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

2010

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

For calendar year 2010, or tax year beginning _____, 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 THE GEORGE A BATES MEMORIAL FOUNDATION		A Employer identification number 36-3747609			
Number and street (or P O box number if mail is not delivered to street address) C/O CAROL SCHROEDER, PO BOX 728		Room/suite			
City or town, state, and ZIP code ROSCOE, IL 61073-0728		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"/>			
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		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"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 4,289,703.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				
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))		(a) Revenue and expenses per books 1 Contributions, gifts, grants, etc., received 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 3 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) _____ 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,332,940. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 203,119.	(b) Net investment income 128,802. 128,802. STATEMENT 1 74,317. 74,317. 203,119. 203,119.	(c) Adjusted net income N/A 16,000. 4,000. 12,000. 8,467. 0. 8,467. 28,548. 28,548. 0. 5. 5. 0. 3,684. 1,109. 0. 962. 947. 15. 57,666. 34,609. 20,482. 200,000. 200,000. 257,666. 34,609. 220,482. -54,547. 168,510. N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 2 8,467. 0. 8,467. b Accounting fees c Other professional fees STMT 3 28,548. 28,548. 0. 17 Interest 5. 5. 0. 18 Taxes STMT 4 3,684. 1,109. 0. 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 5 962. 947. 15. 24 Total operating and administrative expenses. Add lines 13 through 23 57,666. 34,609. 20,482. 25 Contributions, gifts, grants paid 200,000. 200,000. 26 Total expenses and disbursements Add lines 24 and 25 257,666. 34,609. 220,482. 27 Subtract line 26 from line 12 -54,547. a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0) c Adjusted net income (if negative, enter -0)					

SCANNED MAY 20 2011
Operating and Administrative Expenses

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
	1 Cash - non-interest-bearing		30,303.	26,784.	26,784.
	2 Savings and temporary cash investments		182,056.	161,272.	161,272.
	3 Accounts receivable ► 1,608.		1,539.	1,608.	1,608.
	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 ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations STMT 6		551,470.	476,653.	522,455.
	b Investments - corporate stock STMT 7		1,340,158.	1,424,940.	1,651,068.
	c Investments - corporate bonds STMT 8		699,751.	597,430.	603,054.
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9		1,241,053.	1,303,096.	1,323,462.
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		4,046,330.	3,991,783.	4,289,703.
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		4,046,330.	3,991,783.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		4,046,330.	3,991,783.	
	31 Total liabilities and net assets/fund balances		4,046,330.	3,991,783.	

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 4,046,330.
2 Enter amount from Part I, line 27a	2 -54,547.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 3,991,783.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,991,783.

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	1,332,940.		1,258,623.		74,317.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					74,317.
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	74,317.	
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	220,864.	3,781,297.	.058410
2008	295,628.	4,537,851.	.065147
2007	298,268.	5,099,890.	.058485
2006	315,970.	5,022,453.	.062911
2005	314,899.	4,961,796.	.063465
2 Total of line 1, column (d)			2 .308418
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 .061684
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,121,121.
5 Multiply line 4 by line 3			5 254,207.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,685.
7 Add lines 5 and 6			7 255,892.
8 Enter qualifying distributions from Part XII, line 4			8 220,482.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	3,370.
	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 type="checkbox"/> and enter 1% of Part I, line 2b		
c	All other domestic foundations enter 2% of line 2b 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-)		0.
3	Add lines 1 and 2		3,370.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		3,370.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,160.
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	2,160.
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	1,210.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►	11	Refunded

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?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	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.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	4b	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?	5	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XIV</i>	6	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>IL</u>	7	X
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	8b	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	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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	X
14	The books are in care of ► CAROL SCHROEDER Located at ► P.O. BOX 728, ROSCOE, IL	Telephone no ► (815) 986-8070 ZIP+4 ► 61073-0728	
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 X 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	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X Yes	<input 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	X 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	X 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	►	X
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?		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(i)(3) or 4942(i)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		2b
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	X 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
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		3b
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?		4a
			4b X

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

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

- (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)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

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
CAROL SCHROEDER PO BOX 728 ROSCOE, IL 610730728	TRUSTEE/BOOKKEEPER 0.75	8,500.	0.	0.
ROBERT A WOODS 103 TRINITY COURT EVANSTON, IL 60201	TRUSTEE 0.25	2,500.	0.	0.
CONSTANCE BATES MACGREGOR PO BOX 728 ROSCOE, IL 610730728	TRUSTEE 0.25	2,500.	0.	0.
MICHAEL C MURRAY PHD PO BOX 728 ROSCOE, IL 610730728	TRUSTEE 0.25	2,500.	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		
Total. Add lines 1 through 3		0.

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	3,881,452.
b Average of monthly cash balances	1b	302,427.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,183,879.
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	4,183,879.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,758.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,121,121.
6 Minimum investment return Enter 5% of line 5	6	206,056.

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	206,056.
2a Tax on investment income for 2010 from Part VI, line 5	2a	3,370.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	3,370.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	202,686.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	202,686.	
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	202,686.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	220,482.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b		0.
b Program-related investments - total from Part IX-B	2		
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a		
3 Amounts set aside for specific charitable projects that satisfy the	3b		
a Suitability test (prior IRS approval required)	4	220,482.	
b Cash distribution test (attach the required schedule)	5	0.	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	220,482.	
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			
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

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				202,686.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	306,849.			
b From 2006	298,268.			
c From 2007	297,331.			
d From 2008	220,864.			
e Total of lines 3a through e	1,123,312.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 220,482.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	220,482.			
d Applied to 2010 distributable amount	0.			0.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	202,686.			202,686.
6 Enter the net total of each column as indicated below	1,141,108.			
a Corpus Add lines 3i, 4c, and 4e Subtract line 5				
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	1,141,108.			
10 Analysis of line 9				
a Excess from 2006	104,163.			
b Excess from 2007	298,268.			
c Excess from 2008	297,331.			
d Excess from 2009	220,864.			
e Excess from 2010	220,482.			

** SEE STATEMENT 10

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

1

- 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

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))

NONE

- 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

SEE STATEMENT 11

- 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 12				
Total			► 3a	200,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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
	(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					
4 Dividends and interest from securities			14	128,802.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	74,317.	
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)		0.		203,119.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)			13		203,119.

Relationship of Activities to the Accomplishment of Exempt Purposes

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?

- 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.

- 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

Date

TRUSTEE

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	SARAH M LINSLEY		5-2-11	PTIN
	Firm's name ► QUARLES & BRADY LLP 300 N LASALLE STREET, SUITE 4000			Firm's EIN ►
Firm's address ► CHICAGO, IL 60654			Phone no 312-715-5000	

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 4 CME GROUP			P	08/18/08	01/07/10
b 40 CME GROUP			P	12/02/08	01/07/10
c 210 AETNA			P	06/13/08	01/12/10
d 324 PFIZER			P	10/09/08	01/19/10
e 506 PFIZER			P	11/20/08	01/19/10
f 115 EXELON			P	03/11/09	02/10/10
g 100 EXPRESS SCRIPTS			P	08/10/09	02/19/10
h 60 EXELON			P	12/12/08	02/10/10
i 115 EXELON			P	12/22/08	02/10/10
j \$75000 VODAFONE GR 7.75%			P	02/22/05	02/15/10
k 140 DARDEN REST			P	06/13/08	02/16/10
l 275 DARDEN REST			P	08/26/08	02/16/10
m 30 EXPRESS SCRIPTS			P	07/07/08	02/19/10
n 20 PEABODY ENERGY			P	04/16/09	03/05/10
o 70 EXPRESS SCRIPTS			P	07/07/08	03/05/10
(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 1,356.			1,380.		-24.
b 13,563.			6,910.		6,653.
c 6,446.			9,448.		-3,002.
d 6,403.			5,597.		806.
e 9,999.			7,675.		2,324.
f 5,056.			4,730.		326.
g 8,984.			6,816.		2,168.
h 2,638.			3,263.		-625.
i 5,056.			5,860.		-804.
j 75,000.			86,488.		-11,488.
k 5,654.			4,577.		1,077.
l 11,105.			7,768.		3,337.
m 2,695.			1,906.		789.
n 978.			510.		468.
o 6,919.			4,447.		2,472.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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					-24.
b					6,653.
c					-3,002.
d					806.
e					2,324.
f					326.
g					2,168.
h					-625.
i					-804.
j					-11,488.
k					1,077.
l					3,337.
m					789.
n					468.
o					2,472.
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	125 PEABODY ENERGY	P	09/26/08	03/05/10
b	230 DEVON ENERGY	P	06/13/08	03/08/10
c	95 DEVON ENERGY	P	10/10/08	03/08/10
d	MASS RRB 4.13%	P	01/10/06	03/15/10
e	420 AT&T	P	06/25/08	03/24/10
f	575 VERIZON COMM	P	06/13/08	03/24/10
g	175 ADVANCE AUTO PARTS	P	09/14/09	05/21/10
h	260 BANK OF NEW YORK	P	06/13/08	05/03/10
i	245 FPL GROUP	P	06/13/08	05/11/10
j	40 FPL GROUP	P	09/03/08	05/11/10
k	80 EXPRESS SCRIPTS	P	07/07/08	05/21/10
l	LITIGATION SETTLEMENT	P		06/29/10
m	250 CVS CAREMARK	P	08/30/05	06/22/10
n	120 PROCTER GAMBLE	P	05/28/03	06/22/10
o	FR SH EXXON MOBIL	P	06/13/08	06/28/10
	(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	6,116.		6,015.	101.
b	15,969.		26,729.	-10,760.
c	6,596.		5,382.	1,214.
d	8,191.		8,191.	0.
e	11,020.		14,785.	-3,765.
f	17,500.		21,269.	-3,769.
g	8,561.		6,882.	1,679.
h	8,110.		10,692.	-2,582.
i	12,913.		16,421.	-3,508.
j	2,108.		2,282.	-174.
k	8,027.		5,083.	2,944.
l	16.			16.
m	7,924.		2,326.	5,598.
n	7,360.		5,475.	1,885.
o	52.		87.	-35.
	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				101.
b				-10,760.
c				1,214.
d				0.
e				-3,765.
f				-3,769.
g				1,679.
h				-2,582.
i				-3,508.
j				-174.
k				2,944.
l				16.
m				5,598.
n				1,885.
o				-35.
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)
a 20	ADVANCE AUTO PARTS	P	09/14/09	07/08/10
b 10	ANADARKO PETRO	P	12/14/09	07/13/10
c 145	ANADARKO PETRO	P	04/30/10	07/13/10
d 175	CAPITAL ONE FINL	P	04/15/10	07/22/10
e 120	ADVANCE AUTO PARTS	P	06/13/10	07/08/10
f 265	LIBERTY GLOBAL	P	07/07/08	07/08/10
g 525	QUESTAR CORP	P	10/28/08	07/23/10
h 140	VENTAS	P	07/07/08	07/23/10
i 210	VENTAS	P	02/13/09	07/23/10
j 190	PEABODY ENERGY	P	04/16/09	07/27/10
k 330	FIDELITY NATL INFO	P	10/22/09	08/09/10
l 180	PG&E	P	01/11/10	08/09/10
m 55	PG&E	P	02/10/10	08/09/10
n 665	PFIZER	P	05/21/10	08/23/10
o 167	FIDELITY NATL INFO	P	04/02/09	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	1,007.		787.	220.
b	469.		604.	-135.
c	6,806.		9,375.	-2,569.
d	7,292.		8,025.	-733.
e	6,039.		4,707.	1,332.
f	7,164.		8,116.	-952.
g	8,800.		4,827.	3,973.
h	6,899.		5,800.	1,099.
i	10,348.		5,214.	5,134.
j	8,459.		4,870.	3,589.
k	9,563.		7,876.	1,687.
l	8,219.		7,944.	275.
m	2,511.		2,268.	243.
n	10,708.		10,147.	561.
o	4,839.		2,864.	1,975.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(i) 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				220.
b				-135.
c				-2,569.
d				-733.
e				1,332.
f				-952.
g				3,973.
h				1,099.
i				5,134.
j				3,589.
k				1,687.
l				275.
m				243.
n				561.
o				1,975.
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

THE GEORGE A BATES MEMORIAL FOUNDATION

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 165 PRAXAIR		P	07/11/08	08/09/10
b \$75000 US TREAS	4.125	P	09/30/05	08/15/10
c 385 PFIZER		P	10/10/08	08/23/10
d 64 PFIZER		P	11/20/08	08/23/10
e 335 PFIZER		P	02/18/09	08/23/10
f LITIGATION SETTLEMENT		P		09/23/10
g 20 PG&E		P	09/21/09	09/10/10
h 225 PG&E		P	02/10/10	09/10/10
i MASS RRB 4.13%		P	01/10/06	09/15/10
j LITIGATION SETTLEMENT		P		10/22/10
k 220 CHECK PT SOFTWARE TECH		P	01/29/10	11/04/10
l 70 BEST BUY		P	02/17/10	11/05/10
m 195 BEST BUY		P	06/04/10	11/05/10
n 55 ANADARKO PETRO		P	12/11/09	11/12/10
o 105 ANADARKO PETRO		P	12/14/09	11/12/10
(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 14,596.			15,063.	-467.
b 75,000.			74,816.	184.
c 6,199.			5,803.	396.
d 1,031.			971.	60.
e 5,394.			4,753.	641.
f 52.				52.
g 894.			820.	74.
h 10,062.			9,281.	781.
i 7,642.			7,642.	0.
j 21.				21.
k 9,462.			7,090.	2,372.
l 3,148.			2,540.	608.
m 8,769.			7,642.	1,127.
n 3,507.			3,194.	313.
o 6,696.			6,338.	358.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-467.	
b			184.	
c			396.	
d			60.	
e			641.	
f			52.	
g			74.	
h			781.	
i			0.	
j			21.	
k			2,372.	
l			608.	
m			1,127.	
n			313.	
o			358.	
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	185 ADVANCE AUTO PARTS	P	06/13/08	10/28/10
b	1500 MSCI EMRG MKT	P	05/18/06	11/02/10
c	1500 MSCI EMRG MKT	P	12/21/06	11/02/10
d	1500 MSCI EMRG MKT	P	06/10/08	11/02/10
e	3000 MSCI EAFE INDEX	P	02/22/05	11/02/10
f	1000 MSCI EAFE INDEX	P	09/23/05	11/02/10
g	1000 MSCI EAFE INDEX	P	06/10/08	11/02/10
h	5 CHECK PT SOFTWARE TECH	P	10/20/09	11/04/10
i	315 NALCO HLDGS	P	06/13/08	11/08/10
j	3000 RUSSELL 2000	P	02/22/05	11/19/10
k	35 CME GROUP	P	08/09/10	12/17/10
l	145 TIME WARNER CABLE	P	03/24/10	12/17/10
m	455 TD AMERITRADE	P	01/07/10	12/21/10
n	195 EQT	P	06/25/08	12/17/10
o	600 LOWES	P	01/14/03	12/17/10

(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 11,753.		7,257.	4,496.
b 70,791.		49,387.	21,404.
c 70,791.		55,845.	14,946.
d 70,791.		70,798.	-7.
e 173,313.		161,696.	11,617.
f 57,771.		56,800.	971.
g 57,771.		73,209.	-15,438.
h 215.		150.	65.
i 9,413.		7,754.	1,659.
j 198,358.		184,950.	13,408.
k 11,221.		9,509.	1,712.
l 9,381.		7,276.	2,105.
m 8,548.		8,494.	54.
n 8,453.		13,182.	-4,729.
o 15,309.		11,341.	3,968.

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			4,496.
b			21,404.
c			14,946.
d			-7.
e			11,617.
f			971.
g			-15,438.
h			65.
i			1,659.
j			13,408.
k			1,712.
l			2,105.
m			54.
n			-4,729.
o			3,968.

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

THE GEORGE A BATES MEMORIAL FOUNDATION

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 290 NALCO HLDGS			P	06/13/08	12/17/10
b 350 TD AMERITRADE			P	11/20/09	12/21/10
c 430 TD AMERITRADE			P	12/04/09	12/21/10
d LITIGATION SETTLEMENT (SMITH BARNEY)			P		12/31/10
e LITIGATION SETTLEMENT (SMITH BARNEY)			P		04/30/10
f CAPITAL GAINS DIVIDENDS					
g					
h					
i					
j					
k					
l					
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 9,276.		7,139.	2,137.		
b 6,576.		7,303.	-727.		
c 8,079.		8,162.	-83.		
d 716.			716.		
e 191.			191.		
f 312.			312.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			2,137.		
b			-727.		
c			-83.		
d			716.		
e			191.		
f			312.		
g					
h					
i					
j					
k					
l					
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	74,317.	
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

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB DIVIDENDS	67,179.	0.	67,179.
CHARLES SCHWAB INTEREST	61,623.	0.	61,623.
CHARLES SCHWAB-CAP GAIN DIV	312.	312.	0.
TOTAL TO FM 990-PF, PART I, LN 4	129,114.	312.	128,802.

FORM 990-PF

LEGAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY LLP-LEGAL FEES	8,467.	0.		8,467.
TO FM 990-PF, PG 1, LN 16A	8,467.	0.		8,467.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	28,548.	28,548.		0.
TO FORM 990-PF, PG 1, LN 16C	28,548.	28,548.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,109.	1,109.		0.
EXCISE TAXES	2,568.	0.		0.
US TREASURY PENALTY	7.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,684.	1,109.		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
BANK SERVICE CHARGES	239.	239.		0.
OFFICE SUPPLIES	598.	598.		0.
ILLINOIS ATTORNEY GENERAL	15.	0.		15.
WIRE TRANSFER FEE	10.	10.		0.
PO BOX RENTAL	100.	100.		0.
TO FORM 990-PF, PG 1, LN 23	962.	947.		15.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN 4.375% 2015	X		98,341.	109,955.
FEDERAL HOME LOAN 4.5% 2014	X		144,962.	164,544.
FNMA 5% DUE 2016	X		75,577.	84,532.
FNMA 5.25% DUE 2016	X		25,719.	28,494.
U S TREAS SER C 2011	X		54,670.	51,469.
U S TREAS SER C 2014	X		52,488.	55,836.
U S TREAS SER F 2014	X		24,896.	27,625.
TOTAL U.S. GOVERNMENT OBLIGATIONS			476,653.	522,455.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			476,653.	522,455.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS	25,475.	23,715.
ACCENTURE LTD	13,275.	22,790.
AETNA INC	21,088.	18,916.
ALLIANCE DATA SYSTEMS	22,650.	28,412.
ANADARKO PETRO CORP	11,615.	15,232.
APACHE	22,132.	29,211.
APPLE	25,706.	25,805.
AUTO DATA PROCESSING	30,373.	40,495.

BMC SOFTWARE	17,034.	16,499.
BANK OF AMERICA	41,639.	30,482.
BANK OF NEW YORK MELLON	34,304.	30,955.
BEST BUY	19,469.	18,860.
BLACKROCK	37,156.	40,022.
C V S CAREMARK	18,548.	23,226.
CHECK POINT SOFTWARE	7,208.	11,102.
CISCO SYSTEMS	35,818.	35,706.
CME GROUP	13,585.	16,088.
COMCAST CORP	23,136.	29,659.
DANAHER CORP	13,315.	18,868.
EQT CORP	27,010.	26,231.
EXPRESS SCRIPTS	6,458.	13,513.
EXXON MOBIL	40,927.	36,853.
FIDELITY NATL INFO SYS	18,670.	23,939.
FISERV	23,003.	28,109.
GENERAL DYNAMICS	27,913.	21,643.
GENERAL ELECTRIC	53,587.	48,011.
GOOGLE	17,678.	17,819.
HEINZ H J	30,877.	42,783.
HEWLETT PACKARD	29,248.	35,785.
I B M	37,449.	43,294.
JP MORGAN CHASE	29,841.	37,118.
LAB CORP OF AMER HLDG	14,971.	19,342.
LIBERTY GLOBAL	12,074.	17,867.
MEDTRONIC	26,388.	24,479.
MERCK	25,042.	32,328.
NALCO HOLDINGS	19,447.	25,233.
NEXTERA ENERGY	15,952.	15,597.
NIKE INC	16,300.	24,345.
NORFOLK SOUTHERN	19,360.	19,160.
NORTHEAST UTILITIES	14,264.	19,925.
ORACLE	32,335.	47,576.
P & G	21,444.	30,235.
PEPSICO	47,572.	53,244.
PG & E CORP	13,320.	15,548.
PRAXAIR INC	28,741.	32,937.
QEP RESOURCES	9,984.	19,063.
REPUBLIC SERV	16,482.	17,170.
SPECTRA ENERGY	11,230.	14,369.
STRYKER CORP	21,931.	32,220.
TARGET	30,605.	34,575.
TIME WARNER CABLE	9,032.	11,885.
TJX COS	23,555.	24,193.
UNITED TECHNOLOGIES	22,378.	34,637.
UNITEDHEALTH GROUP	25,167.	37,916.
V F CORP	19,313.	24,561.
VISA INC	12,878.	13,372.
WALGREENS	41,206.	51,817.
WELLS FARGO	28,481.	32,849.
WESTERN UNION	29,411.	40,483.
WILLIAMS COS	39,890.	33,001.

TOTAL TO FORM 990-PF, PART II, LINE 10B

1,424,940.

1,651,068.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS 5.875% DUE 2006	53,985.	57,577.
CITIGROUP 6%	110,978.	104,941.
G E CAPITAL 6% DUE 2012	107,543.	106,866.
HSBC 6.75% DUE 2011	106,952.	102,162.
MASS RRB SPEC 4.13% DUE 2013	11,505.	12,900.
ORACLE 5.25% DUE 2016	99,504.	111,966.
TEXTRON 6.5% DUE 2012	54,165.	52,822.
WALMART 4.55%	52,798.	53,820.
TOTAL TO FORM 990-PF, PART II, LINE 10C	597,430.	603,054.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABSOLUTE STRATEGIES FD	COST	150,050.	149,586.
BARCLAYS AGGREGATE BOND FD	COST	303,796.	317,250.
DREYFUS EMERGING MRKTS	COST	100,492.	97,822.
HARBOR INTL FD	COST	150,050.	151,375.
IBOXX \$ HIGH YIELD	COST	97,238.	90,290.
LAZARD EMERGING MKTS	COST	75,050.	76,511.
MATTHEWS PACIFIC TIGER FD	COST	75,000.	75,515.
PIMCO COMMODITY REAL RTN FD	COST	75,050.	81,491.
RIDGEWORTH SEIX FLOAT	COST	100,050.	100,562.
SPDR DOW JONES REIT	COST	176,320.	183,060.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,303,096.	1,323,462.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

STATEMENT ATTACHED TO AND MADE PART OF
US RETURN OF PRIVATE FOUNDATION, FORM 990-PF
FOR THE TAX YEAR 2010THE GEORGE A BATES MEMORIAL FOUNDATION
36-3747609THE ABOVE TAXPAYER IS MAKING AN ELECTION UNDER REGULATIONS
SECTION 53.4943(A)-3(D)(2) FOR ITS DISTRIBUTION OF \$220,482
IN THE TAXABLE YEAR OF 2010 TO BE TREATED AS MADE OUT OF
CORPUS.
ROBERT A. WOODS, TRUSTEE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

C/O CAROL SCHROEDER
PO BOX 728
ROSCOE, IL 610730728

TELEPHONE NUMBER

815-986-8070

FORM AND CONTENT OF APPLICATIONS

INITIAL INQUIRY BY LETTER. MORE INFORMATION WILL BE REQUESTED IF FOUNDATION WISHES TO CONSIDER A GRANT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADULT AND CHILD REHABILITATION CENTER OF WOODSTOCK 708 WASHINGTON ST PO BOX 326 WOODSTOCK, IL 60098	NONE GENERAL	PUBLIC CHARITY	5,000.
BEREA COLLEGE 107 JACKSON STREET BEREAS, KY 40404	NONE GENERAL	PUBLIC CHARITY	25,000.
CHILDREN'S HOME & AID SOCIETY 125 S WACKER DRIVE 14TH FLOOR CHICAGO, IL 60606	NONE GENERAL	PUBLIC CHARITY	5,000.
CHILDSERV 8765 W HIGGINS ROAD SUITE 450 CHICAGO, IL 60631	NONE GENERAL	PUBLIC CHARITY	5,000.
CONNECT SI FOUNDATION INC 3000 WEST DEYOUNG ST SUITE 800B MARION, IL 62959	NONE GENERAL	PUBLIC CHARITY	5,000.
GLENWOOD SCHOOL FOR BOYS AND GIRLS 500 W 187TH STREET GLENWOOD, IL 60425	NONE GENERAL	PUBLIC CHARITY	5,000.
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE GENERAL	PUBLIC CHARITY	5,000.
HOPE LIFE PROJECT 1355 CORTEZ LANE NE ATLANTA, GA 30319	NONE GENERAL	PUBLIC CHARITY	10,000.

THE GEORGE A BATES MEMORIAL FOUNDATION

36-3747609

HOSPICE FOUNDATION OF NORTHEASTERN ILLINOIS, INC. 410 S HAGER AVENUE BARRINGTON, IL 60010	NONE GENERAL	PUBLIC CHARITY	10,000.
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVENUE CHICAGO, IL 60647	NONE GENERAL	PUBLIC CHARITY	5,000.
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED CHICAGO, IL 60614	NONE GENERAL	PUBLIC CHARITY	25,000.
MCHENRY COUNTY P.A.D.S. 1411 KISHWAUKEE VALLEY ROAD WOODSTOCK, IL 60098	NONE GENERAL	PUBLIC CHARITY	5,000.
OAKEN ACRES WILDLIFE REFUGE & REHABILITATION CENTER 2250 BARBER GREENE ROAD DEKALB, IL 60115	NONE GENERAL	PUBLIC CHARITY	5,000.
ORPHANS OF THE STORM 2200 RIVERWOODS ROAD DEERFIELD, IL 60015	NONE GENERAL	PUBLIC CHARITY	5,000.
RAUE CENTER FOR THE ARTS 26 N WILLIAM STREET CRYSTAL LAKE, IL 60014	NONE GENERAL	PUBLIC CHARITY	5,000.
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611	NONE GENERAL	PUBLIC CHARITY	25,000.
SALVATION ARMY OF CRYSTAL LAKE 290 W CRYSTAL LAKE AVENUE CRYSTAL LAKE, IL 60014	NONE GENERAL	PUBLIC CHARITY	5,000.
SOUTHERN ILLINOIS UNIVERSITY FOUNDATION OF ENGINEERING MAIL CODE 6603 CARBONDALE, IL 62901	NONE GENERAL	PUBLIC CHARITY	10,000.

THE GEORGE A BATES MEMORIAL FOUNDATION

36-3747609

SWEDISH COVENANT HOSPITAL 5145 N CALIFORNIA AVENUE CHICAGO, IL 60625	NONE GENERAL	PUBLIC CHARITY	10,000.
TRINITY COLLEGE 300 SHS SUMMIT STREET HARTFORD, CT 06106	NONE GENERAL	PUBLIC CHARITY	20,000.
WILDLIFE IN NEED 124 CASS STREET WOODSTOCK, IL 60098	NONE GENERAL	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			200,000.