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**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

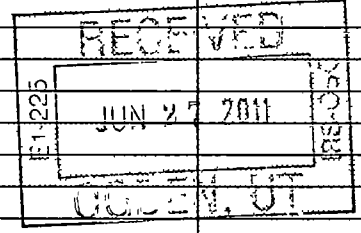
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning _____, and ending _____

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 BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY		A Employer identification number 36-3679496
Number and street (or P O box number if mail is not delivered to street address) 233 S. WACKER DRIVE, SUITE 2000	Room/suite	B Telephone number 312-288-7286
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,220,248. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received	408,520.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	10,072.	10,072.		STATEMENT 1
4 Dividends and interest from securities	51,881.	51,881.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	36,324.			
b Gross sales price for all assets on line 6a	339,871.			
7 Capital gain net income (from Part IV, line 2)		36,324.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	506,797.	98,277.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	4,150.	0.		0.
c Other professional fees STMT 4	10,000.	0.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	5,395.	5,395.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	19,545.	5,395.		0.
25 Contributions, gifts, grants paid	305,850.			305,850.
26 Total expenses and disbursements. Add lines 24 and 25	325,395.	5,395.		305,850.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	181,402.			
b Net investment income (if negative, enter -0-)		92,882.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	280,021.	169,598.	169,598.
	2 Savings and temporary cash investments	1,393,924.	1,367,463.	1,372,177.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock	3,235,652.	3,539,253.	2,678,473.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,909,597.	5,076,314.	4,220,248.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	4,909,597.	5,076,314.		
30 Total net assets or fund balances	4,909,597.	5,076,314.		
31 Total liabilities and net assets/fund balances	4,909,597.	5,076,314.		

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	4,909,597.
2 Enter amount from Part I, line 27a	2	181,402.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,090,999.
5 Decreases not included in line 2 (itemize) ▶ BASIS DIFFERENCE IN STOCK SOLD	5	14,685.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,076,314.

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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			
b SEE ATTACHED STATEMENTS			
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 339,871.		303,547.	36,324.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			36,324.
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		36,324.
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). If (loss), enter -0- in Part I, line 8 }	3		N/A

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 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	455,543.	3,311,151.	.137578
2008	294,428.	4,006,260.	.073492
2007	283,450.	4,756,495.	.059592
2006	244,800.	4,874,607.	.050219
2005	273,197.	4,610,342.	.059257
2 Total of line 1, column (d)			.380138
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			.076028
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		3,630,783.	
5 Multiply line 4 by line 3			276,041.
6 Enter 1% of net investment income (1% of Part I, line 27b)			929.
7 Add lines 5 and 6			276,970.
8 Enter qualifying distributions from Part XII, line 4			305,850.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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		1	929.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	929.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	929.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,226.	
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	2,226.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,297.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 1,297. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IL		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13		
14	The books are in care of ▶ WILLIAM BARTHOLOMAY Telephone no. ▶ 312-288-7286 Located at ▶ 233 S. WACKER DRIVE, SUITE 2000, CHICAGO, IL 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 ▶ 15 N/A			
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 N/A ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
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 instructions.) N/A	2b	
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
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.

(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
WILLIAM C. BARTHOLOMAY 233 S. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60606	TR. OFFICER	0.	0.	0.

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

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

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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	3,402,594.
b	Average of monthly cash balances	1b	283,480.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,686,074.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,686,074.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,291.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,630,783.
6	Minimum investment return. Enter 5% of line 5	6	181,539.

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	181,539.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	929.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	929.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	180,610.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	180,610.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	180,610.

Part XII Qualifying Distributions (see 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	305,850.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	305,850.
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	5	929.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	304,921.

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.

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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				180,610.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	14,985.			
d From 2008	97,381.			
e From 2009	291,067.			
f Total of lines 3a through e	403,433.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 305,850.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				180,610.
e Remaining amount distributed out of corpus	125,240.			
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	528,673.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	528,673.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	14,985.			
c Excess from 2008	97,381.			
d Excess from 2009	291,067.			
e Excess from 2010	125,240.			

BILL BARTHOLOMAY FOUNDATION

Form 990-PF (2010)

C/O WM. C. BARTHOLOMAY

36-3679496

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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 ... 4942(j)(3) or 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.

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a					
b					
c					
d					
e					
3					
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 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).)

WILLIAM C. BARTHOLOMAY

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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
<p>a Paid during the year SEE ATTACHED STATEMENT</p>	<p>N/A</p>	<p>PUBLIC CHARITY</p>	<p>GENERAL EXEMPT PURPOSES</p>	<p>305,850.</p>
<p>Total ▶ 3a</p>				<p>305,850.</p>
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total ▶ 3b</p>				<p>0.</p>

BILL BARTHOLOMAY FOUNDATION

Form 990-PF (2010)

C/O WM. C. BARTHOLOMAY

36-3679496

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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 | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

(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		

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

Signature of officer or trustee: *William Bartholomay* Date: 16-20-11 Title: *6*

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TIMOTHY J. DEBRUYNE	<i>Timothy Debruyne</i>	5/25/11		P01219290
	Firm's name ▶ THE MOSAIC FINANCIAL GROUP LLC	Firm's EIN ▶ 36-4379428			
Firm's address ▶ 330 NORTH WABASH AVENUE, SUITE 1650 CHICAGO, IL 60611				Phone no. 312-255-5490	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2010

Name of the organization

BILL BARTHOLOMAY FOUNDATION
C/O WM. C. BARTHOLOMAY

Employer identification number

36-3679496

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 foundationCheck 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY	Employer identification number 36-3679496
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM C. BARTHOLOMAY 233 S. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60606	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	WILLIAM C. BARTHOLOMAY 233 S. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60606	\$ 4,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY	Employer identification number 36-3679496
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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	9,000 SHARES WMS INDUSTRIES INC COMMON STOCK	\$ 404,370.	12/23/10
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY	Employer identification number 36-3679496
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

BILL BARTHOLOMAY FOUNDATION
FEIN: 36-3679496
For the Year Ended December 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	PURPOSE OF CONTRIBUTION	
American Cancer Society	Memorial	100
American Heart Association	Contribution	100
American Red Cross	Memorial	100
Ariel Education Initiative	Contribution	1,000
Bishops Associates	Contribution	100
Captain Planet Foundation	Contribution	1,000
Chicago Child Care Society	Contribution	500
Children's Place Association	Contribution	2,500
Delta Kappa Epsilon	Contribution	100
Doctors Without Borders	Contribution	100
Florence Crittenton	Memorial	1,000
Fountain House	Contribution	2,000
Foxcroft School	Contribution	2,500
Francis W Parker School	Contribution	100
Friends of the Parks	Contribution	500
Golden Apple Foundation	Contribution	500
Hemophilia of Georgia	Contribution	1,600
Illinois Institute of Technology	Contribution	50,000
Inner City Teaching Corps	Contribution	500
Jobs for Youth	Contribution	1,250
Junior League of Atlanta	Memorial	200
Lake Forest College	Contribution	60,000
Lake Forest Open Lands Association	Memorial	100
Lincoln Park Zoo	Contribution	55,000
Lutheran High School	Memorial	100
Mt Pleasant Missionary Baptist Church	Memorial	100
Museum of Science and Industry	Contribution	105,000
North Shore Country Day	Contribution	1,000
Old Elm Scholarship Foundation	Contribution	600
Paralyzed Veterans of America	Contribution	200
Pathways Foundation	Contribution	2,000
Pittsburgh Zoo	Contribution	500
Planned Parenthood	Contribution	100
RIC/Women's Board	Memorial	500
Shedd Aquarium	Contribution	1,000
Special Olympics Illinois	Contribution	125
St Gabriel School	Contribution	2,000
St Chrysostom's Church	Contribution	1,000
St Ignatius College Prep	Contribution	500
Steppenwolf Theater	Contribution	1,000
Talladega College	Memorial	100
The Carter Center	Contribution	2,250
The Children's Place	Contribution	2,500
The Church of the Holy Spirit	Memorial	100
The Diocese of Chicago	Contribution	100
The Salvation Army	Contribution	25
The Silent Children Project	Contribution	2,500
Tito Mejia Memorial Fund	Memorial	200
Town of Palm Beach United Way	Contribution	1,000
Veterans of Foreign Wars	Memorial	100

RECIPIENT	PURPOSE OF CONTRIBUTION	
Yale New Haven Hospital	Memorial	100
Young Women's Leaders	Contribution	300
Less		
Contributions Deducted in 2009 (never cashed)		<hr/>
TOTAL		<u><u>305,850</u></u>

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 AOL TIME WARNER SECURITIES LITIGATION	P	VARIOUS	01/29/10
b AOL INC	D	12/29/09	01/04/10
c AFLAC INC	P	10/31/06	01/22/10
d AFLAC INC	P	07/24/08	01/22/10
e BERKSHIRE HATHAWAY INC-DEL CL B	P	03/27/07	01/27/10
f ACCENTURE PLC IRELAND SHS CLASS A	P	03/15/06	01/27/10
g WASTE MGMT INC DEL COM	P	03/05/09	01/29/10
h WASTE MGMT INC DEL COM	P	03/18/09	01/29/10
i WASTE MGMT INC DEL COM	P	03/31/09	01/29/10
j WASTE MGMT INC DEL COM	P	05/14/09	01/29/10
k EXXON MOBIL CORP	P	01/02/09	02/22/10
l ACCENTURE PLC IRELAND SHS CLASS A	P	03/15/06	02/22/10
m BERKSHIRE HATHAWAY INC-DEL CL B	P	03/27/07	02/25/10
n BERKSHIRE HATHAWAY INC-DEL CL B	P	01/09/08	02/25/10
o BERKSHIRE HATHAWAY INC-DEL CL B	P	11/18/08	02/25/10

(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 5,442.			5,442.
b 117,863.		117,450.	413.
c 1,006.		899.	107.
d 1,761.		1,919.	<158.>
e 1,069.		1,074.	<5.>
f 834.		639.	195.
g 7,577.		5,513.	2,064.
h 2,740.		2,113.	627.
i 4,030.		3,202.	828.
j 1,128.		935.	193.
k 1,310.		1,620.	<310.>
l 1,018.		798.	220.
m 2,758.		2,506.	252.
n 3,940.		4,322.	<382.>
o 7,881.		6,188.	1,693.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,442.
b			413.
c			107.
d			<158.>
e			<5.>
f			195.
g			2,064.
h			627.
i			828.
j			193.
k			<310.>
l			220.
m			252.
n			<382.>
o			1,693.

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
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). If (loss), enter "-0-" in Part I, line 8	3

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 BERKSHIRE HATHAWAY INC-DEL CL B	P	07/02/09	02/25/10
b BERKSHIRE HATHAWAY INC-DEL CL B	P	07/02/09	04/12/10
c BERKSHIRE HATHAWAY INC-DEL CL B	P	07/24/09	04/12/10
d BERKSHIRE HATHAWAY INC-DEL CL B	P	09/29/09	04/12/10
e ACCENTURE PLC IRELAND SHS CLASS A	P	03/15/06	05/13/10
f ACCENTURE PLC IRELAND SHS CLASS A	P	05/22/06	05/13/10
g AFLAC INC	P	07/24/08	05/13/10
h AFLAC INC	P	08/15/08	05/13/10
i AFLAC INC	P	08/22/08	05/13/10
j OMNICOM GROUP INC	P	03/15/06	05/19/10
k OMNICOM GROUP INC	P	09/12/06	05/19/10
l JOHNSON & JOHNSON	P	02/27/07	06/02/10
m OMNICOM GROUP INC	P	09/12/06	06/02/10
n TYCO INTERNATIONAL LTD SHS	P	02/06/06	06/02/10
o WALT DISNEY CO	P	01/23/08	06/11/10

(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 394.		289.	105.
b 3,626.		2,604.	1,022.
c 4,029.		3,092.	937.
d 8,058.		6,669.	1,389.
e 3,516.		2,714.	802.
f 3,929.		2,546.	1,383.
g 2,701.		3,016.	<315.>
h 3,684.		4,117.	<433.>
i 737.		825.	<88.>
j 999.		1,013.	<14.>
k 2,198.		2,454.	<256.>
l 590.		637.	<47.>
m 1,303.		1,562.	<259.>
n 180.		505.	<325.>
o 847.		688.	159.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			105.
b			1,022.
c			937.
d			1,389.
e			802.
f			1,383.
g			<315.>
h			<433.>
i			<88.>
j			<14.>
k			<256.>
l			<47.>
m			<259.>
n			<325.>
o			159.

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
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). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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				
1a	INTERNATIONAL BUSINESS MACHINES CORP	P	03/01/06	06/30/10
b	JOHNSON & JOHNSON	P	02/27/07	06/30/10
c	HESS CORP COM	P	12/26/08	07/09/10
d	HESS CORP COM	P	04/28/09	07/09/10
e	HESS CORP COM	P	05/14/09	07/09/10
f	HESS CORP COM	P	06/04/09	07/09/10
g	HESS CORP COM	P	09/17/09	07/09/10
h	HESS CORP COM	P	11/20/09	07/09/10
i	HEWITT ASSOCS INC COM	P	11/06/09	07/12/10
j	HEWITT ASSOCS INC COM	P	11/06/09	07/22/10
k	HEWITT ASSOCS INC COM	P	11/06/09	08/05/10
l	HEWITT ASSOCS INC COM	P	02/22/10	08/05/10
m	HEWITT ASSOCS INC COM	P	02/22/10	08/05/10
n	HEWITT ASSOCS INC COM	P	02/25/10	08/05/10
o	INTERPUBLIC GROUP OF COS INC	P	01/29/10	08/09/10

	(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	1,247.		807.	440.
b	888.		956.	<68.>
c	8,241.		7,424.	817.
d	2,658.		2,754.	<96.>
e	1,063.		1,188.	<125.>
f	2,658.		3,000.	<342.>
g	1,595.		1,696.	<101.>
h	2,658.		2,911.	<253.>
i	13,759.		10,925.	2,834.
j	3,331.		2,592.	739.
k	1,958.		1,481.	477.
l	489.		384.	105.
m	2,456.		1,919.	537.
n	5,404.		4,189.	1,215.
o	5,469.		3,811.	1,658.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			440.
b			<68.>
c			817.
d			<96.>
e			<125.>
f			<342.>
g			<101.>
h			<253.>
i			2,834.
j			739.
k			477.
l			105.
m			537.
n			1,215.
o			1,658.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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 WALT DISNEY CO	P	01/23/08	08/11/10
b HEWITT ASSOCS INC COM	P	02/25/10	08/11/10
c HEWITT ASSOCS INC COM	P	04/12/10	08/11/10
d LOCKHEED MARTIN CORP	P	10/14/09	08/11/10
e HEWITT ASSOCS INC COM	P	04/12/10	08/25/10
f HEWITT ASSOCS INC COM	P	06/11/10	08/25/10
g MERCK & CO INC NEW	P	05/19/09	09/02/10
h MERCK & CO INC NEW	P	06/26/09	09/02/10
i MERCK & CO INC NEW	P	07/24/09	09/02/10
j MERCK & CO INC NEW	P	08/06/09	09/02/10
k MERCK & CO INC NEW	P	05/06/10	09/02/10
l BAXTER INTERNATIONAL INC	P	11/20/09	09/23/10
m COVIDIEN PLC SHS	P	03/01/06	10/07/10
n COVIDIEN PLC SHS	P	03/15/06	10/07/10
o COVIDIEN PLC SHS	P	08/20/07	10/07/10

(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 2,411.		1,928.	483.
b 980.		762.	218.
c 4,410.		3,644.	766.
d 2,932.		2,988.	<56.>
e 483.		405.	78.
f 1,933.		1,405.	528.
g 11,309.		8,120.	3,189.
h 4,948.		3,740.	1,208.
i 2,650.		2,295.	355.
j 2,650.		2,203.	447.
k 2,650.		2,572.	78.
l 5,243.		5,971.	<728.>
m 3,594.		2,903.	691.
n 939.		755.	184.
o 6,738.		6,293.	445.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			483.
b			218.
c			766.
d			<56.>
e			78.
f			528.
g			3,189.
h			1,208.
i			355.
j			447.
k			78.
l			<728.>
m			691.
n			184.
o			445.

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
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). If (loss), enter "-0-" in Part I, line 8	3

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 COVIDIEN PLC SHS	P	09/12/07	10/07/10
b COVIDIEN PLC SHS	P	06/12/08	10/07/10
c COVIDIEN PLC SHS	P	05/14/09	10/07/10
d COVIDIEN PLC SHS	P	08/05/10	10/07/10
e WALT DISNEY CO	P	01/23/08	10/15/10
f WALT DISNEY CO	P	03/25/08	10/15/10
g WALT DISNEY CO	P	04/17/08	10/15/10
h WALT DISNEY CO	P	06/12/08	10/15/10
i WALT DISNEY CO	P	09/17/08	10/15/10
j WALT DISNEY CO	P	04/22/09	10/15/10
k WALT DISNEY CO	P	05/14/09	10/15/10
l INTERPUBLIC GROUP OF COS INC	P	01/29/10	10/20/10
m			
n			
o			

(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 4,697.		4,836.	<139.>
b 1,225.		1,459.	<234.>
c 613.		533.	80.
d 2,859.		2,666.	193.
e 7,128.		5,646.	1,482.
f 1,912.		1,759.	153.
g 4,520.		3,992.	528.
h 2,086.		2,020.	66.
i 1,912.		1,775.	137.
j 2,782.		1,577.	1,205.
k 1,391.		956.	435.
l 3,854.		2,398.	1,456.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<139.>
b			<234.>
c			80.
d			193.
e			1,482.
f			153.
g			528.
h			66.
i			137.
j			1,205.
k			435.
l			1,456.
m			
n			
o			

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	36,324.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	3,977.
WELLS FARGO	6,093.
WELLS FARGO - T/E	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,072.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARIEL	82.	0.	82.
BARRINGTON RESEARCH	8,402.	0.	8,402.
MERRILL LYNCH	22,196.	0.	22,196.
NEUBERGER BERMAN	12,695.	0.	12,695.
WILLIAM BLAIR & COMPANY	8,506.	0.	8,506.
TOTAL TO FM 990-PF, PART I, LN 4	51,881.	0.	51,881.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,150.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,150.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECRETARIAL SERVICES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	10,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL STATE FILING FEES	15.	15.		0.
INVESTMENT FEES	5,364.	5,364.		0.
FOREIGN TAXES PAID	16.	16.		0.
TO FORM 990-PF, PG 1, LN 23	5,395.	5,395.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO	126,262.	116,766.
ARIEL MUTUAL FUND	266,653.	266,195.
HOSPITALITY PPTYS TRUST (5,000 SHS)	153,416.	115,200.
POST PROPERTIES INC. (5,000 SHS)	147,139.	181,500.
UBS (MIDWAY GAMES 35,370 SHRS)	737,879.	0.
UBS (WMS INDUSTRIES 9,000 SHS)	404,370.	407,160.
WILLIAM BLAIR	516,153.	571,723.
TRAVELCENTERS OF AMERICA (500 SHS)	16,168.	1,885.
MERRILL LYNCH (AOL 666 SHS)	24,134.	15,791.
MERRILL LYNCH (TWC 1,840 SHS)	121,202.	121,495.
MERRILL LYNCH (TWX 7,333 SHS)	343,718.	235,903.
BARRINGTON RESEARCH (AOL 606 SHS)	18,724.	14,368.
BARRINGTON RESEARCH (TWC 1,673 SHS)	94,031.	110,468.
BARRINGTON RESEARCH (TWX 6,666 SHS)	266,665.	214,445.
CHARLES SCHWAB (AOL 12,888 SHS)	302,739.	305,574.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,539,253.	2,678,473.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY	Employer identification number 36-3679496
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 233 S. WACKER DRIVE, SUITE 2000	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WILLIAM BARTHOLOMAY

• The books are in the care of ▶ **233 S. WACKER DRIVE, SUITE 2000, CHICAGO, IL - 60606**
Telephone No ▶ **312-288-7286** FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year **2010** or
▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	929.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	2,226.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)