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Short Form

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form. The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2010

Open to Public Inspection

Form 990-EZ

Department of the Treasury Internal Revenue Service

A For the 2010 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
ARCHELON FOUNDATION
 Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
200 SOUTH WACKER DRIVE 2400
 City or town, state or country, and ZIP + 4
CHICAGO, IL 60606

D Employer identification number
36-3902072

E Telephone number
312-461-0300

F Group Exemption Number **▶**

G Accounting Method: Cash Accrual Other (specify) **▶**

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: **▶**

J Tax-exempt status (check only one) — 501(c)(3) 501(c) (4) (insert no.) 4947(a)(1) or 527

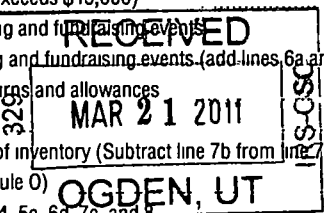
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ **▶** \$ **0.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

		1	2	3	4	5a	5b	5c	6a	6b	6c	6d	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21																	
Revenue	1	Contributions, gifts, grants, and similar amounts received																																												
	2	Program service revenue including government fees and contracts																																												
	3	Membership dues and assessments																																												
	4	Investment income																																												
	5a	Gross amount from sale of assets other than inventory																																												
	5b	Less: cost or other basis and sales expenses																																												
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)																																												
	6	Gaming and fundraising events																																												
	6a	Gross income from gaming (attach Schedule G if greater than \$15,000)																																												
	6b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)																																												
6c	Less: direct expenses from gaming and fundraising events																																													
6d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)																																													
7a	Gross sales of inventory, less returns and allowances																																													
7b	Less: cost of goods sold																																													
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)																																													
8	Other revenue (describe in Schedule O)																																													
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8																																													
Expenses	10	Grants and similar amounts paid (list in Schedule O)																																												
	11	Benefits paid to or for members																																												
	12	Salaries, other compensation, and employee benefits																																												
	13	Professional fees and other payments to independent contractors																																												
	14	Occupancy, rent, utilities, and maintenance																																												
	15	Printing, publications, postage, and shipping																																												
	16	Other expenses (describe in Schedule O)																																												
17	Total expenses. Add lines 10 through 16																																													
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)																																												
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)																																												
	20	Other changes in net assets or fund balances (explain in Schedule O)																																												
	21	Net assets or fund balances at end of year. Combine lines 18 through 20																																												



SCANNED MAR 30 2011

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2010)

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V

X

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)		X
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.		
35a	a Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
35b	b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	X	
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions.		
	37a	0.	
37b	b Did the organization file Form 1120-POL for this year?		X
38a	38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
38b	b If "Yes," complete Schedule L, Part II and enter the total amount involved	N/A	
39a	39a Section 501(c)(7) organizations. Enter:	N/A	
39b	b Gross receipts, included on line 9, for public use of club facilities	N/A	
40a	40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 N/A ; section 4912 N/A ; section 4955 N/A		
40b	b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year, that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
40c	c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	0.	
40d	d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization	0.	
40e	e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	41 List the states with which a copy of this return is filed. NONE		
42a	42a The organization's books are in care of JOHN A. KOLTES Telephone no. 312-461-0300 Located at 200 SOUTH WACKER DRIVE, SUITE 2400, CHICAGO, IL ZIP + 4 60606		
42b	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X
42c	c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country:		X
43	43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	N/A	
44a	44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
44b	b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
44c	c Did the organization receive any payments for indoor tanning services during the year?		X
44d	d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

- 45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?
- a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ
- 46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

	Yes	No
45		X
45a		X
46		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51. Check if the organization used Schedule O to respond to any question in this Part VI

- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49a Did the organization make any transfers to an exempt non-charitable related organization?
- b If "Yes," was the related organization a section 527 organization?

	Yes	No
47		
48		
49a		
49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
N/A				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." N/A

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ Yes No

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 officer) is based on all information of which preparer has any knowledge.

Sign Here Date

John A. Koltes 3/16/11

JOHN A. KOLTES *SECRETARY*

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: David Faje
 Preparer's signature: *David Faje*
 Date: 3-15-11
 Check if self-employed PTIN

Firm's name: RSM MCGLADREY INC
 Firm's EIN: ▶

Firm's address: ONE SOUTH WACKER DRIVE, SUITE 800
 CHICAGO, IL 60606-3392
 Phone no.: 312-634-3400

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE N
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution, or Significant Disposition of Assets

▶ Complete if the organization answered "Yes" to Form 990, Part IV, lines 31 or 32; or Form 990-EZ, line 36.
▶ Attach certified copies of any articles of dissolution, resolutions, or plans.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

ARCHELON FOUNDATION

Employer identification number
36-3902072

Part I Liquidation, Termination, or Dissolution. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. Part I can be duplicated if additional space is needed.

(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
CASH	12/30/10	22,017. CASH		53-0242652	NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE ARLINGTON, VA 22203-1606	170(B)(1)(A)(VI)

	Yes	No
2a		X
2b		X
2c		X
2d		X

- 2 Did or will any officer, director, trustee, or key employee of the organization:
- a Become a director or trustee of a successor or transferee organization?
 - b Become an employee of, or independent contractor for, a successor or transferee organization?
 - c Become a direct or indirect owner of a successor or transferee organization?
 - d Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?
 - e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III. ▶

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or Form 990-EZ.

Schedule N (Form 990 or 990-EZ) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

ARCHELON FOUNDATION

Employer identification number

36-3902072

FORM 990-EZ, PART I, LINE 10, GRANTS AND ALLOCATIONS:

ACTIVITY CLASSIFICATION:

GRANTEE NAME: NATURE CONSERVANCY

GRANTEE ADDRESS: 4245 NORTH FAIRFAX DRIVE, SUITE 100

ARLINGTON, VA 22203-1606

DATE OF GIFT: 12/30/10

AMOUNT GIVEN:

22,017.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - THE PURPOSE OF THE
FOUNDATION IS FOR CHARITABLE AND EDUCATIONAL PURPOSES AND TO MAKE
CONTRIBUTIONS TO IRC SECTION 501(C)(3) ORGANIZATIONS.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

FORM **NFP 112.20** (rev Dec. 2003)
ARTICLES OF DISSOLUTION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S Second St, Rm 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

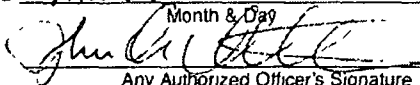
Remit payment in the form of a
check or money order payable
to Secretary of State

File # N 5709-005-7 Filing Fee \$5 Approved _____

Submit in duplicate Type or Print clearly in black ink Do not write above this line

- 1 Corporate Name: Archelon Foundation
- 2 Post Office Address to which a copy of any process against the corporation that may be served on the Secretary of State may be mailed: 200 South Wacker Drive, 24th Floor, Chicago, IL 60606
3. The Dissolution of the Corporation was duly authorized on: _____, 2010
Month, Day & Year
 - By a majority of the board of the directors, in accordance with Section 112.05
 - By written consent, signed by all directors entitled to vote on dissolution, in accordance with Section 108.45 of this Act
 - By written consent, signed by all members entitled to vote on dissolution, in accordance with Section 112.10, board of director action not being required (See Note 1 on back.)
 - By the members in accordance with Section 112.15, resolution having been duly adopted and submitted to the members. At a meeting of members, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the dissolution. (See Notes 2 and 3 on back.)
 - By the members, in accordance with Sections 112.10 and 107.10, a resolution having been duly adopted and submitted to the members. A consent in writing has been signed by members having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Members who have not consented in writing have been given notice in accordance with Section 107.10 (See Notes 3 and 4 on back.)
- 4 a) The undersigned corporation has caused these Articles to be signed by a duly authorized officer* (see next page) who affirms, under penalties of perjury, that the facts stated herein are true and correct

All signatures must be in BLACK INK.

Dated March 14, 2011 Archelon Foundation
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
John A. Koltes, III, Secretary
Name and Title (type or print)

(continued on back)

*If there are no officers and the dissolution is authorized by the board of directors, a majority of the directors must SIGN BELOW and type or print their names.

b) The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, _____
Month & Day Year

Signature

Name and Title (type or print)

Signature

Name and Title (type or print)

Signature

Name and Title (type or print)

Signature

Name and Title (type or print)

NOTES

1. Members may authorize dissolution by their unanimous written consent. This does not require any action of the board of directors and does not require a membership meeting
2. To be effective, the dissolution must receive the affirmative vote or consent of at least two-thirds of the members entitled to vote on dissolution, and, if class voting applies, then also at least two-thirds of the votes within each class.
3. If the Articles of Incorporation so provide, the two-thirds vote requirement may be superseded by any smaller or larger vote requirement, not less than a majority of the members entitled to vote and not less than a majority within each class when class voting applies
4. When member authorization is by less than unanimous written consent, all members must be given notice of the proposed dissolution actions at least five days before the consent is signed. Members who have not signed the consent must be given prompt notice that dissolution was duly authorized.

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
ARCHELON FOUNDATION**

The undersigned, being all of the members of the board of directors (the "**Board**") of Archelon Foundation, an Illinois not for profit corporation (the "**Corporation**"), hereby consent, pursuant to Section 108.45, of the Illinois Not For Profit Business Corporation Act of 1986 (the "**Act**"), to the dissolution of the Corporation, and do hereby waive any notice required to be given in connection therewith:

Dissolution

WHEREAS, the undersigned Board deems it advisable and in the best interests of the Corporation that the Corporation be dissolved (the "**Dissolution**").

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be dissolved pursuant to the applicable provisions of the Act and in connection therewith, that the officers of the Corporation (each a "**Designated Officer**") be, and each hereby is, authorized, empowered and directed to take any and all actions and to execute and deliver on behalf of the Corporation such certificates, notices, documents and other instruments as may be deemed necessary or advisable to consummate the Dissolution, including, without limitation, the filing of Articles of Dissolution with the Illinois Secretary of State; and

FURTHER RESOLVED, that the Designated Officers are hereby authorized, empowered and directed from time to time to take any and all further actions and to execute and deliver on behalf of the Corporation, all such agreements, certificates, assignments or other instruments as in the judgment of the officer so acting may be deemed necessary or advisable and in the best interest of the Corporation.

Liquidation and Distribution

WHEREAS, in connection with the Dissolution of the Corporation, the undersigned Board deems it advisable and in the best interests of the Corporation to liquidate the remaining assets of the Corporation (the "**Liquidation**"), to pay or make adequate provision for the payment of the Corporation's liabilities and to distribute any remaining assets pursuant to Section 112.16 of the Act (the "**Distribution**").

NOW, THEREFORE, BE IT RESOLVED, that the Liquidation and Distribution of the Corporation be, and they hereby are, authorized and approved;

FURTHER RESOLVED, that the Designated Officers are hereby authorized and directed to pay or make adequate provision for the payment of the Corporation's liabilities;

FURTHER RESOLVED, that any remaining assets of the Corporation shall be distributed pursuant to Section 112.16 of the Act; and

FURTHER RESOLVED, that the Designated Officers of the Corporation are hereby authorized and directed to act for and in the name and on behalf of the Corporation and to take any and all action that they deem necessary or appropriate to effectuate the foregoing resolutions and wind-up the business and affairs of the Corporation.

General Authority


RESOLVED, that any and all actions heretofore taken by the Designated Officers of the Corporation within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation;

FURTHER RESOLVED, that the Designated Officers of the Corporation be, and each hereby is, authorized, empowered and directed to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions; and


FURTHER RESOLVED, that this Written Consent may be executed in two or more counterparts, each of which shall be deemed an original for all purposes, and together shall constitute one and the same Written Consent.

[signature page to follow]

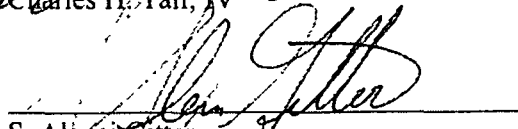
IN WITNESS WHEREOF, the undersigned have executed and delivered this
Written Consent as of the 14 day of March, 2011.



Charles H. Tall, IV



John A. Koltes, III



S. Alexei Gitter

Being all of the members of the Board of Directors of the Corporation.