		
Total	<u>\$ 640.</u>	<u>\$ 129.</u>		<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Illinois Char Bur filing fee	\$ 15.	\$ 15.		
Northern Trust - check printing fee	120.	120.		
Northern Trust - misc fees	309.	309.		
Northern Trust Co - fees	6,427.	6,427.		
Total	<u>\$ 6,871.</u>	<u>\$ 6,871.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
832 shs. Waste Management, Inc.	Cost	\$ 43,171.	\$ 30,676.
700 shs Cardinal Health-sold	Cost	0.	0.
700 shares Dow Chemical Co.-sold	Cost	0.	0.
325 shs Abbott Laboratories-incrsd Sh #	Cost	15,579.	15,571.
300 shares Accenture PLC	Cost	0.	0.
300 shares Adobe Systems, Inc.-sold	Cost	0.	0.
200 shares Air Products & Chemicals, Inc	Cost	0.	0.
90 shares Amazon.com, Inc.-increasd Sh #	Cost	9,578.	16,200.
90 shares Apple, Inc.-increased Sh #	Cost	14,249.	29,030.
350 shares Carefusion Corp.-sold	Cost	0.	0.
275 shares Chevron Corp.-increased Sh #	Cost	19,334.	25,094.
1200 shares Cisco Systems, Inc.-incrdsSh	Cost	23,255.	24,276.
165 shares Costco Wholesale Corp.-incrsd	Cost	8,303.	11,915.
200 shares CVS Caremark Corp.-sold	Cost	0.	0.
500 shares Danaher Corp.-increased Sh #	Cost	15,563.	23,585.
300 shares Emerson Electric Co.	Cost	9,415.	17,151.
100 shares Exelon Corp.-sold	Cost	0.	0.
375 shares Exxon Mobil Corp.-incrds Sh #	Cost	25,678.	27,420.
200 shares FPL Group, Inc.	Cost	0.	0.
160 shares FedEx Corp.-increased Sh #	Cost	13,403.	14,882.
1,395 shares General Electric Co.-incrds	Cost	21,753.	25,515.
55 shares Goldman Sachs Group, Inc.	Cost	7,854.	9,249.
400 shares Hewlett Packard Co.-incrds Sh	Cost	16,435.	16,840.

Statement 3 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
155 shares Itn'l Bus. Machines Corp.	Cost	\$ 15,616.	\$ 22,748.
135 shares Johnson & Johnson-incrsd Sh #	Cost	7,811.	8,350.
575 shares JP Morgan Chase & Co.-	Cost	19,082.	24,392.
80 shares Kellogg Co. - sold	Cost	0.	0.
100 shares Kohls Corp.-sold	Cost	0.	0.
200 shares McDonald's Corp.	Cost	0.	0.
325 shares Medco Health Solutions-incrsd	Cost	15,325.	19,913.
670 shares Microsoft Corp.-incrds Sh #	Cost	15,927.	18,706.
100 shares Mosaic Co.-sold	Cost	0.	0.
200 shares National Oilwell Varco	Cost	5,938.	13,450.
175 shares Noble Energy, Inc.-incrds Sh#	Cost	11,845.	15,064.
280 shares Pepsico, Inc.-incrds Sh #	Cost	16,210.	18,292.
300 shares PG&E Corp.	Cost	11,630.	14,352.
290 shares Procter & Gamble Co.-incrs	Cost	15,957.	18,656.
400 shares Qualcomm, Inc.- SOLD	Cost	0.	0.
115 shares Schlumberger, Ltd.	Cost	5,855.	9,603.
600 shares Schwab Charles Corp.	Cost	0.	0.
680 shares Spectra Energy Corp.-incrds	Cost	11,585.	16,993.
300 shares TJX Cos, Inc.	Cost	0.	0.
100 shares Transocean, Ltd.	Cost	0.	0.
150 shares United Technologies Corp.-inc	Cost	8,636.	11,808.
865 shares US Bancorp-incrsd Sh #	Cost	18,866.	23,329.
320 shares Verizon Communications	Cost	9,063.	11,450.
295 shares Wal-Mart Stores, Inc.	Cost	14,169.	15,909.
435 shares Walt Disney Co.-increased Sh#	Cost	11,579.	16,317.
755 shares Wells Fargo & Co.-incrds Sh #	Cost	18,797.	23,397.
300 shares Altera Corp.	Cost	4,764.	10,674.
205 shares Cummins, Inc.-incrds Sh #	Cost	9,161.	22,552.
200 shares Darden Restaurants, Inc.-SOLD	Cost	0.	0.
200 shares ITT Corp.-SOLD	Cost	0.	0.
2,138.36 shares Northern Mid Cap Index	Cost	15,888.	25,575.
2,000 shares Newfield Exploration-SOLD	Cost	0.	0.
200 shares Sigma-Aldrich , Corp.-SOLD	Cost	0.	0.
3,003.46 shares Northern Small Cap Index	Cost	16,309.	25,860.
130 shares BHP Billiton, Ltd. ADR-incrsd	Cost	7,245.	12,080.
335 shares Suncor, Inc.-incrds Sh #	Cost	9,892.	12,827.
27,478.87 shares Northern Int'l Eqty-inc	Cost	234,176.	289,353.
7,059.84 shares Northern Int'l EquitySLD	Cost	0.	0.
150 shares Covidien PLC-increased Sh #	Cost	5,956.	6,849.
300 shares ADR Teva Pharmaceutical Ind.	Cost	14,842.	15,639.
33,613.45 shares Northern High Yield	Cost	200,000.	245,378.
700 shares MFC SPDR Gold Tr Gold Shs-inc	Cost	66,252.	97,104.
35 shares Apple Inc.-sold	Cost	0.	0.
100 shares Johnson & Johnson-sold	Cost	0.	0.
220 shares Kellogg Co.-sold	Cost	0.	0.
100 shares Walt Disney Co.-sold	Cost	0.	0.
45 shares Goldman Sachs Group, Inc.SOLD	Cost	0.	0.
45 shares IBM - SOLD	Cost	0.	0.
225 shares JP Morgan Chase & Co - SOLD	Cost	0.	0.
100 sh Procter & Gamble-SOLD	Cost	0.	0.
85 shards Schlumberger, Ltd. - SOLD	Cost	0.	0.
180 sh Verizon Communications - SOLD	Cost	0.	0.
195 shares Wal-Mart Stores, Inc. - SOLD	Cost	0.	0.
75 shares Cummins, Inc.-SOLD	Cost	0.	0.
265 shares American Express Co.	Cost	11,013.	11,374.

Statement 3 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
130 shares Citrix Systems, Inc.	Cost	\$ 8,156.	\$ 8,893.
120 shares Colgate-Palmolive Co.	Cost	10,133.	9,644.
505 shares Du Pont El De Nemours & Co.	Cost	18,986.	25,189.
585 shares EMC Corp.	Cost	11,018.	13,397.
110 shares Franklin Res, Inc.	Cost	11,232.	12,233.
30 shares Google, Inc.	Cost	16,424.	17,819.
235 shares H.J. Heinz	Cost	10,845.	11,623.
430 shares Johnson Controls	Cost	12,872.	16,426.
255 shares Juniper Networks, Inc.	Cost	9,400.	9,415.
400 shares Lowes Cos, Inc.	Cost	10,185.	10,032.
225 shares McKesson Corp.	Cost	14,226.	15,836.
180 shares Nike, Inc.	Cost	11,674.	15,376.
325 shares Omnicom Group, Inc.	Cost	15,107.	14,885.
600 shares Oracle Corporation	Cost	16,553.	18,780.
145 shares Praxair, Inc.	Cost	11,511.	13,843.
80 shares Salesforce Com, Inc.	Cost	6,976.	10,560.
175 shares Starwood Hotels & Resorts	Cost	10,490.	10,637.
340 shares Sysco Corp	Cost	10,615.	9,996.
270 shares Travelers Co., Inc.	Cost	13,460.	15,042.
380 shares Unitedhealth Group, Inc.	Cost	11,964.	13,722.
65 shares WW Grainger, Inc.	Cost	7,518.	8,977.
515 shares Principal Financial Group, In	Cost	15,506.	16,768.
190 shares Whole Foods Market, Inc.	Cost	7,027.	9,612.
1,521.14 shares Northern Multi-Mgr Emerg	Cost	35,746.	34,956.
	Total	\$ 1,380,583.	\$ 1,709,059.

Statement 4
Form 990-PF, Part II, Line 22
Other Liabilities

Cash in transit	\$ 98,500.
	Total \$ 98,500.

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

Rounding differences	\$ 9.
	Total \$ 9.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	700 sh Cardinal Health Inc.	Donated	5/10/1994	1/04/2010
2	350 sh Carefusion Corp	Purchased	5/10/1994	1/04/2010
3	700 sh Dow Chemical Co.	Purchased	4/28/2005	1/04/2010
4	2,000 sh Newfield Exploration	Purchased	10/30/2003	1/04/2010
5	76 sh Frontier Communications Corp	Donated	7/06/2009	7/13/2010
6	35 sh Apple Inc	Purchased	7/06/2009	7/15/2010
7	220 sh Kellogg Co	Purchased	7/06/2009	9/01/2010
8	300 sh Adobe Systems, Inc.	Purchased	7/06/2009	9/22/2010
9	100 sh Johnson & Johnson	Purchased	7/06/2009	12/17/2010
10	600 sh Schwab Charles Corp	Purchased	7/06/2009	12/17/2010
11	205 sh TJX Cos, Inc.	Purchased	7/06/2009	12/17/2010
12	100 sh Walt Disney Co.	Purchased	7/06/2009	12/17/2010
13	95 sh TJX Cos, Inc.	Purchased	7/06/2009	12/20/2010
14	MFC SPDR Gold Tr Gold Shares	Purchased	Various	Various
15	300 sh Accenture PLC	Purchased	7/06/2009	1/26/2010
16	200 sh Air Products & Chemicals, Inc.	Purchased	7/06/2009	1/26/2010
17	200 sh Darden Restaurants, Inc.	Purchased	7/06/2009	1/26/2010
18	100 sh Exelon Corp.	Purchased	7/06/2009	1/26/2010
19	200 sh ITT Corp.	Purchased	7/06/2009	1/26/2010
20	50 sh ITT Corp.	Purchased	1/04/2010	1/26/2010
21	125 sh JP Morgan Chase & Co	Purchased	7/06/2009	1/26/2010
22	100 sh JP Morgan Chase & Co	Purchased	1/04/2010	1/26/2010
23	80 sh Kellogg Co.	Purchased	7/06/2009	1/26/2010
24	100 sh Kohls Corp.	Purchased	7/06/2009	1/26/2010
25	50 sh Kohls Corp.	Purchased	1/04/2010	1/26/2010
26	1 sh Frontier Communications Corp	Purchased	7/06/2009	7/15/2010
27	200 sh McDonald's Corp	Purchased	7/06/2009	1/26/2010
28	100 sh Procter & Gamble Co.	Purchased	7/06/2009	1/26/2010
29	175 sh Qualcomm, Inc.	Purchased	11/03/2009	1/26/2010
30	85 sh Schlumberger, Ltd.	Purchased	7/06/2009	1/26/2010
31	30 sh Signma-Aldrich, Corp.	Purchased	7/06/2009	1/26/2010
32	15 sh Transocean, Ltd.	Purchased	7/06/2009	1/26/2010
33	180 sh Verizon Communications	Purchased	7/06/2009	1/26/2010
34	20 sh Wal-Mart Stores, Inc.	Purchased	11/03/2009	1/26/2010
35	200 sh Wells Fargo & Co.	Purchased	7/06/2009	1/26/2010
36	45 sh Goldman Sachs Group, Inc.	Purchased	7/06/2009	3/10/2010
37	25 sh Goldman Sachs Group, Inc.	Purchased	1/04/2010	3/10/2010
38	10 sh Goldman Sachs Group, Inc.	Purchased	1/26/2010	3/10/2010
39	45 sh International Business Machines Corp	Purchased	7/06/2009	3/10/2010
40	35 sh Praxair, Inc.	Purchased	1/26/2010	3/29/2010
41	170 sh Signma-Aldrich, Corp.	Purchased	7/06/2009	3/29/2010
42	200 sh FPL Group, Inc.	Purchased	7/06/2009	4/14/2010
43	5 sh Wal-Mart Stores, Inc.	Purchased	7/06/2009	4/14/2010
44	80 sh Wal-Mart Stores, Inc.	Purchased	11/03/2009	4/14/2010
45	85 sh Transocean, Ltd.	Purchased	7/06/2009	5/03/2010
46	4773.95 sh Northern Intl Equity Indx Fund	Purchased	1/04/2010	5/07/2010
47	2688.49 sh Northern Intl Equity Indx Fund	Purchased	10/07/2009	5/07/2010
48	400 sh ADR ABB Ltd.	Purchased	1/04/2010	5/07/2010
49	100 sh Mosaic Co.	Purchased	7/06/2009	5/07/2010
50	40 sh Mosaic Co.	Purchased	1/26/2010	5/07/2010
51	225 sh Qualcomm, Inc.	Purchased	11/03/2009	5/07/2010
52	210 sh ADR Novartis AG	Purchased	4/14/2010	5/10/2010
53	200 sh CVS Caremark Corp.	Purchased	11/03/2009	6/18/2010
54	80 sh CVS Caremark Corp.	Purchased	1/26/2010	6/18/2010
55	30 sh Cummins, Inc.	Purchased	1/26/2010	9/14/2010
56	45 sh Cummins, Inc.	Purchased	11/03/2009	9/14/2010

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	
57	115 sh Adobe Systems, Inc.	Purchased	1/26/2010	9/22/2010	
58	585 sh Bank of America	Purchased	3/10/2010	12/17/2010	
59	485 sh Bank of America	Purchased	11/05/2010	12/17/2010	
60	100 sh Johnson Controls, Inc.	Purchased	1/26/2010	12/17/2010	
61	35 sh Schwab Charles Corp.	Purchased	1/26/2010	12/17/2010	
62	Northern Trust capital gain distributns	Purchased	Various	Various	
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69
					Adj. Bas. 12/31/69
1	22,735.		3,373.	19,362.	
2	8,609.		1,293.	7,316.	
3	20,208.		31,582.	-11,374.	
4	99,581.		40,110.	59,471.	
5	546.		604.	-58.	
6	8,710.		4,813.	3,897.	
7	10,960.		10,447.	513.	
8	7,988.		8,202.	-214.	
9	6,218.		5,614.	604.	
10	10,185.		10,260.	-75.	
11	8,918.		6,261.	2,657.	
12	3,701.		2,282.	1,419.	
13	4,153.		2,901.	1,252.	
14	309.		0.	309.	
15	12,579.		9,819.	2,760.	
16	16,072.		12,438.	3,634.	
17	7,317.		6,582.	735.	
18	4,621.		4,893.	-272.	
19	9,790.		8,560.	1,230.	
20	2,447.		2,490.	-43.	
21	4,929.		3,971.	958.	
22	3,943.		4,298.	-355.	
23	4,342.		3,799.	543.	
24	5,062.		4,196.	866.	
25	2,531.		2,704.	-173.	
26	6.		6.	0.	
27	12,721.		11,488.	1,233.	
28	6,063.		5,142.	921.	
29	8,241.		7,390.	851.	
30	5,734.		4,327.	1,407.	
31	1,475.		1,444.	31.	
32	1,329.		1,029.	300.	
33	5,378.		5,441.	-63.	
34	1,074.		997.	77.	
35	5,612.		4,514.	1,098.	
36	7,689.		6,426.	1,263.	
37	4,272.		4,344.	-72.	
38	1,709.		1,542.	167.	
39	5,637.		4,534.	1,103.	
40	2,854.		2,779.	75.	
41	9,117.		8,184.	933.	
42	9,694.		11,125.	-1,431.	
43	274.		240.	34.	
44	4,382.		3,987.	395.	
45	5,950.		5,832.	118.	

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
46	42,584.		48,933.	-6,349.				\$ -6,349.
47	23,981.		26,777.	-2,796.				-2,796.
48	7,145.		7,880.	-735.				-735.
49	4,844.		4,304.	540.				540.
50	1,937.		2,397.	-460.				-460.
51	8,134.		9,502.	-1,368.				-1,368.
52	10,211.		11,251.	-1,040.				-1,040.
53	6,520.		7,096.	-576.				-576.
54	2,608.		2,642.	-34.				-34.
55	2,554.		1,437.	1,117.				1,117.
56	3,831.		2,011.	1,820.				1,820.
57	3,062.		3,922.	-860.				-860.
58	7,348.		10,091.	-2,743.				-2,743.
59	6,092.		6,106.	-14.				-14.
60	3,889.		2,994.	895.				895.
61	594.		665.	-71.				-71.
62	2,236.		0.	2,236.				2,236.
								Total \$ <u>92,964.</u>

Statement 7
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

HP Pinnell
 Emiliy sue Pinnell

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
The Adler Planetarium 1300 South Lake Shore Dr Chicago, IL 60605	None	Public	General charitable purposes	\$ 500.
Chicago Bible Society 104 S. Michigan, Ste 520 Chicago, IL 60603	None	Public	General charitable purposes	4,000.
Chicago Symphony Orchestra 220 S. Michigan Avenue Chicago, IL 60604	None	Public	General charitable purposes	10,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Evangelical Child Welfare 1530 North Main Wheaton, IL 60187	None	Public	General charitable purposes	\$ 20,000.
Gideon's International P.O. Box 1203 Vista, CA, CA 92085	None	Public	General charitable purposes	25,000.
Lyric Opera 20 North Wacker Drive Chicago, IL 60606	None	Public	General charitable purposes	35,000.
Pacific Garden Mission 646 S. State Street Chicago, IL 60605	None	Public	General charitable purposes	25,000.
Salvation Army 5040 N. Pulaski Road Chicago, IL 60630	None	Public	General charitable purposes	30,000.
Raymondville Fire Dept Raymondville, TX 78580	None	Public	General charitable purposes	2,000.
Willacy County Ambulance 347 E. Hildalgo Raymondville, TX 78580	None	Public	General charitable purposes	2,000.
Willacy County 4-H Courthouse Annex Raymondville, TX 78580	None	Public	General charitable purposes	2,000.
Handel Week, Inc. 924 Lake Street Oak Park, IL 60301	None	Public	General Charitable Purposes	26,000.
Opera of St. Louis PO Box 191910 St. Louis, MO 63119, MO 63119	None	Public	General Charitable Purposes	5,000.
Missouri Botanical Garden PO Box 299 St. Louis, MO 63166	None	Public	General Charitable Purposes	500.
Grace Episcopal Church 924 Lake St. Oak Park, IL 60301,	None	Public	General Charitable Purposes	13,000.
Wycliffe Bible Translators P.O. Box 628200 Orlando, FL 32862	None	Public	General charitable purposes	8,400.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Chicago Botanic Garden P.O. Box 400 Glencoe, IL 60022	None	Public	General charitable purposes	\$ 190.
First Baptist Church of Park Ridge 1266 N. Northwest Highway Park Ridge, IL 60068	None	Public	General charitable purposes	31,900.
San Perlita Volunteer Fire Department P.O. Box 121 San Perlita, TX 78590	None	Public	General charitable purposes	2,000.
Willacy County Fair & Auction P.O. Box 717 Raymondville, TX 78580	None	Public	General charitable purposes	2,000.
Port Mansfield Comm Dev. Vol Fire Dept PO Box 250 Port Mansfield, TX 78598	None	Public	General Charitable Purposes	2,000.
Texas A&M Univ-Kleberg Wildlife Inst MSC 218 Kingsville, TX 78363	None	Public	General Charitable Purposes	10,000.
St. Peter's Lutheran Church 202 E. Schaumburg Rd Schaumburg, IL 60194	None	Public	General Charitable Purposes	5,000.
Naperville Central HS Athl Booster Club 440 Aurora Ave Naperville, IL 60540	None	Public	General Charitable Purposes	1,500.

Total \$ 262,990.