



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

Dr. Scholl Foundation

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

Room/suite

1033 Skokie Boulevard

230

City or town, state, and ZIP code

Northbrook, IL 60062

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ▶ \$ 157,382,670J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number

36-6068724

B Telephone number (see page 10 of the instructions)

847-559-7430

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,183	1,183		
4 Dividends and interest from securities	2,198,607	2,452,597		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,884,859			
b Gross sales price for all assets on line 6a 51,669,779				
7 Capital gain net income (from Part IV, line 2)		3,786,843		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)		226,914		
12 Total. Add lines 1 through 11	6,084,649	6,467,537	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	940,000	343,450		591,750
14 Other employee salaries and wages	201,292	10,065		197,402
15 Pension plans, employee benefits	362,050	108,615		234,016
16a Legal fees (attach schedule)	12,571	3,771		9,500
b Accounting fees (attach schedule)	31,660	30,077		1,583
c Other professional fees (attach schedule)	546,534	543,472		2,937
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	269,000			
19 Depreciation (attach schedule) and depletion	39,121	11,736		
20 Occupancy	226,178	67,854		160,723
21 Travel, conferences, and meetings	105,251	54,190		51,061
22 Printing and publications				
23 Other expenses (attach schedule)	101,236	440,582		71,212
24 Total operating and administrative expenses. Add lines 13 through 23	2,834,893	1,613,812	0	1,320,184
25 Contributions, gifts, grants paid	6,471,577			6,471,660
26 Total expenses and disbursements. Add lines 24 and 25	9,306,470	1,613,812	0	7,791,844
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	(3,221,821)			
b Net investment income (if negative, enter -0-)		4,853,725		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

SCANNED NOV 09 2010

ISA

614 6

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	200	200	200
	2	Savings and temporary cash investments	1,547,420	585,130	585,130
	3	Accounts receivable ▶ Interest and dividends			
		Less: allowance for doubtful accounts ▶	67,119	78,455	78,455
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	49,173	96,082	96,082
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	74,524,293	79,670,102	79,670,102
	c	Investments—corporate bonds (attach schedule)	29,269,854	30,099,801	30,099,801
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	43,692,089	46,753,481	46,753,481	
14	Land, buildings, and equipment: basis ▶ 445,352				
	Less: accumulated depreciation (attach schedule) ▶ 354,231	130,241	91,121	91,121	
15	Other assets (describe ▶ deposits)	8,298	8,298	8,298	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, Item I)	149,288,687	157,382,670	157,382,670	
Liabilities	17	Accounts payable and accrued expenses	308,501	376,800	
	18	Grants payable	25,000	25,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ Excise Tax Liability)	151,000	384,000	
	23	Total liabilities (add lines 17 through 22)	484,501	785,800	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒				
	24	Unrestricted	148,804,186	156,596,870	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ 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 (see page 17 of the instructions)	148,804,186	156,596,870	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	149,288,687	157,382,670	

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	148,804,186
2	Enter amount from Part I, line 27a	2	(3,221,821)
3	Other increases not included in line 2 (itemize) ▶ Unrealized Investment Gains	3	11,014,505
4	Add lines 1, 2, and 3	4	156,596,870
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	156,596,870

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 Publicly Traded Securities	P	Various	Various
b Partnership and other gains and losses	P	Various	Various
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 41,463,389		39,346,079	2,117,310
b 3,896,174		2,246,115	1,650,059
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (j) over col. (l), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,786,843
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

(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	7,525,111	132,698,865	0.0567
2008	8,205,817	163,721,290	0.0501
2007	8,917,323	186,296,098	0.0479
2006	7,521,860	173,301,118	0.0434
2005	5,135,440	161,081,163	0.0319

2 Total of line 1, column (d)	2	0.2300
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	.046
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	148,318,103
5 Multiply line 4 by line 3	5	6,822,633
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,537
7 Add lines 5 and 6	7	6,871,170
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	7,791,844

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b	1	48,537	
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		
3	Add lines 1 and 2	3	48,537	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	48,537	
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	36,119	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	50,119	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,582	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax Refunded	11	1,582	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1b			X
c	Did the foundation file Form 1120-POL for this year?		X
1c			X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ <u>0</u> (2) On foundation managers. ► \$ <u>0</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
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>		X
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
4b		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>		X
5			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	
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>ILLINOIS</u>		
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? <i>If "No," attach explanation</i>	X	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		X
9			X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
10			X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>drschollfoundation.com</u>				
14	The books are in care of ▶ <u>John A. Nitschke</u> Telephone no ▶ <u>847-559-7430</u>			
Located at ▶ <u>1033 Skokie Blvd, Suite 230, Northbrook, IL</u> ZIP+4 ▶ <u>60062</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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 ▶				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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	NA
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? 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? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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	NA	
6b	NA	
7b	NA	

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

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

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Janice Sobelman	Exec. Asst.			
1033 Skokie Blvd; Suite 230 Northbrook, IL 60062	35/wk	89,792	46,081	0
Donna Dowdle	IT Mgr.			
1033 Skokie Blvd; Suite 230 Northbrook, IL 60062	30/wk	60,500	49,596	0
Marla Fields	Grant Admin.			
1033 Skokie Blvd; Suite 230 Northbrook, IL 60062	35/wk	57,500	17,802	0

Total number of other employees paid over \$50,000 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ELLWOOD ASSOCIATES 33 WEST MONROE, SUITE 1850, CHICAGO, IL 60603	Investment consulting	130,450

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

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 NONE	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	149,156,579
b	Average of monthly cash balances	1b	1,420,175
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	150,576,754
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	150,576,754
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	2,258,651
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	148,318,103
6	Minimum investment return. Enter 5% of line 5	6	7,415,905

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	7,415,905
2a	Tax on investment income for 2010 from Part VI, line 5	2a	48,537
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	48,537
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,367,368
4	Recoveries of amounts treated as qualifying distributions	4	83
5	Add lines 3 and 4	5	7,367,451
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,367,451

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	7,791,844
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	7,791,844
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	48,537
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,743,307

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				7,367,451
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	1,041,962			
f Total of lines 3a through e	1,041,962			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 7,791,844				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	1,466,355			
d Applied to 2010 distributable amount				6,325,489
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).)	1,041,962			1,041,962
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,466,355			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,466,355			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	1,466,355			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

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
a Paid during the year				
SEE ATTACHED				
The Philanthropy Roundtable Washington DC, 20036				6,465,660
Chicago Council on Global Relations Chicago, IL 60604			General operating expenses	1,000
			General operating expenses	5,000
Total			3a	6,471,660
b Approved for future payment				
EVANSTON NORTHWESTERN PRACTICE HEALTHCARE FAC. PRACT. ASSOC.			NON US SURGICAL TRAINING	25,000
Total			3b	25,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.				
	Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	1,183
4 Dividends and interest from securities			14	2,198,607
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	3,884,859
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		6,084,649
13 Total. Add line 12, columns (b), (d), and (e)				13 6,084,649

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

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

- | | | | |
|----------|--|--------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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

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] 11-1-2011 **TREASURER**
Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name David Faje	Preparer's signature <i>David Faje</i>	Date 10-31-11	Check ☐ if self-employed	PTIN
	Firm's name ▶ RSM McGladrey, Inc.			Firm's EIN ▶ 41-1944416	
	Firm's address ▶ One S. Wacker Dr. #800 Chicago, IL 60606			Phone no. 312-634-3400	

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2010

Page 1, Lines 4, 7, 11, 23 Col (b)/Page 3, Part IV, Line 2 - Net Investment Income/Capital Gain:

Column (b) includes dividends and interest and capital gains (Pg. 3, Part IV) as reported on K-1 Forms of LLC partnerships in which the taxpayer has an ownership interest as well as other investment expenses.

		<u>LLC Investments</u>		
		<u>Per Book</u>	<u>Book/Tax Difference</u>	<u>Amounts per Form 990-PF</u>
Interest and dividends	line 4	439,572	253,990	693,562
Capital gains (losses)	line 7	1,168,619	(98,016)	1,070,603
Other Income				-
Artio Int't Equity Fd II		0	11,710	11,710
Adams Street Partners 2004 LLC		0	(1,278)	(1,278)
Adams Street Partners 2006 LLC		0	692	692
Adams Street Partners 2008 LLC			8,178	8,178
SSGA ACWI			6,714	6,714
Wellington Inflation Hedge			200,898	200,898
	line 11		226,914	226,914
Other Expenses	line 23	30,371	410,211	440,582

DR. SCHOLL FOUNDATION - 36-6068724
PART 1, FORM 990-PF - YEAR ENDED DECEMBER 31, 2010

		Columns		
		(a)	(b)	(d)
<u>Part I, Line 11, Other Income</u>				
Partnership gains			<u>226,914</u>	
<u>Part I, Line 16, Professional fees:</u>				
16 a.	Legal fees	12,571	3,771	9,500
16 b.	Annual audit	31,660	30,077	1,583
16 c.	Other professional fees:			
	Investment advisory fees	333,326	333,326	-
	Securities custodian fees	67,825	67,825	-
	Investment consulting fees	125,462	125,462	-
	Other accounting and tax	18,138	16,324	1,689
	Benefit plans administration fees and other	1,783	535	1,248
		<u>546,534</u>	<u>543,472</u>	<u>2,937</u>
<u>Part I, Line 18, Taxes</u>				
Federal excise taxes:				
	Current provision	48,000		
	Deferred provision	<u>221,000</u>		
		<u>269,000</u>		
<u>Part I, Line 19, Depreciation:</u>				
	Date	Prior	Depr	
<u>Description</u>	<u>Acquired</u>	<u>Cost</u>	<u>Depr</u>	<u>Method</u>
Office Equip	1999	1,774	1,774	SL 10 Yrs
"	2001	156,195	132,766	SL 10 Yrs
"	2002	123,636	92,727	SL 10 Yrs
"	2004	1,585	951	SL 10 Yrs
"	2008	4,351	870	SL 10 Yrs
Total Off. Eq.		<u>287,541</u>		
L-hold Improv	2001	150,266	81,811	SL 15 Yrs
	2002	7,545	4,211	SL 15 Yrs
Total L-hold Imp		<u>157,811</u>		
Total		<u>445,352</u>	<u>315,110</u>	
<u>Part I, Line 23, Other expenses:</u>				
	Dues and subscriptions	4,759	1,428	3,331
	Office supplies and expenses	26,402	7,921	18,975
	Information technology	13,953	4,186	9,767
	Insurance	39,657	11,897	27,760
	Telephone	10,943	3,283	7,597
	Other partnership deductions	-	410,211	
	Postage	5,522	1,657	3,782
	Total	<u>101,236</u>	<u>440,582</u>	<u>71,212</u>
<u>Part II, Line 14, Equipment:</u>				
	Office equipment	287,541		
	Leasehold improvements	157,811		
	Accumulated depreciation and amortization	<u>(354,231)</u>		
	Book value	<u>91,121</u>		

DR SCHOLL FOUNDATION -366068724
FORM 990 PF -PART IV
LINE 1b
2010 CAPITAL GAINS AND LOSSES

DATE	DESCRIPTION	QUANTITY	PROCEEDS	COST	GAIN/LOSS
	Partnerships and Other				-
5/6/2010	LUCENT SETTLEMENT		160		160
8/13/2010	TYCO SETTLEMENT		225		225
9/14/2010	DELPHI SETTLEMENT		1,210		1,210
10/26/2010	CENDANT SETTLEMENT		7,897		7,897
3/31/2010	AOL SETTLEMENT		4,140		4,140
8/26/2010	COCA COLA SETTLEMENT		4,548		4,548
7/2/2010	QWEST SETTLEMENT		78		78
10/25/2010	TYCO SETTLEMENT		414		414
10/8/2010	AIG SETTLEMENT		1,617		1,617
7/16/2010	MERRILL LYNCH SETTLEMENT		2,688		2,688
1/5/2010	UNITED HEALTH SETTLEMENT		5,116		5,116
9/2/2010	TOWER SETTLEMENT		2,048		2,048
11/2/2010	PRESTIGE BRANDS		2,007		2,007
VARIOUS	COLLER CAPITAL		269,500	306,355	(36,855)
VARIOUS	BLACKROCK		1,573,365	1,280,695	292,670
VARIOUS	LEXINGTON CAPITAL		450,557	210,446	240,111
30-Jun-10	OCH-ZIFF		500,000	448,619	51,381
	ADAMS STREET 2004 US		185,804	-	185,804
	ADAMS STREET 2004 NONUS		55,762		55,762
	ADAMS STREET 2006 US		47,345	-	47,345
	ADAMS STREET 2006 NON US		17,488		17,488
	ADAMS STREET 2006 DIRECT		14,489		14,489
	ADAMS STREET 2008 US		116,382	-	116,382
	ADAMS STREET 2008 NON US		9,269		9,269
	ADAMS STREET 2008 DIRECT		38,594		38,594
	ARTIO GLOBAL		688,097	-	688,097
	Wellington Diversified Hedges Portfolio		123,383		123,383
	SSGA GLOBAL ACWI MSCI FUNDS		(264,102)	-	(264,102)
	SSGA GLOBAL EMERGING FUNDS		38,092		38,092
					-
	Total		3,896,174	2,246,115	1,650,059
					-

Dr. Scholl Foundation
2010 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
10b-Investments - Corporate Stock			
ARGO GROUP INTERNATIONAL	5,751.00	37.45	215,375
ENERGY XXI BERMUDA LIMITED USD	4,381.00	27.67	121,222
INGERSOLL-RAND PUBLIC LIMITED	4,665.00	47.09	219,675
MARVELL TECHNOLOGY GROUP LTD	1,814.00	18.55	33,650
ACCO BRANDS CORP	13,105.00	8.52	111,655
ABM INDUSTRIES INC	6,230.00	26.30	163,849
ABBOTT LABORATORIES	1,755.00	47.91	84,082
ACCELRY'S INC	8,572.00	8.30	71,148
ACTUANT CORP	3,120.00	26.62	83,054
AGILENT TECHNOLOGIES INC	7,446.00	41.43	308,488
ALLERGAN INC/UNITED STATES	2,726.00	68.67	187,194
ALLIED HEALTHCARE PRODUCTS	19,860.00	4.30	85,398
AMAZON.COM INC	4,229.00	180.00	761,220
AMERICAN TOWER CORP	3,657.00	51.64	188,847
ANHEUSER-BUSCH INBEV NV	4,014.00	57.09	229,159
ANWORTH MORTGAGE ASSET CORP	18,220.00	7.00	127,540
APACHE CORP	1,675.00	119.23	199,710
APPLE INC	2,453.00	322.56	791,240
ARMOUR RESIDENTIAL REIT INC	930.00	7.81	7,263
ASCENT SOLAR TECHNOLOGIES INC	12,205.00	3.36	41,009
ASSOCIATED BANC-CORP	2,865.00	15.15	43,405
BAIDU INC/CHINA	2,517.00	96.53	242,966
BANCORP INC/DE	4,370.00	10.17	44,443
BAYERISCHE MOTOREN WERKE AG	2,783.00	26.23	72,993
BIGBAND NETWORKS INC	27,955.00	2.80	78,274
WM BLAIR INTERNATIONAL SM CAP FUND	289,894.13	13.19	3,823,704
BOEING CO/THE	2,607.00	65.26	170,133
BROADCOM CORP	5,187.00	43.55	225,894
BROCADE COMMUNICATIONS SYSTEMS	9,295.00	5.29	49,171
CH ROBINSON WORLDWIDE INC	1,060.00	80.19	85,001
CALGON CARBON CORP	4,705.00	15.12	71,140
CAMBIUM LEARNING GROUP INC	10,337.00	3.44	35,559
CAPSTEAD MORTGAGE CORP	14,230.00	12.59	179,156
CAVCO INDUSTRIES INC	4,149.00	46.69	193,717
CELGENE CORP	4,487.00	59.14	265,361
CENTER FINANCIAL CORP	5,532.00	7.58	41,933
CENTURY CASINOS INC	35,365.00	2.44	86,291
CHICAGO BRIDGE & IRON CO NV	4,175.00	32.90	137,358
CHIMERA INVESTMENT CORP	114,724.00	4.11	471,516
CHINA GRENTech CORP LTD	23,745.00	3.18	75,509
CINCINNATI BELL INC	33,235.00	2.80	93,058
CISCO SYSTEMS INC	11,288.00	20.23	228,356
CITY NATIONAL CORP/CA	1,500.00	61.36	92,040
COACH INC	4,342.00	55.31	240,156
COGNEX CORP	2,250.00	29.42	66,195

Dr. Scholl Foundation
2010 Form 990PF, Part II line 10
Fed. # 36-6068724

Asset	Units	Price	Market Value
COGNIZANT TECHNOLOGY SOLUTIONS	1,172.00	73.29	85,896
COHERENT INC	3,120.00	45.14	140,837
COLLECTIVE BRANDS INC	6,190.00	21.10	130,609
CORINTHIAN COLLEGES INC	10,840.00	5.21	56,476
COSTCO WHOLESALE CORP	3,442.00	72.21	248,547
COVENANT TRANSPORTATION GROUP	4,135.00	9.68	40,027
CRAY INC	12,647.00	7.17	90,679
CROSS COUNTRY HEALTHCARE INC	7,705.00	8.47	65,261
DEERE & CO	2,841.00	83.05	235,945
DISCOVERY LABORATORIES INC	5,935.33	3.33	19,765
WALT DISNEY CO/THE	11,917.00	37.51	447,007
DODGE & COX STOCK FUND	154,823.10	107.76	16,683,737
DOLLAR GENERAL CORP	5,982.00	30.67	183,468
ELDORADO GOLD CORP	2,794.00	18.57	51,885
ENSIGN GROUP INC/THE	2,337.00	24.87	58,121
ENTEROMEDICS INC	14,115.00	3.08	43,474
ENTRAVISION COMMUNICATIONS COR	34,325.00	2.57	88,215
ENTEROMEDICS INC WTS PUR COM	14,115.00	-	0
EVANS & SUTHERLAND COMPUTER CO	27,295.00	0.74	20,198
EXPEDITORS INTERNATIONAL OF WA	1,528.00	54.60	83,429
EXPRESS SCRIPTS INC	5,394.00	54.05	291,546
FIRST ACCEPTANCE CORP	34,335.00	1.78	61,116
FIRST HORIZON NATIONAL CORP	4,021.58	11.78	47,374
1ST UNITED BANCORP INC/BOCA RA	7,566.00	6.90	52,205
FOREST OIL CORP	2,390.00	37.97	90,748
GEO GROUP INC/THE	9,780.00	24.66	241,175
GENTIVA HEALTH SERVICES INC	4,450.00	26.60	118,370
GILEAD SCIENCES INC	2,235.00	36.24	80,996
GLOBAL INDUSTRIES LTD	24,025.00	6.93	166,493
GOLDMAN SACHS GROUP INC/THE	1,907.00	168.16	320,681
GOOGLE INC	786.00	593.97	466,860
GRAFTECH INTERNATIONAL LTD	6,180.00	19.84	122,611
GREAT BASIN GOLD LTD	44,540.00	2.96	131,838
HARDINGE INC	8,440.00	9.74	82,206
HARRY WINSTON DIAMOND CORP	2,005.00	11.70	23,459
HATTERAS FINANCIAL CORP	3,330.00	30.27	100,799
HEALTHCARE SERVICES GROUP INC	3,807.00	16.27	61,940
HEALTHWAYS INC	2,308.00	11.16	25,757
HELIX ENERGY SOLUTIONS GROUP I	5,735.00	12.14	69,623
HELMERICH & PAYNE INC	965.00	48.48	46,783
HEWLETT-PACKARD CO	1,077.00	42.10	45,342
HILL INTERNATIONAL INC	37,551.00	6.47	242,955
HILLTOP HOLDINGS INC	6,459.00	9.92	64,073
IBERIABANK CORP	1,585.00	59.13	93,721
ILLUMINA INC	2,955.00	63.34	187,170
INFINITY PHARMACEUTICALS INC	3,967.00	5.93	23,524
INTERMEC INC	14,636.00	12.66	185,292
INTERNATIONAL BUSINESS MACHINE	3,643.00	146.76	534,647
INTERTAPE POLYMER GROUP INC	38,330.00	1.15	44,080

Dr. Scholl Foundation
2010 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
INTEROIL CORP	10,510.00	72.07	757,456
INVESCO MORTGAGE CAPITAL INC	5,928.00	21.84	129,468
JAGUAR MINING INC	10,400.00	7.13	74,152
JETBLUE AIRWAYS CORP	13,670.00	6.61	90,359
JUNIPER NETWORKS INC	9,405.00	36.92	347,233
KB HOME	1,620.00	13.49	21,854
KEY ENERGY SERVICES INC	9,503.00	12.98	123,349
KFORCE INC	1,525.00	16.18	24,675
KRAFT FOODS INC	6,778.00	31.51	213,575
LVMH MOET HENNESSY LOUIS VUITT	997.00	33.03	32,930
ESTEE LAUDER COS INC/THE	1,493.00	80.70	120,485
LEXAM VG GOLD CORP	25,235.00	1.10	27,632
MFA FINANCIAL INC	18,775.00	8.16	153,204
MRV COMMUNICATIONS INC	125,865.00	1.77	222,781
MYR GROUP INC/DELAWARE	5,840.00	21.00	122,640
MARKET VECTORS JUNIOR GOLD MIN	2,841.00	39.89	113,327
MARRIOTT INTERNATIONAL INC/DE	6,814.00	41.54	283,054
MASTERCARD INC	1,336.00	224.11	299,411
MATRIX SERVICE CO	11,045.00	12.18	134,528
MCDONALD'S CORP	2,380.00	76.76	182,689
MCMORAN EXPLORATION CO	22,455.00	17.14	384,879
MEAD JOHNSON NUTRITION CO	2,688.00	62.25	167,328
MEDCO HEALTH SOLUTIONS INC	3,533.00	61.27	216,467
MERCURY GENERAL CORP	1,320.00	43.01	56,773
MIDSOUTH BANCORP INC	3,055.00	15.36	46,925
MONRO MUFFLER BRAKE INC	3,562.50	34.59	123,227
MONSANTO CO	2,300.00	69.64	160,172
MORGAN STANLEY	3,022.00	27.21	82,229
NETAPP INC	6,617.00	54.96	363,670
NEWALTA CORP	4,310.00	11.98	51,634
NEWPARK RESOURCES INC	26,460.00	6.16	162,994
NIKE INC	4,578.00	85.42	391,053
NORDION INC	4,640.00	11.39	52,850
NORTHWEST BANCSHARES INC	1,205.00	11.78	14,192
OSI SYSTEMS INC	3,650.00	36.36	132,714
OCCIDENTAL PETROLEUM CORP	3,723.00	98.10	365,226
OCEANEERING INTERNATIONAL INC	1,660.00	73.63	122,226
OCEANFIRST FINANCIAL CORP	4,710.00	12.87	60,618
OMNICELL INC	8,720.00	14.45	126,004
ORACLE CORP	12,206.00	31.30	382,048
ORASURE TECHNOLOGIES INC	18,593.00	5.75	106,910
ORIGEN FINANCIAL INC	42,639.00	1.85	78,882
OUTDOOR CHANNEL HOLDINGS INC	16,045.00	7.17	115,043
PHI INC	947.00	21.13	20,010
PHI INC	2,759.00	18.84	51,980
PACIFIC PREMIER BANCORP INC	8,082.00	6.48	52,371
PARKER DRILLING CO	9,670.00	4.57	44,192
PETAQUILLA MINERALS LTD	28,335.00	1.06	30,007
PETROQUEST ENERGY INC	3,450.00	7.53	25,979

Dr. Scholl Foundation
2010 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
PHILLIPS-VAN HEUSEN CORP	1,662.00	63.01	104,723
POLO RALPH LAUREN CORP	2,428.00	110.92	269,314
POWER-ONE INC	11,485.00	10.20	117,147
PRECISION CASTPARTS CORP	2,096.00	139.21	291,784
PRESTIGE BRANDS HOLDINGS INC	11,100.00	11.95	132,645
PRIMORIS SERVICES CORP	24,335.00	9.54	232,156
QUALCOMM INC	5,601.00	49.49	277,193
RANDGOLD RESOURCES LTD	7,055.00	82.33	580,838
RANGE RESOURCES CORP	4,317.00	44.98	194,179
REALNETWORKS INC	13,620.00	4.20	57,204
RED HAT INC	3,464.00	45.65	158,132
REDWOOD TRUST INC	3,565.00	14.93	53,225
RICHARDSON ELECTRONICS LTD/UNI	2,115.00	11.69	24,724
ROYAL GOLD INC	3,130.00	54.63	170,992
RUE21 INC	960.00	29.31	28,138
SFN GROUP INC	5,435.00	9.76	53,046
SPDR KBW REGIONAL BANKING ETF	2,079.00	26.45	54,990
SALESFORCE.COM INC	2,245.00	132.00	296,340
SAN GOLD CORP	22,480.00	3.98	89,470
SANDVINE CORP	79,585.00	2.75	219,177
SCHLUMBERGER LTD	5,990.00	83.50	500,165
CHARLES SCHWAB CORP/THE	10,265.00	17.11	175,634
SCIENTIFIC GAMES CORP	6,260.00	9.96	62,350
SHIRE PLC	2,816.00	72.38	203,822
SIERRA BANCORP	6,355.00	10.73	68,189
SILVER STANDARD RESOURCES INC	2,548.00	28.22	71,905
SKYLINE CORP	5,415.00	26.08	141,223
STARBUCKS CORP	7,749.00	32.13	248,975
STERLING BANCORP/NY	3,915.00	10.47	40,990
STERLING CONSTRUCTION CO INC	3,870.00	13.04	50,465
SYMMETRY MEDICAL INC	4,025.00	9.25	37,231
TARGET CORP	3,931.00	60.13	236,371
TEMPLETON FOREIGN EQ SERIES FUND	358,888.21	20.05	7,195,709
TENCENT HOLDINGS LTD	5,391.00	21.73	117,130
TEVA PHARMACEUTICAL INDUSTRIES	4,664.00	52.13	243,134
TIER TECHNOLOGIES INC	30,970.00	5.99	185,510
TIFFANY & CO	2,947.00	62.27	183,510
TRIDENT MICROSYSTEMS INC	65,805.00	1.78	117,133
UMH PROPERTIES INC	12,798.00	10.20	130,540
UNILEVER PLC	5,482.00	30.88	169,284
UNION PACIFIC CORP	1,892.00	92.66	175,313
UNITED CONTINENTAL HOLDINGS IN	12,059.00	23.82	287,245
UNITED PARCEL SERVICE INC	1,368.00	72.58	99,289
UNITED TECHNOLOGIES CORP	2,314.00	78.72	182,158
UNIVEST CORP OF PENNSYLVANIA	1,775.00	19.17	34,027
URBAN OUTFITTERS INC	738.00	35.81	26,428
VERTEX PHARMACEUTICALS INC	3,934.00	35.03	137,808
VISA INC	2,090.00	70.38	147,094
VITAMIN SHOPPE INC	990.00	33.64	33,304

Dr. Scholl Foundation
2010 Form 990PF, Part II line 10
Fed. # 36-6068724

WILMINGTON TRUST CORP	4,390.00	4.34	19,053
YRC WORLDWIDE INC	496.00	3.72	1,845
ZEBRA TECHNOLOGIES CORP	325.00	37.99	12,347
DISCOVERY LABORATORIES INC	3,075.00	-	0
UNSETTLED TRADES			(36,318)
ARMOUR RESIDENTIAL REIT INC	1,286.00	0.08	96
ARTIO GLOBAL INTERNATIONAL FUND			3,599,069
WELLINGTON INFLATION HEDGE FUND			5,812,885
STATE STREET GLOBAL ACWI INDEX FUND			13,136,265
Total Investments - Corporate Stocks			79,670,102
10 C - Investments - Bonds			
DFA ONE-YEAR FIXED INCOME FUND	83,771.36	10.32	864,520
METROPOLITAN WEST LOW DUR FUND	1,121,356.40	8.60	9,643,665
PIMCO TOTAL RETURN FUND	1,709,240.67	10.85	18,545,262
INVESCO TAX ADV PC	1,046,353.49	1.00	1,046,353
Total Investments - Bonds			30,099,801
13 - Investments - Other			
ADAMS STREET PARTNERSHIPS 2004			3,847,704
ADAMS STREET PARTNERSHIPS 2006			3,154,676
ADAMS STREET PARTNERSHIPS 2008			1,962,091
LEXINGTON CAPITAL VI			3,800,000
COLLER INVESTMENT PSTP V			1,636,611
COMMON SENSE PARTNERS			3,666,500
COMMON SENSE LONG SHORT FUND			4,384,884
HBK PARTNERSHIP			4,729,743
SILVERPOINT PARTNERSHIP			5,685,602
OCH-ZIFF PARTNERS			5,105,128
SEG PARTNERS			3,100,074
HIGHSIDE PARTNERS			2,832,576
M. KINGDON			2,847,892
Total Investments - Other			46,753,481

DR. SCHOLL FOUNDATION - 36-6068724				
FORM 990-PF - PART VIII, ITEM 1, OFFICERS, DIRECTORS, TRUSTEES				
AND THEIR COMPENSATION, IF ANY				
YEAR ENDED DECEMBER 31, 2010				
			(d)	(e)
	Title and		Employee	Expense acct
	time devoted	(c)	benefit plans	other
<u>Name and address*</u>	<u>to position</u>	<u>Compensation</u>	<u>deferred comp.</u>	<u>allowances</u>
Mary Ann Hynes	Director - 6 hrs/week	37,000	0	0
Stephen Meer	Director - 6 hrs/week	32,000	0	0
Anne Moseley	Director/Vice President -28hrs/week	97,000	39,359	-
John A Nitschke	Treasurer - 35hrs/week	255,000	70,928	0
Richard B. Patterson	Director - 5 hrs/week	30,000	0	0
Daniel Scholl	Director - 5 hrs/week	31,000	0	0
Pamela Scholl	Board Chairman/Pres - 35hrs/week	363,000	92,344	4,400
Jeanne M Scholl	Director/Secretary - 8 hrs/week	56,000	0	0
Susan Scholl	Director - 5 hrs/week	31,000	0	0
		932,000	202,631	4,400
*All of the above can be reached at 1033 Skokie Blvd., Suite 230 Northbrook, IL 60062				

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2010

Part XV - Supplementary Information - Line 2a

1 Grants

(a) Pamela Scholl, President

Dr. Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
Tel. 847-559-7430

(b) Grant application provided on written request should be submitted together with information detailed on application: copy of Application for Grant presently used is attached.

(c) Before March 1, of each calendar year

(d) Restricted to exempt organizations under Internal Revenue Code section 501 (c) (3)

Dr. Scholl Foundation

Founded by William M. Scholl, MD, in 1947

2011 GRANT APPLICATION FORM

APPLICATIONS MUST BE RECEIVED NO LATER THAN 4 P.M. MARCH 1, 2011

Organization Name:	
Address:	
Federal Employer Identification Number (FEIN):	
Telephone:	Date Organized:
E-mail Address:	
Contact Person (Name and Title):	
CEO (Name):	
Amount of Request (U.S. dollars only):	

Summary of project request—answer in this space only
Type or print legibly using black pen (Important, all directors review this summary)

FORM CHANGES EACH YEAR.
MUST BE REQUESTED TO OBTAIN
CURRENT FORM

Do Not Alter Form

Objectives of organization (mission statement or activities actually pursued - no attachments):

Organization's Financial Data:
(most recent fiscal year)

Total revenue: \$ _____
Total program expenses: \$ _____
Total administrative expenses: \$ _____
Total fund raising expenses: \$ _____
Total invested funds: \$ _____

Requested Project Financial Data:

(This information pertains to your specific requested project or program for 2011)

Revenue: \$ _____
Project expenses: \$ _____
Administrative expenses: \$ _____
Fund raising expenses: \$ _____

Donor Information:

Top five donors – names and amounts for the last fiscal year including foundation, government, corporate and individuals (anonymous unacceptable):

1.	_____	\$ _____
2.	_____	\$ _____
3.	_____	\$ _____
4.	_____	\$ _____
5.	_____	\$ _____

CERTIFICATION

The undersigned hereby certifies that; (A) the information set forth in this application and supporting documents is correct to the best of his or her information and belief, (B) the Internal Revenue Service determination letter submitted in support of this application has not been revoked, cancelled or modified, and (C) no funds received pursuant to this application will be used for prohibited transactions.

Applicant organization: _____

CEO or CFO signature only: _____

Print name and title of officer above: _____

Date signed: _____

Foundation Use Only

Do Not Alter Form

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
100 Club of Chicago Chicago, IL 60603	Discretionary grant for families of fallen firefighters	2,000
A Better Chance, Inc. New York, NY 10001	Funding to support College Preparatory Schools Program	10,000
Academy for Urban School Leadership Chicago, IL 60634	Funding to support cost of turnaround coach and leadership salaries	10,000
Access Community Health Network Chicago, IL 60661	Funding for health and mental health services for school-age young people	10,000
Advocate Charitable Foundation Park Ridge, IL 60068	Funding to support Pediatric Oncology Survivorship in Transition program	5,000
After School Matters-Gallery 37 Center for the Arts Chicago, IL 60601	Funding to support Out-of-School Programs	25,000
Alfred Campanelli YMCA Schaumburg, IL 60193	Funding to support Strong Kids Financial Assistance program	5,000
Alice Lloyd College Pippa Passes, KY 41844	Funding for scholarship program	10,000
Alliance for the Great Lakes Chicago, IL 60602	Funding to support Adopt-a-Beach project	10,000
Alternatives, Inc Chicago, IL 60640	Funding to support "School Success 12 to 20" program	5,000
Alverno College Milwaukee, WI 53234-3922	Funding for scholarship program	5,000
Alzheimer's Disease and Related Disorder Association, Inc Chicago, IL 60601	Funding for Research Grant Program	15,000
Amate House Chicago, IL 60609	Funding to support Volunteer retreats	5,000
American Committee for Weizmann Institute of Science Chicago, IL 60601	Funding for water and climate research	400,000
American Heart Association-Chicago Chicago, IL 60604-1101	Funding for CPR Anytime training program	5,000
American Judges Association Williamsburg, VA 23185	Funding for education program	15,000
American Red Cross-Chicago Chicago, IL 60612	Funding for Kid Safety Program	10,000
American Red Cross-Chicago Chicago, IL 60612	Discretionary Grant for Haiti Earthquake	5,000
Andrea's Closet Phoenix, AZ 85080	Funding for family financial assistance	5,000
Angel Flight West, Inc Santa Monica, CA 90405-3213	Funding for Health on the Horizon project	10,000
Archdiocese of Chicago Chicago, IL 60611	Funding for Super School Initiative	40,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Archdiocese of Chicago-Immigrant Edu Affairs Chicago, IL 60653-1402	Funding for Immigrant-to-Immigrant Ministry	10,000
Arizona Nursery Association Foundation Tempe, AZ 85282-1127	Funding for scholarship program	7,500
Ars Viva Libertyville, IL 60048	Funding to support MUSIC for LIFE program	5,000
Art Institute of Chicago Chicago, IL 60603	Funding for Department of Museum Education programs	20,000
Art Resources in Teaching Chicago, IL 60603	Funding for two Art Partners Residencies	10,000
Assistance League of Phoenix Phoenix, AZ 85020	Funding for Operation School Bell	5,000
B U I L D , Inc Chicago, IL 60622	Funding for Community Cluster Model program	65,000
Back-To-School Clothing Drive Glendale, AZ 85311-0099	Funding to support New Clothes New Beginnings Clothing Distribution	10,000
Barrington Area Council on Aging, Inc (BACOA) Barrington, IL 60010	Funding to support Early-Stage Memory Loss program	5,000
Baylor College of Medicine Houston, TX 77030	Funding to help create a Master of Science in Orthotics and Prosthetics program	25,000
Beloit College Beloit, WI 53511	Funding for scholarship program	20,000
Big Brothers Big Sisters of Green County, Inc Monroe, WI 53566	Funding to support Community-based Mentoring program	5,000
Big Shoulders Fund Chicago, IL 60606	Funding to support Patrons Program and Scholars Program	300,000
Bishop Sheen Ecumenical Housing Foundation Rochester, NY 14607	Funding for Emergency Home Repair Program	2,500
Black Ensemble Theatre Chicago, IL 60640	Funding for Theater For Special Women	5,000
Boston Classical Orchestra Newton, MA 02468	Funding to produce Composition Seminars	15,000
Boundless Readers Chicago, IL 60640	Funding in support of Rochelle Lee Teacher Awards - Study Groups	5,000
Boys & Girls Club-Milwaukee Milwaukee, WI 53212	Funding to support Sista Pride	5,000
Boys & Girls Clubs of Metropolitan Phoenix Phoenix, AZ 85008-1824	Funding for the Dave Pratt Dental Clinic	40,000
Boys Hope Girls Hope of Arizona Phoenix, AZ 85012	Funding to support Community-Based Program	25,000
Brandeis University Waltham, MA 02454-9110	Funding for Science Posse program	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
By the Hand Club For Kids Chicago, IL 60610	Funding for after-school programs	10,000
Cabrini Connections, Tutor-Mentor Connection Chicago, IL 60642	Funding for general operating costs	5,000
Cabrini Connections, Tutor-Mentor Connection Chicago, IL 60642	Discretionary Grant for general operating costs	1,000
Camp Extreme - Project Extreme Lawrence, NY 11559	Funding for scholarships at Miryam Ghermezian Academy for Girls	15,000
CARE Chicago, IL 60601	Funding for Lower-Secondary Community Based Education project for Girls	40,000
Carmel Catholic High School Mundelein, IL 60060-2499	Funding to purchase equipment for science lab	5,000
Carroll University Waukesha, WI 53186	Funding for nursing scholarships	5,000
CASA of Cook County - Court Appointed Special Advocate Chicago, IL 60607	Funding to support Child Advocacy Program	10,000
CASA of McHenry County McHenry, IL 60050	Funding for the Advocate Manager position	5,000
Cathedral Counseling Center Chicago, IL 60602	Funding to increase mental health services	6,000
Catholic Charities of the Archdiocese of Chicago Chicago, IL 60654-3503	Funding for Veterans Initiatives	35,000
Catholic Church Extension Society Chicago, IL 60606	Funding for outreach programs	40,000
Catholic Theological Union Chicago, IL 60615-5698	Funding for tuition scholarships	10,000
Center for Rural Leadership - Project Centri Casa Grande, AZ 85122	Funding to deliver educational seminars for Project Centri Class XX	15,000
Center for Strategic & International Studies Washington, DC 20006	Funding for Scholl Chair and support of new building	300,000
Center for the Study of the Presidency and Congress Washington, DC 20036	Funding for Fellows Program, FIU and CBL programs	100,000
Center for the Study of the Presidency and Congress Washington, DC 20036	Discretionary Grant to fund healthcare report	5,000
Center for the Study of the Presidency and Congress Washington, DC 20036	Discretionary Grant	10,000
Center of Concern Park Ridge, IL 60068	Discretionary Grant	2,500
Center of Concern Park Ridge, IL 60068	Funding to support Senior Support and Genetic Counseling Program	20,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CHANCE Academy Mt Rainier, MD 20712	Discretionary Grant	10,000
Chicago a cappella Chicago, IL 60657-4120	Funding to support 2010-11 season	5,000
Chicago Architecture Foundation Chicago, IL 60604-2500	Funding for Youth Education Programs	5,000
Chicago Chamber Musicians Chicago, IL 60601-6821	Funding to support Chamber Music Professional Development Program	5,000
Chicago Children's Advocacy Center Chicago, IL 60608	Funding to support Mental Health Program	10,000
Chicago Council on Global Affairs Chicago, IL 60604-4434	Funding for Focus on China series and funds to support the annual lecture on U S - China relations	40,000
Chicago Council on Global Affairs Chicago, IL 60604-4434	Discretionary Grant	5,000
Chicago Council on Science and Technology Chicago, IL 60616	Funding to support public programming	15,000
Chicago Cultural Center Foundation Chicago, IL 60602	Funding to support Project Onward	10,000
Chicago Gateway Green Chicago, IL 60601-6436	Funding to support Expressway Project	10,000
Chicago Horticultural Society-Chicago Botanic Garden Glencoe, IL 60022-0400	Funding to support horticulture intern program	30,000
Chicago Human Rhythm Project Chicago, IL 60657	Funding to support artist fees for Youth, Preparatory Youth and University Tap Ensemble Conferences	5,000
Chicago Public Library Foundation Chicago, IL 60602	Funding to support Summer Reading Program	70,000
Chicago Public Media - WBEZ Chicago, IL 60611	Funding for Neighborhood Satellite Bureaus	40,000
Chicago Run Chicago, IL 60618	Funding to expand "Chicago Runners"	5,000
Chicago Shakespeare Theater Chicago, IL 60611	Funding for arts-in-education program	5,000
Chicago Theatre Group/Goodman Theatre Chicago, IL 60601-3205	Funding to support the Cindy Brandle Young Critics program	5,000
Chicago Zoological Society/Brookfield Zoo Brookfield, IL 60513	Funding for nature programming for children	5,000
Chicagos Green City Market Program Chicago, IL 60601	Support Green City Market Programs	1,000
Child and Family Advocacy Program - Blue Sky Bridge Boulder, CO 80304	Funding for Children's Advocacy Program	5,000
Children's Hospital Foundation-Milwaukee Milwaukee, WI 53201	Funding for Project ADAM training grants	15,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ChildServ Chicago, IL 60631-4101	Funding for parent Empowerment Program	5,000
Chinese American Service League Chicago, IL 60616	Funding for Adult Day Service Center	5,000
Chrstian Appalachian Project Lexington, KY 40509	Funding to renovate bathroom and rebuild boat-dock at Andrew Jackson camp facility	5,000
Chrstie's Chanty Withington, Manchester, M20 4BX	Funding to support the Complementary Therapy Service	75,000
Circa Isle of Man Douglas, Isle of man 1M1 2PG	Funding to meet salaries of centre staff	30,000
Cistercians of Strct Observance-MA Wrentham, MA 02093	Funding to purchase equipment for new building candy kitchen	25,000
City Year Chicago Chicago, IL 60603	Discretionary Grant	3,000
Colorado Horse Rescue Longmont, CO 80503	Funding to support Horse Care Fund	15,000
Colorado Mountain Club Golden, CO 80401	Funding for Youth Education Program	5,000
Colorado State University Foundation Fort Collins, CO 80523-9100	Funding for animal-assisted therapy/activity services	18,000
Colorado Therapeutic Riding Center Longmont, CO 80501	Funding to support volunteer program	20,000
Communities In Schools of Chicago (CISC) Chicago, IL 60607	Discretionary Grant	10,000
CommunityHealth Chicago, IL 60622	Funding to support On-Site Ultrasound Screening Program	10,000
Connecticut College New London, CT 06320-4196	Funding to support Steel House Rehabilitation and Reuse Project	50,000
Connecting Link, Inc. Fairmont, WV 26554	Funding for emergency financial assistance program	14,000
CORE Foundation Chicago, IL 60612	Funding for dental clinic expansion	20,000
Corporation for Jefferson's Poplar Forest Forest, VA 24551-0419	Funding for Summer Field School in Histoncal Archaeology program	10,000
Cotting School Lexington, MA 02421	Funding to purchase desktop computers	5,000
Council of American Ambassadors Washington, DC 20006-3312	Funding to support Fellowship porgram	15,000
Cnsto Rey Jesuit High School Chicago, IL 60608	Funding to support the school science department	10,000
Deer Valley Little League Glendale, AZ 85308	Funding for scholarships, maintenance and equipment	5,000
Dental Lifeline Network Northbrook, IL 60065	Funding to support Chicago Donated Dental Services program	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
DePaul University Chicago, IL 60604	Funding to establish Dr Scholl Foundation Scholarship	30,000
Discovery Center Museum Rockford, IL 61103	Funding to support Ag-Zibit program	5,000
Dominican University River Forest, IL 60305	Funding for Center for Global Peace through Commerce program	20,000
Donka, Inc Wheaton, IL 60187	Funding for scholarship fund for computer training program	5,000
Dreams With Wings Louisville, KY 40205	Funds to assist with purchase of a new minivan	5,000
Duke University Medical Center Durham, NC 27701	Funding for nursing scholarships	25,000
Easter Seals Joliet Region, Inc Joliet, IL 60435-5202	Funding for ASK Coordinator and Family Center for Autism Resources	10,000
Elgin Symphony Orchestra Elgin, IL 60120	Funding to support the Family Fun Series	5,000
Environmental Law and Policy Center of the Midwest Chicago, IL 60601-2208	Funding to support Greening Chicago Initiatives	25,000
Environmental Learning for Kids, E L K Denver, CO 80239	Funding for Denver Youth Naturally and School-Based Programs.	10,000
Fidelco Guide Dog Foundation Bloomfield, CT 06002	Partial funding for purchase of training van	10,000
Field Museum of Natural History Chicago, IL 60605	Partial funding for environmental education and stewardship programs	5,000
Fight Crime Invest in Kids - Council for a Strong America Chicago, IL 60601	Funding for "Project to Mobilize Law Enforcement Leaders as Advocates"	10,000
Food Bank for New York City New York, NY 10006	Funding to support hunger relief network	10,000
Foothills Caring Corps, Inc Carefree, AZ 85377-8592	Funding for computers, software, IT services and to develop a procedure manual	15,000
Foothills Food Bank Carefree, AZ 85377	Funding to purchase permanent facility & to support programs of feeding the needy	20,000
Foundation Fighting Blindness Columbia, MD 21046-3256	Funding for medical research project	5,000
Foundation for Burns and Trauma, Inc Phoenix, AZ 85004	Funding to support Smoke Alarm Outreach program	10,000
Franciscan Outreach Association Chicago, IL 60622	Funding for a portion of the salary of a case manager	5,000
Friends of Ilan Sports Center for the Disabled New York, NY 10017	Discretionary Grant for programs for the disabled	3,000
Friends of the Chicago River Chicago, IL 60604-2272	Funding to support the Chicago River Schools Network	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Friends of the Parks-Chicago Chicago, IL 60602-2174	Funding for Outdoor Environmental Education Programs	5,000
Garfield Park Conservatory Alliance Chicago, IL 60624	Funding for Green Teens program	10,000
George Mason University Foundation, Inc. Fairfax, VA 22030	Funding to support establishment of Interactive Website/Hub focused on Synan affairs	50,000
Georgetown Preparatory School North Bethesda, MD 20852	Funding to continue Chinese exchange program	20,000
Georgetown University-Lombardi Cancer Center Washington, DC 20057	Funding for the Palliative Care Program in 2011	70,000
Gilda's Club Chicago Chicago, IL 60610	Funding for free support community for people with cancer	5,000
Girl Scouts of Greater Chicago and Northwest Indiana Chicago, IL 60603-1800	Funding for Healthy Living Initiative	5,000
Girls In The Game Chicago, IL 60607	Funding for After School program	5,000
God's Pantry Food Bank, Inc Lexington, KY 40511-1084	Funding for Kids Café program	5,000
Golden Apple Foundation Chicago, IL 60603-3318	Funding to support Scholars program	5,000
Good Shepherd Manor Mokenca, IL 60954	Funding for Day Program	5,000
Gordon Technical High School Chicago, IL 60618	Funding for scholarship program	5,000
Greater Chicago Food Depository Chicago, IL 60632-4416	Funding for hunger relief program in Cook County	10,000
Green County Family YMCA, Inc Monroe, WI 53566-1169	Funding for a new playground	10,000
Green Valley-Sahuaranta Community Food Bank Green Valley, AZ 85614	Funding for Food Assistance Programs	25,000
Greenwood Wildlife Rehabilitation Sanctuary Boulder, CO 80308-1987	Funding for food for infant wildlife	10,000
Growing Gardens of Boulder County Boulder, CO 80304	Funding for Children's Peace Garden Program	5,000
Guide Dog Foundation for the Blind, Inc Smithtown, NY 11787-2976	Funding to assist with the provision of guide dogs and Capable Canines	10,000
Guild for the Blind Chicago, IL 60601	Funding to support Counseling Services	5,000
Hales Franciscan High School Chicago, IL 60617	Funding for scholarship program	10,000
Harlem Children's Zone New York, NY 10035	Funding to support the College Prep Program	10,000
Harper College Educational Foundation Palatine, IL 60067	Funding to support nursing scholarship program	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Harns Theatre for Music and Dance Chicago, IL 60601	Funding for Harns Theater's Partnership Initiative	5,000
Have Dreams Park Ridge, IL 60068	Funding to support staff costs for Dreams to Independence program	5,000
HawkQuest Parker, CO 80134	Funding for "Birds of Prey Lecture"	3,000
Holy Name Cathedral Chicago, IL 60611	Funding for Disabled Accessibility Plan	5,000
Home of the Innocents Louisville, KY 40206-1874	Partial funding for purchase of a Parker Bath unit	5,000
Honor Flight, Inc Springfield, OH 45505	Funding for WWII Veterans to travel to Washington, DC	10,000
Horizon Hospice and Palliative Care, Inc Chicago, IL 60642	Funding for All About Kids program	5,000
Hospice Care Douglas, Isle of Man IM4 4RP	Funding to refurbish Douglas and Castletown shops	100,000
Housing Opportunities for Women Chicago, IL 60626	Funding to support housing services to homeless women and their families	5,000
Howard Area Community Center Chicago, IL 60626	Funding for salaries and supplies for Dental Clinic	15,000
Hubbard Street Dance Chicago Chicago, IL 60607-2905	Funding to support Focus Schools Initiative	5,000
Illinois Society for the Prevention of Blindness Chicago, IL 60606	Funding for Eyeglasses and Low Vision Aids and Eye Spy program	5,000
Indiana Dunes Environmental Learning Center Chesterton, IN 46304	Funding to support Mighty Acorns Nature Camps	5,000
Indiana University Indianapolis, IN 46204	Funding to name cancer research laboratory	50,000
Infant Welfare Society of Chicago Chicago, IL 60647	Funding to offset salary costs of social work staff	15,000
Infant Welfare Society of Evanston, Inc Evanston, IL 60202	Funding to support "The Sooner, The Better project"	5,000
International Hearing Dog, Inc Henderson, CO 80640	Funding for training and placement of hearing dog	7,000
International Rescue Committee New York, NY 10168-1289	Funding for Children's Program	25,000
International Spinal Research Trust Bramley, Surrey GU5 0AZ	Funding for medical research	5,000
Jackson Hole Center for Global Affairs Jackson, WY 83001	Funding to support pilot project involving US -Chinese scholars	10,000
Jane Addams Hull House Association Chicago, IL 60607	Funding to support Grandparents, Please an Intergenerational Mentoring Program	20,000
Jane Addams Juvenile Court Foundation Evanston, IL 60201	Funding to support reform efforts at Cook County Juvenile Court	20,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JBI International New York, NY 10016	Funding to purchase educational materials and serve seniors with vision loss	5,000
Jewish Council for Youth Services Chicago, IL 60602	Funding to support Camp Red Leaf	5,000
Jobs for Youth/Chicago, Inc Chicago, IL 60602-3315	Funding to expand Occupational Training Program	10,000
Joffrey Ballet Chicago Chicago, IL 60601	Funding for footwear for company dancers	20,000
John G. Shedd Aquarium Chicago, IL 60605	Funding for Partnership for Marine Conservation	25,000
John Marshall Law School Chicago, IL 60604	Funding to support Veterans Legal Support Center & Clinic	100,000
Junior Achievement of Chicago Chicago, IL 60661-2123	Funding for programs in Archdiocese elementary classrooms	5,000
Juvenile Protective Association (JPA) Chicago, IL 60614	Funding for Parent-Infant Services	10,000
Kevin Gray Memorial Charity Douglas, Isle of Man IM2 2BZ	Funding to replace oxygen plant	77,000
Kidworks Touring Theatre Co Chicago, IL 60618	Funding for marketing and production costs of touring performances	5,000
La Rabida Children's Hospital & Research Center Chicago, IL 60649	Funding for partial support of serial casting program	5,000
Lakeview Pantry Chicago, IL 60613	Funding for Home Delivery program	5,000
Lawrence Hall Youth Services Chicago, IL 60625-3640	Funding to support Residential Treatment Program	20,000
Lawrence University of Wisconsin Appleton, WI 54911	Funding for scholarship program	5,000
Lee University Cleveland, TN 37311	Funding for scholarships to complete Global Perspectives requirement	5,000
Lester and Rosalie Anixter Center Chicago, IL 60614-4036	Funding to support Adult Community Transition program	5,000
Leukemia & Lymphoma Society Chicago, IL 60661	Funding for medical research project	5,000
LifeLine Pilots Peoria, IL 61607	Funding for outreach program	5,000
Lincoln Park Zoological Society Chicago, IL 60614	Funding to support Dr. Scholl Research Interns Program	20,000
Little Sisters of the Poor-Chicago Chicago, IL 60614-9614	Funding to purchase Oxygen Concentrators and Alternating Pressure Mattress	10,000
Local Initiatives Support Corporation Chicago, IL 60603	Funding to support Healthy Neighborhoods/Healthy Kids initiative	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Longmont Humane Society Longmont, CO 80501	Funding for Kids & Critters Camp 2011 scholarships and counselor positions	10,000
Lookingglass Theatre Company-Chicago Chicago, IL 60611	Funding to support Education & Community Programs	5,000
Loras College Dubuque, IA 52004-0178	Funding to support Dr. Scholl Internship Away Scholarships	20,000
Lowcountry Children's Center Charleston, SC 29403	Funding for the "Collaborative Community Response to Child Abuse" program	5,000
Loyola Academy Wilmette, IL 60091-1089	Funding to support upgrades to Science labs	10,000
Lumen Christi Institute Chicago, IL 60637	Funding to support University Program in Catholic Thought	5,000
Lyric Opera of Chicago Chicago, IL 60606	Funding for Student Matinee program	100,000
Make-A-Wish Foundation of Northern IL Chicago, IL 60610	Funding to grant wishes for children with life-threatening medical conditions	5,000
Manatee Children's Services, Inc Bradenton, FL 34207	Funding to support counseling, case management and advocacy services targeting the Hispanic population	5,000
Marianjoy Foundation, Inc. Wheaton, IL 60187	Funding to purchase LiteGait System	10,000
Marquette Catholic High School Michigan City, IN 46360	Funding for Learning Any Time Anywhere program	10,000
Maryville Academy Des Plaines, IL 60016	Funding to purchase and install digital overhead projectors	5,000
Mayo Clinic Rochester, MN 55905	Funding for 5 surf scholars & translation research program	50,000
Meals at Home Wilmette, IL 60091	Funding for food expenses and delivery of meals	10,000
Median Green Green Valley, AZ 85614	Funding for Median Revitalization	25,000
Meharry Medical College Nashville, TN 37208-3599	Funding to support the General Scholarship Fund	10,000
Memorial Sloan-Kettering Cancer Center New York, NY 10065	Funding to support Pediatric Psycho-Oncology Fellowship Program	20,000
Mercy Home for Boys & Girls Chicago, IL 60607	Funding for AfterCare Education Program	20,000
Mercy Hospital and Medical Center Chicago, IL 60616-2477	Funding for Anat Baniel Method for Children program	5,000
Mercy Ships Lindale, TX 75771-2020	Funding to support The Orthopaedic Project	10,000
Metropolitan Family Services Chicago, IL 60602-4322	Funding to support the General Counseling Program	15,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Metropolitan Planning Council Chicago, IL 60603	Funding to support Corridor Development Initiative	5,000
Midtown Educational Foundation Chicago, IL 60607	Funding for One-on-One Program	5,000
Midwest Palliative & Hospice Care Center Glenview, IL 60025	Funding to support Families with Children program	15,000
Midwest Young Artists Highwood, IL 60040	Funding for financial aid program	5,000
Millennium Park, Inc. Chicago, IL 60611	Discretionary Grant	10,000
Miracle Flights for Kids Green Valley, NV 89014-2120	Funding for commercial airline tickets	5,000
Misericordia Home/Heart of Mercy Center Chicago, IL 60660-1099	Funding for therapy programs	10,000
Mobile C.A.R.E. Foundation Chicago, IL 60623	Funding for CAMP program	25,000
Monroe Clinic Hospital Foundation Monroe, WI 53566	Funding to support Palliative Care Program	30,000
Mont Mane Health Care Center, Inc Holyoke, MA 01040-2739	Funding for Scoot Chairs	5,000
Morton Arboretum Lisle, IL 60532-1293	Funding for Public Horticulture Internship Program	5,000
Mount Vernon Ladies' Association of the Union Mt Vernon, VA 22121	Funding to support George Washington Teachers Institute	75,000
Museum of Science and Industry Chicago, IL 60637-2093	Funding to support Community Initiatives programs	25,000
Music Institute of Chicago Wilmette, IL 60091	Funding for general operating costs	10,000
Musical Offering Evanston, IL 60202-2267	Funding for scholarship program	5,000
National Association of Anorexia Nervosa & Associated Disorders Naperville, IL 60566	Funding to support Youth Education Services program	5,000
National Captioning Institute Chantilly, VA 20151	Funding to provide access to cable and public television via closed-captioning	15,000
National Center for Missing & Exploited Children Alexandria, VA 22314	Funding to support NetSmartz Workshop program	30,000
National Jewish Health Chicago, IL 60602	Funding for NJ4kids programs	10,000
National Multiple Sclerosis Society- Chicago Chicago, IL 60605	Funding to expand Direct Assistance Program	5,000
National Society for Prevention of Cruelty to Children (NSPCC) London, EC2A 3NH	Funding for ChildLine	30,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
National Strategy Forum Chicago, IL 60604-3503	Funding to support publication of National Strategy Forum Review	25,000
Nature Conservancy-Chicago Chicago, IL 60603-9619	Funding to promote conservation projects in Illinois	20,000
Naval Aviation Museum Foundation, Inc NAS Pensacola, FL 32508-3104	Funding for Symposium "11	5,000
Navy-Marine Corps Relief Society	Discretionary Grant	2,000
New Moms, Inc Chicago, IL 60647	Funding for Rising Star Career Readiness and Education program	5,000
New Trier Township High School District 203 Educational Foundation Northfield, IL 60093	Funding to support educational programs and faculty initiatives	5,000
Newberry Library Chicago, IL 60610	Funding to support activities at Dr. William M Scholl Center for American History and Culture	30,000
North Shore Country Day School Winnetka, IL 60093-4094	Funding to expand science curriculum	10,000
North Shore Senior Center Northfield, IL 60093-3389	Funding to support Health and Exercise Programs	10,000
North Shore Village Evanston, IL 60201	Funding to implement senior membership program	5,000
North Suburban YMCA Northbrook, IL 60062	Partial funding for H A W K S Program	5,000
Northbrook Symphony Orchestra Northbrook, IL 60062	Funding to underwrite collaboration concert	5,000
Northern Illinois Food Bank St Charles, IL 60174-2484	Funding to support Youth Nutrition Program	5,000
NorthShore University Health System Foundation Evanston, IL 60201	Funding to support fellow's tuition at Northwestern University	20,000
Northwestern University Chicago, IL 60611	Funding for Resource Navigator Program	20,000
Notre Dame High School for Girls Chicago, IL 60634-5289	Funding to support Service Learning Program	10,000
Open Books Chicago, IL 60610	Funding to provide reading "Buddies"	10,000
Openlands Project Chicago, IL 60602-1708	Funding to support Building Urban Gardens Education Program	5,000
Opportunity International Oak Brook, IL 60523	Funding for School Loan program	20,000
Orchestral Association/Chicago Symphony Orchestra Chicago, IL 60604-2559	Funding for Civic Orchestra of Chicago	5,000
Ounce of Prevention Fund Chicago, IL 60603	Funding to support the Educare Center	10,000
Our Lady of Sorrows Parish Chicago, IL 60612	Funding to support enrichment programs	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Our Lady of Tepeyac High School Chicago, IL 60623	Funding for need-based financial aid	5,000
Parkways Foundation Chicago, IL 60611	Discretionary Grant	2,000
Parkways Foundation Chicago, IL 60611	Funding for Adaptive Camps programs	5,000
Partners in Christ International Tempe, AZ 85280-0237	Funding to conduct 4 medical clinics	25,000
Pathways Awareness Chicago, IL 60601	Discretionary Grant	5,000
PAWS Chicago Chicago, IL 60609	Funding for community outreach/humane education programs	15,000
Pediatric AIDS Chicago Prevention Initiative Chicago, IL 60606	Funding for Perinatal HIV Enhanced Case Management Program	5,000
PEER Services, Inc Evanston, IL 60201	Funding to add Older Adult Specialist to staff	5,000
Phoenix Art Museum Phoenix, AZ 85004-1685	Funding for College Dance Theatre	5,000
Phoenix Symphony Association Phoenix, AZ 85004	Funding for Classroom Concerts program	5,000
PLAY Boulder Foundation Boulder, CO 80308	Funding to support and expand the Youth Services Initiative	45,000
Police Chaplains Ministry Chicago, IL 60607	Funding to provide non-denominational chaplain services to the Chgo Police Dept	5,000
Posse Foundation, Inc Chicago, IL 60604	Funding for youth leadership and development programs	5,000
Project C.A.M.P. - The Center for Courageous Kids Scottsville, KY 42164	Funding to support 2011 Summer Medical Camp Program	10,000
Project HOPE-People to People Health Foundation, Inc Millwood, VA 22646	Funding for disaster relief mission	15,000
Providence St. Mel School Chicago, IL 60624-2998	Funding to support scholarship fund	50,000
Purdue University West Lafayette, IN 47907	Funding for project for deaf children	25,000
Queen of Angels School Chicago, IL 60025	Funding for Learning Resource Program	5,000
Rainbow Hospice, Inc Park Ridge, IL 60068-3278	Discretionary Grant	2,500
Rainbow House Chicago, IL 60623	Funding for counseling and therapy expense	5,000
Rainbows Itasca, IL 60143	Funding to provide materials to children and train volunteers	5,000
Recording for the Blind & Dyslexic-IL Chicago, IL 60603	Funding to support renovation of Orland Park studio	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Red Cloud Indian School, Inc Pine Ridge, SD 57770	Funding to support Healthy Meals Program	20,000
Regis University Denver, CO 80221-1099	Funding for Arrupe Jesuit H. S. graduates to attend Regis University	15,000
Riding for the Disabled Association IOM Group Kirk Andreas, Isle of Man IM7 3EG	Funding for riding sessions for disabled nders	19,000
Riding for the Disabled Association-Herefordshire Hereford, HR2 6LL	Funding for Holme Lacy Centre's programs	5,000
Robert Crown Center for Health Education Hinsdale, IL 60521	Funding for health education programs	5,000
Robert Morris University, Illinois Chicago, IL 60605	Funding for scholarship program	10,000
Roosevelt University Chicago, IL 60605-1394	Funding to support the Dr Scholl Foundation Scholarship Program	15,000
Rosalind Franklin University - Dr William M Scholl College of Podiatric Medicine North Chicago, IL 60064-3095	Funding for Feet First Exhibit and Scholarship program	225,000
Rosalind Franklin University - Dr William M Scholl College of Podiatric Medicine North Chicago, IL 60064-3095	Funding for Albright Scholarship Award	50,000
Roy Castle Lung Cancer Foundation Liverpool, L13 1FB	Funding for patient support services	30,000
Rush University Medical Center Chicago, IL 60612-3244	Funding to support the Rush Transformation	50,000
Sacred Heart Schools Chicago, IL 60660	Funding for scholarship program	5,000
Safer Foundation Chicago, IL 60661-5701	Funding to support Youth Empowerment Program	10,000
San Miguel Febres Cordero School, Inc Chicago, IL 60651	Funding for scholarship support	50,000
Savannah Science Museum Savannah, GA 31412-9841	Funding to support the Caretta Research Project	5,000
Schwab Rehabilitation Hospital Chicago, IL 60608	Funding to support C A M P Schwab	5,000
Shenff's Auxiliary Volunteers of Green Valley Green Valley, AZ 85614	Funding for Volunteer Program	5,000
Sit Stay Read! Inc Chicago, IL 60641	Funding to support literacy program at Lowell School	5,000
Sojourner Center Phoenix, AZ 85036	Funding to provide emergency shelter and support services	10,000
Southwest Michigan Symphony Orchestra St Joseph, MI 49085	Funding for "Water's Edge Summer Musical Festival"	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Spay and Stay, Inc Grayslake, IL 60030	Funding for Spay Days program	5,000
Special Olympics Illinois Glen Ellyn, IL 60137	Funding to support Chicago MedFest	5,000
St Anthony's Health Center Alton, IL 62002-0340	Funding for treadmill for Stress Lab	12,000
St Francis Hospital Evanston, IL 60202	Funding to purchase high-tech mannequins for medical education program	5,000
St. Gregory the Great High School Chicago, IL 60660	Funding to support scholarship program	5,000
St. James School Highwood, IL 60040	Funding to continue Military Family and San Juan Diego Scholarship Programs	10,000
St Malachy School-Chicago Chicago, IL 60612	Funding for marketing and development program & salary for Development Director	5,000
St. Marcus School Milwaukee, WI 53212	Funding for College Prep Center	5,000
St Martin de Porres High School Waukegan, IL 60085	Funding for Hire4Ed corporate internship	10,000
St Scholastica Academy-Chicago Chicago, IL 60645-1998	Funding for At-Risk Network	5,000
St Thomas More Catholic Church Glendale, AZ 85308	Funding to support Pastoral Care Ministry	10,000
St Vincent de Paul Center Chicago, IL 60614-4366	Funding to support Early Childhood Development Program	5,000
St Vincent's Services Brooklyn, NY 11201	Funding to support American Dream Program	10,000
St Xavier University Chicago, IL 60655	Funding to support scholarship program for nursing students	15,000
Steppenwolf Theatre Company Chicago, IL 60610	Funding to support Young Adults outreach program	10,000
Stetson Hills PTSA Phoenix, AZ 85083	Funding to purchase an Automated External Defibrillator and training kits	5,000
Sunshine Centres for Seniors Toronto, Ontario M4Y 2N7	Funding to assist volunteer program	5,000
Susan G Komen - Chicago Chicago, IL 60631	Funding for free mammogram program	10,000
Swiss Center of North America, Inc. New Glarus, WI 53574	Funding to catalogue and store Swiss-American collection	10,000
Teach for America New York, NY 10018	Funding for Building a Diverse Leadership Force for K-12 Education	30,000
The CARA Program Chicago, IL 60661	Funding for Traditional Job Training and Placement Program	20,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Cradle Foundation Evanston, IL 60201-2794	Funding for Cradle Nursery and Special Needs Infant Care Program	5,000
The Denver Hospice Denver, CO 80246	Funding to support Pathways Palliative Care Program	2,500
The Hadley School for the Blind Winnetka, IL 60093-0299	Funding for Braille Music Reading program	10,000
The Manne Mammal Center Sausalito, CA 94965-2697	Funding to secure additional Americore member for Education Department	15,000
The Neil D Levin Graduate Institute of International Relations and Commerce Foundation, Inc New York, NY 10022	Funding to expand SUNY Global Workforce Project	20,000
The Night Ministry Chicago, IL 60640	Funding for Outreach and Health Ministry Program	10,000
The Philanthropy Roundtable Washington, D C 20036	Funding to support the Alliance for Charitable Reform	5,000
The Renaissance Schools Fund Chicago, IL 60603	Funding to support Chicago Intl Charter School, Loomis	160,000
The Wild Animal Sanctuary Keenesburg, CO 80643	Funding to purchase a used refrigerated food truck	10,000
Thresholds Chicago, IL 60613	Funding to support Child Abuse Prevention Initiative	5,000
Tourmiquet, Inc Whitestone, NY 11357	Funding to support animal rescue shelter	5,000
Trust for Public Land Chicago, IL 60603	Funding for Bloomingdale Trail Project	5,000
Trust for the National Mall Washington, DC 20004	Discretionary Grant	10,000
Trustees of Columbia University New York, NY 10032	Funding for tuition assistance	25,000
Tufts University-Medford North Grafton, MA 01536	Funding to train students for Conservation Medicine projects	10,000
UNICEF-United States Fund Chicago, IL 60611	Funding for "build back better" in Haiti	35,000
United Cerebral Palsy Association- Chicago Chicago, IL 60661	Funding for Ramp Up project	10,000
United Negro College Fund-Chicago Chicago, IL 60603	Funding for scholarship program	10,000
United Service Organizations of Illinois Chicago, IL 60604	Funding to enhance and support core programs	20,000
University of Chicago Chicago, IL 60637	Funding to support needy students in 2010-2011 college academic year	20,000
University of Illinois Foundation Chicago, IL 60608-1203	Funding for Illinois Promise	75,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
University of Illinois Foundation Chicago, IL 60608-1203	Funding for Chicago Diabetes Project - Other Than Non-Human Primate Research	150,000
University of St Francis Joliet, IL 60435	Funding for Environmental Research Intern Project	5,000
University of St Mary of the Lake Mundelein, IL 60060	Funding for Mundelein Sacred Letters Collection Project	15,000
University of Wisconsin - Platteville Foundation Platteville, WI 53818	Funding to support the STEM programs	5,000
Upper Room Kansas City, MO 64130-4241	Funding for Reading Programs	10,000
Urban Initiatives Chicago, IL 60661	Funding for Work to Play Program	5,000
Vermilion County War Museum Danville, IL 61832	Funding for general operating costs	5,000
Village Treasure House Northbrook, IL 60062	Funding to support Bright Futures Scholarship Fund	5,000
Visitation Catholic School Chicago, IL 60609	Discretionary Grant	3,160
Washington Jesuit Academy Washington, DC 20017	Funding for scholarship programs	10,000
Waste Not, Inc Scottsdale, AZ 85257	Funding to help maintain refrigerated food delivery trucks	5,000
Wetlands Initiative Chicago, IL 60604	Funding for aquatic restoration projects	5,000
Whizz-Kidz (Movement for Non Mobile Children) London, SW1E 5EH	Funding for mobility equipment	20,000
Window to the World Communications, Inc Chicago, IL 60625	Funding for programming for children	25,000
Wings of Wonder Empire, MI 49630	Funding for annual food expense for raptors	5,000
Winnetka Historical Society Winnetka, IL 60093	Funding for roof replacement	10,000
Women In Film Foundation Los Angeles, CA 90048	Funding to support Legacy Series project	20,000
World Relief Corporation Baltimore, MD 21202-1602	Funding to support Sustainable Agricultural Program	20,000
YMCA of Metropolitan Chicago Chicago, IL 60610-3316	Funding for out-of-school programming	10,000
YMCA of Metropolitan Chicago Chicago, IL 60610-3316	DLR - Funding for Community Schools Program	5,000
Y-ME National Breast Cancer Organization Chicago, IL 60603	Funding to support YourShoes program	10,000
YWCA of Metropolitan Chicago Chicago, IL 60601	Funding to support Violence Prevention Education	10,000

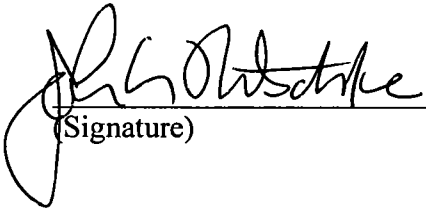
DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2010
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>		<u>Purpose of Grant</u>	<u>Amount</u>
Zacharias Sexual Abuse Center Gurnee, IL 60031		Funding for Children's Program	5,000
Count	362	Total	6,465,660

**Section 4942(h)(2) Election
As to the Treatment of Qualifying Distributions**

Dr. Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
FEIN: 36-6068724
FYE: December 31, 2010

Pursuant to IRC Section 4942(h)(2) and regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat \$1,466,355 of current-year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.


(Signature)

JOHN A. NITSCHE
(Name)

Treasurer
(Title)