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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 , and ending

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

Name of foundation <b>State Farm Companies Foundation</b>		A Employer identification number <b>36-6110423</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(309) 766-3313</b>
PO Box 2321, FSS Tax Filing City or town, state, and ZIP code <b>Bloomington IL 61702-2321</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>9,191,871</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	12,516,375			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	56,297	56,297		
4 Dividends and interest from securities	0	0		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		6,446,856		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	6,810	0	0	
12 Total. Add lines 1 through 11	12,579,482	6,503,153	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	142,098	223	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	65,029	0	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	0	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	207,127	223	0	0
25 Contributions, gifts, grants paid	16,364,685			16,364,685
26 Total expenses and disbursements. Add lines 24 and 25	16,571,812	223	0	16,364,685
27 Subtract line 26 from line 12	-3,992,330			
a Excess of revenue over expenses and disbursements		6,502,930		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

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

Form **990-PF** (2010)

(HTA)

5/6/8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	2,680,202	1,174,382	1,174,382		
	2	Savings and temporary cash investments	10,691,700	8,017,489	8,017,489		
	3	Accounts receivable	0				
		Less allowance for doubtful accounts	0	111	0		
	4	Pledges receivable	0				
		Less allowance for doubtful accounts	0	0	0		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0		
	7	Other notes and loans receivable (attach schedule)	0				
		Less allowance for doubtful accounts	0	0	0		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0		
	b	Investments—corporate stock (attach schedule)	500,000	0	0		
	c	Investments—corporate bonds (attach schedule)	0	0	0		
	Liabilities	11	Investments—land, buildings, and equipment basis	0			
		Less accumulated depreciation (attach schedule)	0	0	0		
12		Investments—mortgage loans					
13		Investments—other (attach schedule)	0	0	0		
14		Land, buildings, and equipment basis	0				
		Less accumulated depreciation (attach schedule)	0	0	0		
15		Other assets (describe )	0	0	0		
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,872,013	9,191,871	9,191,871		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0			
	21	Mortgages and other notes payable (attach schedule)	0	0			
	22	Other liabilities (describe Federal Tax Payable )	0	15,918			
	23	Total liabilities (add lines 17 through 22)	0	15,918			
	24	Unrestricted					
	25	Temporarily restricted					
Net Assets or Fund Balances	26	Permanently restricted					
	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	13,872,013	9,175,953			
	30	Total net assets or fund balances (see page 17 of the instructions)	13,872,013	9,175,953			
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,872,013	9,191,871			

## 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	13,872,013
2	Enter amount from Part I, line 27a	2	-3,992,330
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	9,879,683
5	Decreases not included in line 2 (itemize) Book Capital Loss on Investments	5	703,730
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,175,953

**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.)
<b>1a</b> Common Stock - ADC Telecome, Inc - 790,000 Shares	D	Various	Various - 2010
<b>b</b> Common Stock - Nokia Corp - 649,100 Shares	D	4/14/1998	5/10/2010
<b>c</b> Preferred Stock 5,000 shares One United Bank - Abandonment	D	12/10/1993	6/29/2010
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 5,075,757	0	530,031	4,545,726
<b>b</b> 7,236,888	0	4,835,758	2,401,130
<b>c</b> 0	0	500,000	-500,000
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b> 0	0	0	4,545,726
<b>b</b> 0	0	0	2,401,130
<b>c</b> 0	0	0	-500,000
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

<b>2</b> 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 }	<b>2</b>	6,446,856
<b>3</b> 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 }	<b>3</b>	0

**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.

<b>1</b> Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	21,381,888	17,439,907	1.226032
2008	20,149,723	17,176,201	1.173119
2007	19,520,062	16,275,221	1.199373
2006	19,612,613	18,336,242	1.069609
2005	20,269,093	17,271,786	1.173538
<b>2</b> Total of line 1, column (d)		<b>2</b>	5.841671
<b>3</b> 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		<b>3</b>	1.168334
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		<b>4</b>	13,607,614
<b>5</b> Multiply line 4 by line 3		<b>5</b>	15,898,238
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b>	65,029
<b>7</b> Add lines 5 and 6		<b>7</b>	15,963,267
<b>8</b> 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.		<b>8</b>	16,364,685

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	65,029
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	65,029
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	65,029
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	65,041	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	65,041	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
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	12	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes Exhibit 9	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**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 <b>►</b> N/A				
14	The books are in care of <b>►</b> Dale Egeberg Telephone no <b>►</b> (309)766-2219			
Located at <b>►</b> One State Farm Plaza Bloomington IL ZIP+4 <b>►</b> 61710-0001				
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 <b>►</b> 15			
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 <b>►</b>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b> <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>►</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
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)?**5b**

X

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**6b**

X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
Exhibit #5		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0

**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
NONE				

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

**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
NONE		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1 Not Applicable</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1 Not Applicable</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	0
<b>Total. Add lines 1 through 3</b>	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,832,368
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,982,469
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	13,814,837
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	13,814,837
<b>4</b>	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	207,223
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	13,607,614
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	680,381

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	680,381
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	65,029
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	65,029
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	615,352
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	615,352
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	615,352

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	16,364,685
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	16,364,685
<b>5</b>	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)	<b>5</b>	65,029
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	16,299,656

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				615,352
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	19,714,768			
<b>b</b> From 2006	19,075,111			
<b>c</b> From 2007	18,980,161			
<b>d</b> From 2008	19,582,755			
<b>e</b> From 2009	20,875,437			
<b>f</b> Total of lines 3a through e	98,228,232			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 16,364,685				
<b>a</b> Applied to 2009, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				615,352
<b>e</b> Remaining amount distributed out of corpus	15,749,333			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	113,977,565			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	19,714,768			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	94,262,797			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	19,075,111			
<b>b</b> Excess from 2007	18,980,161			
<b>c</b> Excess from 2008	19,582,755			
<b>d</b> Excess from 2009	20,875,437			
<b>e</b> Excess from 2010	15,749,333			

**N/A**

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

**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
<b>a</b> <i>Paid during the year</i> Individual - Exhibit 7		N/A	Exhibit 7, Page 1 of 11	90,000
Organization - Exhibit 7		See Note on	Exhibit 7, Page 11 of 11	16,274,685
<b>Total</b>			▶ <b>3a</b>	16,364,685
<b>b</b> <i>Approved for future payment</i> Organization - Exhibit 8		See Note on	Exhibit 8	8,297,858
<b>Total</b>			▶ <b>3b</b>	8,297,858

## Enter gross amounts unless otherwise indicated.

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2010)



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2010**

Name of the organization

Employer identification number

State Farm Companies Foundation

36-6110423

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization State Farm Companies Foundation	Employer identification number 36-6110423
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	State Farm Mutual Automobile Insurance Company One State Farm Plaza Bloomington IL 61710-0001 Foreign State or Province Foreign Country	\$ 5,214,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	State Farm Mutual Automobile Insurance Company One State Farm Plaza Bloomington IL 61710-0001 Foreign State or Province Foreign Country	\$ 7,302,375	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	   Foreign State or Province: Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	   Foreign State or Province: Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	   Foreign State or Province: Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	   Foreign State or Province: Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization State Farm Companies Foundation	Employer identification number 36-6110423
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ADC Telecommunications, Inc - 790,000 shares	\$ 5,214,000	2/23/2010
2	Nokia Corporation ADR - 649,100 shares	\$ 7,302,375	5/10/2010
		\$ 0	
		\$ 0	
		\$ 0	
		\$ 0	
		\$ 0	

Name of organization State Farm Companies Foundation	Employer identification number 36-6110423
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0

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

**Line 11 (990-PF) - Other Income**

Exhibit I

		6,810	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Foreign Exchange Adjustment	6,810	0	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

**Line 16c (990-PF) - Other Fees**

Exhibit 2

		142,098	223	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Custody Fees	223	223		
2	Outsourcing Fees	110,825			
3	Scholarship Administration Fees	31,025			
4	Filing Fees and Other Expenses	25			
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

Exhibit 3

		65,029	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	65,029			
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

**Part II, Line 10b (990-PF) - Investments - Corporate Stock** Exhibit 4

						500,000	0	500,000	0
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1	Preferred Stock - One United Bank		500,000		0	500,000			0
2									
3									
4									
5									
6									
7									
8									
9									
10									

Edward B. Rust Jr.; Chairman of the Board and President  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Mary Crego; Vice President and Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Paul J. Smith; Treasurer  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Duane Farrington, Vice President and Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Michael Tipsord; Vice President  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Don Heltner, Vice President – Fixed Income  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Dale Egeberg, Assistant Treasurer  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Brian Boyden, Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Kellie Clapper, Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Lori Manning; Assistant Secretary  
One State Farm Plaza, Bloomington, IL 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

David Beigie; Vice President - Programs  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Karen Mayfield; Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Dr. W.H. Knight, Jr.; Director  
3730 42<sup>nd</sup> Ave. South  
Seattle, WA 98144  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Dr. Susan Phillips; Director  
The George Washington University  
2201 G Street NW, Suite 660  
Washington, DC 20052  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.



State Farm Companies Foundation  
December 31, 2010  
Form 990-PF  
36-6110423  
Part XV, Line 2

A. The name, address, and telephone number of the person to whom application should be addressed:

Lori Manning  
(309) 766-9739  
State Farm Companies Foundation  
One State Farm Plaza  
Bloomington, Illinois 61710

B. Form in which applications should be submitted and information and materials they should include:

Foundation Scholarship Program	- Specific entry form
Doctoral Program	- Specific application form Grade transcripts Three recommendation letters Doctoral dissertation proposal
Matching Gift Program	- Specific application form
Good Neighbor Grant Program	- Specific application form

C. Submission deadlines:

Foundation Scholarship Program	- February 28 each year
Doctoral Program	- March 31 each year
Matching Gift Program	- One year after date of contribution
Good Neighbor Grant Program	- March 31 for previous year's volunteer hours

D. Restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Foundation Scholarship Program

- Parents and legal guardians must be a State Farm Company employee, agent, or retiree.

Doctoral Program

- Must be a U.S. citizen, **have completed a major portion of coursework, enrolled in a graduate-degree program, have an approved proposal**

Matching Gift Program

- Must be two or four-year or above degree, granting U.S. accredited college or university.

Good Neighbor Grant Program

- Must volunteer at least 40 hours a year to a qualified nonprofit organization, public or private school, or government municipality.

**State Farm Companies Foundation**  
**36-06110423**  
**FORM 990-PF, 2010**

**Doctoral Dissertation on Insurance and Business**

<b>Individuals:</b>	
Danny Yagan	10,000.00
David Huelsbeck	10,000.00
Enca Turner	10,000.00
Joel Cobb	10,000.00
Kenzo Sung	10,000 00
Kerstan Cole	10,000 00
Laura Olson	10,000 00
Mathew Isaac	10,000 00
Sola Takahashi	<u>10,000 00</u>
<b>Total Individuals:</b>	<b>90,000 00</b>

**Note: None of the above individuals were related to the Foundation Manager or Substantial Contributor**

State Farm Companies Foundation  
36-06110423  
FORM 990-PF, 2010

**Note: The organizations listed below are not private foundations. They are either public charities, educational institutions, or divisions of state and local governments.**

**Other Education Awards**

American Indian College Fund	Denver, CO	37,500 00
America's Promise-The Alliance for Youth	Washington, DC	1,000,000 00
Association of American Colleges & Universities	Washington, DC	225,000 00
BroMenn Foundation	Normal, IL	500,000 00
Chicago Public Education Fund	Chicago, IL	150,000 00
Hispanic Scholarship Fund	San Francisco, CA	72,000 00
Illinois State University Foundation	Normal, IL	787,300 00
Illinois Wesleyan University	Bloomington, IL	25,000 00
Illinois Wesleyan University	Bloomington, IL	55,358 00
Illinois Wesleyan University	Bloomington, IL	20,000.00
Illinois Wesleyan University	Bloomington, IL	3,000,000.00
National Board for Professional Teaching Standards	Arlington, VA	330,000 00
National Merit Scholarship Corporation	Evanston, IL	1,883,629 00
University of Illinois	Champaign, IL	100,000 00
University of Illinois at Urbana-Champaign	Champaign, IL	405,000 00
<b>Total Other Education Awards</b>		<b>8,590,787 00</b>

**United Way**

Ada Regional United Way, Inc	Ada, OK	154 00
Albemarle Area United Way, Inc	Elizabeth City, NC	22 00
Aloha United Way	Honolulu, HI	1,848 00
Barrington Area United Way	Barrington, IL	423 50
Bartlesville Regional United Way	Bartlesville, OK	44 00
Batavia United Way	Batavia, IL	440.00
Brown County United Way	Green Bay, WI	154 00
Bureau County United Way	Princeton, IL	66.00
Cape Fear Area United Way	Wilmington, NC	374 00
Capital Area United Way	Baton Rouge, LA	7,282 00
Capital Area United Way, Inc	East Lansing, MI	176 00
Catawba County United Way	Hickory, NC	176 00
Cedar Valley United Way	Waterloo, IA	242 00
Centre County United Way	State College, PA	132 00
Clearfield Area United Way, Inc	Clearfield, PA	66 00
Colona-Green Rock-Onon United Way, Inc	Colona, IL	264 00
Cooke County United Way	Gainsville, TX	22 00
Copper County United Way	Houghton, MI	44 00
County United Way	Cumberland, MD	44 00
Cowlitz County United Way	Longview, WA	506 00
Crow Wing County United Way	Brainerd, MN	110 00
Davie County United Way, Inc	Mocksville, NC	66 00
Erath County United Way	Stephenville, TX	22 00
Finney County United Way	Garden City, KS	154 00
Foothills United Way	Lafayette, CO	242 00
Fox Valley United Way	Aurora, IL	528 00
Franklin/Southampton Area United Way	Franklin, VA	110 00
Fulton County United Way	Rochester, IN	44 00
Genoa-Kingston United Way	Genoa, IL	22 00
Granville County United Way	Oxford, NC	44.00
Great Rivers United Way, Inc.	Onalaska, WI	154.00
Greater Gallatin United Way	Bozeman, MT	198.00
Greater Kalamazoo United Way	Kalamazoo, MI	8,910 00
Greater Longview United Way	Longview, TX	22 00
Greater Mankato Area United Way, Inc.	Mankato, MN	308 00
Greater Susquehanna Valley United Way	Sunbury, PA	110 00

Greater Twin Cities United Way	Minneapolis, MN	9,834 00
Greater Valdosta United Way	Romerton, GA	132 00
Guadalupe County United Way	Sequin, TX	88 00
Hamson County United Way	Marshall, TX	88 00
Harvey County United Way	Newton, KS	44 00
Hawaii Island United Way, Inc	Hilo, HI	66 00
Heart of Arkansas United Way	Little Rock, AR	3,454 00
Heart of Florida United Way	Orlando, FL	4,686 00
Heart of Illinois United Way	Peoria, IL	704 00
Heart of Kentucky United Way	Danville, KY	220 00
Heart of Missouri United Way, Inc	Columbia, MO	24,882 00
Heart of the Ozarks United Way	West Plains, MO	66 00
Heart of West Michigan United Way	Grand Rapids, MI	3,300 00
Heartland United Way, Inc	Grand Island, NE	418 00
Henderson County United Way	Athens, TX	22 00
Henry County United Way, Inc	Clinton, MO	22 00
Hentage United Way	Manchester, NH	352 00
High Country United Way	Boone, NC	22 00
Hopkins County United Way	Sulphur Springs, TX	22 00
Inland Empire United Way	Rancho Cucamonga, CA	6,512.00
Jackson County United Way	Seymour, IN	22 00
Jennings County United Way, Inc	North Vernon, IN	22 00
Johnson County United Way	Warrensburg, MO	22 00
Kauai United Way	Lihue, HI	22 00
Kerr County United Way	Kerville, TX	88 00
Kewanee Area United Way	Kewanee, IL	22 00
Kishwaukee United Way	Dekalb, IL	22 00
Lake Area United Way	Gnffith, IN	1,496 00
Lake Area United Way, Inc	Muskogee, OK	110 00
Lenawee United Way	Adnan, MI	22 00
Livingston County United Way	Brighton, MI	66.00
Logan County United Way	Sterling, CO	44 00
Lubbock Area United Way, Inc	Lubbock, TX	22 00
Lycoming County United Way	Williamsport, PA	110 00
Marshall United Way	Marshall, MI	3,938 00
Matagorda County United Way	Big City, TX	44 00
Maur United Way	Wailuku, HI	176 00
Mecosta-Osceola United Way	Big Rapids, MI	22 00
Mesa United Way	Mesa, AZ	242 00
Metro United Way, Inc	Jeffersonville, IN	506 00
Metro United Way, Inc	Louisville, KY	968 00
Middlesex United Way, Inc	Middleton, CT	132 00
Mid-Plains United Way, Inc	North Platte, NE	330 00
Mile High United Way, Inc	Denver, CO	8,998 00
Missouri Slope Areawide United Way	Bismarck, ND	242 00
Montgomery County United Way	The Woodlands, TX	858 00
Nacogdoches County United Way	Nacogdoches, TX	22 00
North Suburban United Way	Northbrook, IL	423 50
Northwest Suburban United Way	Mt. Prospect, IL	2,090 00
Orange County United Way	Irvine, CA	13,002 00
Otsego County United Way, Inc	Gaylord, MI	176 00
Person County United Way	Roxboro, NC	44 00
Pikes Peak United Way	Colorado Springs, CO	946 00
Pleasant Hill Community United Way	Pleasant Hill, MO	22 00
Praineland United Way	Jacksonville, IL	286 00
Pueblo County United Way, Inc	Pueblo, CO	308 00
Rappahannock United Way	Fredericksburg, VA	396 00
River Cities United Way	Lake Havasu City, AZ	44.00
River Region United Way	Montgomery, AL	990 00
River Valley United Way, Inc	Russellville, AR	22 00
Roanoke Valley United Way, Inc	Roanoke Rapids, NC	22 00
Rowan County United Way	Salisbury, NM	88 00
Salina Area United Way	Salina, KS	242 00
San Juan United Way	Farmington, NM	44 00
Sedalia-Pettis County United Way	Sedalia, MO	22 00
Shiawassee United Way	Owosso, MI	22.00
Sioux Empire United Way, Inc	Sioux Falls, SD	506 00
Somerset County United Way	Bridgewater, NJ	264 00
Souris Valley United Way	Minot, ND	66 00
South Milam County United Way	Rockdale, TX	44.00
South-Southwest Suburban United Way	Crestwood, IL	2,090 00
Spokane County United Way	Spokane, WA	1,078 00
St John United Way	Reserve, LA	44 00

St Landry-Evangeline United Way	Opelousas, LA	22 00
Stillwater Area United Way, Inc	Stillwater, OK	110 00
Streator Area United Way, Inc.	Streator, IL	44 00
Terrell/Kaufman United Way	Terrell, TX	418 00
The Eaton County United Way	Charlotte, MI	66 00
The Greater Valdosta United Way, Inc	Valdosta, FL	22 00
The Piedmont United Way	Culpepper, VA	2,288 00
The United Way of Butler County	Butler, PA	352 00
The United Way of Central Illinois, Inc	Springfield, IL	528 00
The United Way of Prince Edward County, Inc	Farmville, VA	682 00
Thief River Falls Area United Way	Thief River Falls, MN	110 00
Tioga United Way Inc	Owego, NY	22 00
Trident United Way	North Charleston, SC	1,452 00
Tulsa Area United Way	Tulsa, OK	22,132 00
Twin County United Way	Lewiston, ID	66 00
Union County United Way	Lewisburg, PA	154 00
United Way - Thomas Jefferson Area	Charlottesville, VA	17,798 00
United Way Alliance of the Mid-Ohio Valley	Vienna, WV	352 00
United Way and Community Foundation of Northwest Iowa	Fort Dodge, IA	308 00
United Way California Capital Region	Sacramento, CA	6,886 00
United Way Capital Area	Austin, TX	10,846 00
United Way for South Louisiana	Houma, LA	220 00
United Way for Southeastern Michigan	Detroit, MI	8,514 00
United Way Greater New Orleans - Tangipahoa	Hammond, LA	110 00
United Way for the Greater New Orleans Area	New Orleans, LA	4,664 00
United Way Fox Cities, Inc	Menasha, WI	528 00
United Way Greater Cleveland	Cleveland, OH	2,112 00
United Way of Abilene	Abilene, TX	44 00
United Way of Acadiana	Lafayette, LA	1,210 00
United Way of Adair County/Northeast Missouri	Kirksville, MO	44 00
United Way of Adams County	Decatur, IN	66 00
United Way of Adams County	Gettysburg, PA	154 00
United Way of Adams County, Inc	Quincy, IL	88 00
United Way of Aiken County, Inc	Aiken, SC	44 00
United Way of Alamance County, Inc	Burlington, NC	66 00
United Way of Allegheny County	Pittsburgh, PA	1,782 00
United Way of Allen County	Ft Wayne, IN	748 00
United Way of Amarillo and Canyon	Amarillo, TX	22 00
United Way of Anchorage	Anchorage, AK	1,012 00
United Way of Anderson County	Anderson, SC	110 00
United Way of Angelina County	Lufkin, TX	22 00
United Way of Armstrong County	Kittanning, PA	154 00
United Way of Asheville & Buncombe County	Asheville, NC	220 00
United Way of Atlantic County	Galloway, NJ	88 00
United Way of Bartholomew County	Columbus, IN	110 00
United Way of Barton County	Great Bend, KS	66 00
United Way of Bay County	Cartersville, GA	22 00
United Way of Bartow County, Inc	Bay City, MI	66 00
United Way of Beaumont and North Jefferson County	Beaumont, TX	22 00
United Way of Beaver County	Monaca, PA	264 00
United Way of Becker County	Detroit Lakes, MN	66 00
United Way of Bedford County	Bedford, PA	154 00
United Way of Bemidji Area	Bemidji, MN	132 00
United Way of Benton & Lincoln Counties	Kennewick, WA	198 00
United Way of Benton and Franklin Counties	Corvallis, OR	22 00
United Way of Bergen County	Paramus, NJ	1,188 00
United Way of Berks County	Reading, PA	374 00
United Way of Bladen County	Elizabethtown, NC	22 00
United Way of Blair County	Altoona, PA	88 00
United Way of Boone County	Belvidere, IL	110 00
United Way of Boone County	Hamson, AR	22 00
United Way of Bourbon County	Fort Scott, KS	44 00
United Way of Brazoria County	Angleton, TX	1,012 00
United Way of Brevard County	Cocoa, FL	616 00
United Way of Broome County, Inc	Binghamton, NY	176 00
United Way of Broward County	Ft. Lauderdale, FL	7,458 00
United Way of Bucks County	Fairless Hills, PA	836 00
United Way of Buffalo & Erie County	Buffalo, NY	770 00
United Way of Burlington County	Rancocas, NJ	308 00
United Way of Butte & Glenn Counties	Chico, CA	220 00
United Way of Butte and Anaconda	Butte, MT	66 00
United Way of Cache Valley	Logan, UT	66 00
United Way of Caldwell County	Lenoir, NC	66 00

United Way of Calvert County	Prince Frederick, MD	154 00
United Way of Camden County	Camden, NJ	154 00
United Way of Camden County, Inc	Kingsland, GA	22.00
United Way of Campbell County	Gillette, WY	66 00
United Way of Cape May County	Wildwood, NJ	22 00
United Way of Caroline County, MD, Inc.	Denton, MD	22 00
United Way of Cascade County	Great Falls, MT	110 00
United Way of Cass-Clay	Fargo, ND	330.00
United Way of Cayuga County, Inc.	Auburn, NY	44 00
United Way of Cecil County	Elkton, MD	132 00
United Way of Central & Southern Utah	Provo, UT	198 00
United Way of Central Alabama, Inc	Birmingham, AL	25,960 00
United Way of Central and Northeastern Connecticut	Hartford, CT	242 00
United Way of Central Arkansas, Inc.	Conway, AR	66 00
United Way of Central Carolina's	Charlotte, NC	1,474 00
United Way of Central Florida	Highland City, FL	32,186 00
United Way of Central Georgia, Inc.	Macon, GA	1,188 00
United Way of Central Indiana	Indianapolis, IN	5,698 00
United Way of Central Iowa	Des Moines, IA	2,354 00
United Way of Central Kane County	Saint Charles, IL	440 00
United Way of Central Louisiana	Alexandria, LA	440 00
United Way of Central Maryland	Baltimore, MD	5,610 00
United Way of Central Minnesota	St Cloud, MN	396 00
United Way of Central Missouri	Jefferson City, MO	132 00
United Way of Central New Mexico	Albuquerque, NM	2,574 00
United Way of Central New York, Inc	Syracuse, NY	660 00
United Way of Central Ohio	Columbus, OH	5,808 00
United Way of Central Oklahoma, Inc	Oklahoma City, OK	2,244 00
United Way of Central Texas	Temple, TX	66 00
United Way of Central Virginia, Inc.	Lynchburg, VA	220 00
United Way of Central Washington	Yakima, WA	154 00
United Way of Central West Virginia	Charleston, WV	1,254 00
United Way of Champaign County	Champaign, IL	374 00
United Way of Charles County, Inc	La Plata, MD	220.00
United Way of Charlotte County, Inc.	Port Charlotte, FL	198 00
United Way of Chaves County	Roswell, NM	132 00
United Way of Chelan and Douglas Counties	Wenatchee, WA	88 00
United Way of Chester County	West Chester, PA	352.00
United Way of Chittenden County Inc.	South Burlington, VT	44 00
United Way of Citrus County	Crystal River, FL	88 00
United Way of Clanton County	Clanton, PA	154 00
United Way of Clark County	Arkadelphia, AR	22 00
United Way of Cleveland County, Inc	Shelby, NC	22 00
United Way of Clinton County, Inc	Frankfort, IN	572 00
United Way of Coastal Bend	Corpus Christi, TX	88 00
United Way of Coastal Carolina, Inc	New Bern, NC	66 00
United Way of Coastal Fairfield County	Bridgeport, CT	88 00
United Way of Coastal Georgia, Inc.	Brunswick, GA	110 00
United Way of Coles County, IL	Mattoon, IL	242 00
United Way of Collier County, Inc.	Naples, FL	132 00
United Way of Columbia County	Bloomsburg, PA	154 00
United Way of Columbia County	Magnolia, AR	66 00
United Way of Comal County	New Braunfels, TX	374 00
United Way of Commerce	Commerce, TX	22 00
United Way of Crawford County	Pittsburg, KS	22 00
United Way of Cumberland County	Fayetteville, NC	198 00
United Way of Dane County, Inc	Madison, WI	880 00
United Way of Danville & Pittsylvania County	Danville, VA	22 00
United Way of Danville, Inc.	Attica, IN	396 00
United Way of Davidson County, Inc.	Lexington, NC	132 00
United Way of Decatur and Mid IL	Decatur, IL	286 00
United Way of DeKalb County, Inc	Auburn, IN	66 00
United Way of Delaware County	Grove, OK	22.00
United Way of Delaware County	Jay, OK	22 00
United Way of Delaware County, Inc	Muncie, IN	198 00
United Way of Delaware County, Inc	Delaware, OH	374 00
United Way of Delaware, Inc	Wilmington, DE	1,298 00
United Way of Delta County	Escanaba, MI	22.00
United Way of Denton County	Denton, TX	7,062.00
United Way of Deschutes County	Bend, OR	198.00
United Way of Dixie	Saint George, UT	66.00
United Way of Dodge City	Dodge City, KS	66 00
United Way of Douglas & Pope Counties	Alexandria, MN	66 00

United Way of Dutchess County	Poughkeepsie, NY	110 00
United Way of East Central Alabama, Inc	Anniston, AL	220 00
United Way of East Central Iowa	Cedar Rapids, IA	704 00
United Way of East Mississippi & West Alabama	Mendian, MS	198 00
United Way of Eastern LaSalle County	Ottawa, IL	132 00
United Way of Eastern Maine	Bangor, ME	66 00
United Way of Eastern New Mexico	Clovis, NM	44 00
United Way of Eastern Oregon	La Grande, OR	22 00
United Way of El Paso County	El Paso, TX	12,738 00
United Way of Elgin	Elgin, IL	440 00
United Way of Elkhart County, Inc	Elkhart, IN	308.00
United Way of Ellis County	Hays, KS	22.00
United Way of Enid & Northwest Oklahoma, Inc	Enid, OK	44 00
United Way of Ene County	Erie, PA	264 00
United Way of Ene County, Inc	Sandusky, OH	220 00
United Way of Escambia County, Inc	Pensacola, FL	242 00
United Way of Essex and West Hudson	Newark, NJ	1,232 00
United Way of Fairfield County	Lancaster, OH	264 00
United Way of Flathead, Lake, Lincoln Glacier & Sanders Counties	Kalispell, MT	88 00
United Way of Florence County	Florence, SC	198 00
United Way of Forsyth County	Winston-Salem, NC	462 00
United Way of Forsyth County, Inc	Cumming, GA	88 00
United Way of Fort Smith Area, Inc	Fort Smith, AR	198 00
United Way of Franklin County	Brookville, IN	66 00
United Way of Franklin County	Chambersburg, PA	198 00
United Way of Franklin County	Rocky Mount, VA	88 00
United Way of Franklin County Association	Ottawa, KS	22 00
United Way of Frederck County, Inc	Frederick, MD	8,426 00
United Way of Fresco County	Fresno, CA	2,112 00
United Way of Front Royal/Warren County	Front Royal, VA	44 00
United Way of Galveston, Inc	Galveston, TX	726 00
United Way of Garfield County	Rifle, CO	66.00
United Way of Garland County	Hot Springs, AR	308 00
United Way of Gaston County, Inc	Gastonia, NC	110 00
United Way of Genesee County	Flint, MI	638 00
United Way of Gloucester County	Thorofare, NJ	110 00
United Way of Grand Forks, E Grand Forks and Area	Grand Forks, ND	88 00
United Way of Grant County	Moses Lake, WA	44 00
United Way of Grant County, Inc	Marion, IN	66.00
United Way of Gratiot County	Alma, MI	22 00
United Way of Grays Harbor	Aberdeen, WA	132 00
United Way of Grayson County	Sherman, TX	660 00
United Way of Greater Augusta	Fishersville, VA	1,166 00
United Way of Greater Battle Creek, Inc	Battle Creek, MI	2,288 00
United Way of Greater Chattanooga	Lafayette, GA	154 00
United Way of Greater Chattanooga	Chattanooga, TN	374 00
United Way of Greater Cincinnati	Cincinnati, OH	2,310 00
United Way of Greater Duluth, Inc	Duluth, MN	308 00
United Way of Greater Eau Claire	Eau Claire, WI	330 00
United Way of Greater Greensboro	Greensboro, NC	308 00
United Way of Greater High Point, Inc	High Point, NC	440 00
United Way of Greater Houston	Houston, TX	9,262 00
United Way of Greater Kansas City	Kansas City, MO	5,368 00
United Way of Greater Knoxville	Knoxville, TN	990 00
United Way of Greater LaPorte County	La Porte, IN	242 00
United Way of Greater Lafayette & Tippecanoe County	Lafayette, IN	10,538 00
United Way of Greater Lima, Inc.	Lima, OH	132 00
United Way of Greater Los Angeles	Los Angeles, CA	6,930 00
United Way of Greater McHenry County, Inc.	McHenry, IL	660 00
United Way of Greater Mercer, Inc	Lawrenceville, NJ	22 00
United Way of Greater Milwaukee	Milwaukee, WI	3,586 00
United Way of Greater New Haven	New Haven, CT	440 00
United Way of Greater Oneida, Inc	Oneida, NY	220 00
United Way of Greater Portland	Portland, ME	440 00
United Way of Greater Richmond & Petersburg	Richmond, VA	2,068 00
United Way of Greater Rochester, Inc.	Rochester, NY	2,508 00
United Way of Greater St. Joseph	St Joseph, MO	176 00
United Way of Greater St. Louis, Inc.	St Louis, MO	17,666 00
United Way of Greater Stark County	Canton, OH	66.00
United Way of Greater Texarkana, Inc	Texarkana, TX	66 00
United Way of Greater Toledo	Toledo, OH	638 00
United Way of Greater Topeka	Topeka, KS	418 00
United Way of Greater Union	Elizabeth, NJ	506 00



United Way of Greater Williamsburg	Williamsburg, VA	132 00
United Way of Greenbriar Valley	Lewisburg, WV	22 00
United Way of Greenville County, Inc	Greenville, SC	1,936 00
United Way of Grundy County	Moms, IL	11 00
United Way of Grundy County	Trenton, MO	22 00
United Way of Guernsey and Noble Counties	Cambridge, OH	176 00
United Way of Hall County, Inc	Gainesville, GA	88 00
United Way of Hancock County	Findlay, OH	66 00
United Way of Harnett County	Dunn, NC	88.00
United Way of Harrison County, Inc.	Clarksburg, WV	506 00
United Way of Harrisonburg & Rockingham Counties	Harrisonburg, VA	154 00
United Way of Hays County	San Marcos, TX	308 00
United Way of Henderson County, Inc	Hendersonville, NC	88 00
United Way of Henry County & Martinsville	Martinsville, VA	22 00
United Way of Hernando County, Inc.	Spring Hill, FL	286 00
United Way of Hood County	Granbury, TX	22 00
United Way of Horry County, Inc	Conway, SC	726 00
United Way of Howard County	Kokomo, IN	110 00
United Way of Hunt County, Inc	Greenville, TX	110 00
United Way of Hunterdon County	Flemington, NJ	110 00
United Way of Huntington County	Huntington, IN	22 00
United Way of Ikena, Inc	New Iberia, LA	132 00
United Way of Idaho Falls & Bonneville County	Idaho Falls, ID	110 00
United Way of Illinois Valley Inc	La Salle, IL	154 00
United Way of Independence County, Inc	Batesville, AR	132 00
United Way of Indian River County	Vero Beach, FL	22 00
United Way of Indiana County	Indiana, PA	132 00
United Way of Iredell County	Statesville, NC	44 00
United Way of Iron County, Inc	Cedar City, UT	44 00
United Way of Isabella County, Inc	Mt. Pleasant, MI	132 00
United Way of Island County	Oak Harbor, WA	22 00
United Way of Jackson & George Counties	Pascagoula, MS	44 00
United Way of Jackson County	Jackson, MI	110 00
United Way of Jackson County, Inc	Medford, OR	308 00
United Way of Johnson County	Franklin, IN	220 00
United Way of Johnson County	Cleburne, TX	44 00
United Way of Kankakee County	Kankakee, IL	110 00
United Way of Kennebec Valley	Augusta, ME	88 00
United Way of Kern County, Inc	Bakersfield, CA	22,242 00
United Way of King County	Seattle, WA	4,092 00
United Way of Kitsap County	Bremerton, WA	396 00
United Way of Knox County	Vincennes, IN	44 00
United Way of Knox County, Inc	Mount Vernon, OH	374 00
United Way of Kootenai County	Coeur D' Alene, ID	440 00
United Way of Kosciusko County	Warsaw, IN	44 00
United Way of Labette County	Parsons, KS	22 00
United Way of Lake & Sumter Counties, Inc.	Leesburg, FL	550 00
United Way of Lake County, Inc	Gumee, IL	489 50
United Way of Lamar County	Pans, TX	22 00
United Way of Lancaster County	Lancaster, PA	572 00
United Way of Lane County	Springfield, OR	572 00
United Way of Laramie County	Cheyenne, WY	154 00
United Way of Lanmer County, Inc.	Fort Collins, CO	462 00
United Way of Laurel County	London, KY	154 00
United Way of Lawrence County	New Castle, PA	2,508 00
United Way of Lawton-Ft. Sill	Lawton, OK	242 00
United Way of Lea County	Hobbs, NM	44 00
United Way of Lebanon County	Lebanon, PA	220 00
United Way of Lee County, Inc	Fort Myers, FL	352 00
United Way of Lee County, Inc	Sanford, NC	22 00
United Way of Leflore County, Inc	Greenwood, MS	88 00
United Way of Lewis & Clark County	Helena, MT	44 00
United Way of Lewis County	Weston, WV	66 00
United Way of Lewis County	Chehalis, WA	132 00
United Way of Licking County	Newark, OH	34,364 00
United Way of Lincoln & Lancaster County	Lincoln, NE	30,866 00
United Way of Linn County	Albany, OR	176 00
United Way of Logan County	Lincoln, IL	924 00
United Way of Long Island	Deer Park, NY	9,218 00
United Way of Lowndes County	Columbus, MS	66.00
United Way of Madison County, Inc	Anderson, IN	374.00
United Way of Madison County, Inc	Huntsville, AL	1,034.00
United Way of Manatee County, Inc.	Bradenton, FL	484 00

United Way of Marathon County, Inc	Wausau, WI	264 00
United Way of Manon County	Fairmont, WV	330 00
United Way of Marion County, Inc.	Ocala, FL	330 00
United Way of Marquette County	Marquette, MI	308 00
United Way of Marshall County	Plymouth, IN	110 00
United Way of Martin County, Inc	Stuart, FL	198 00
United Way of Mason County	Ludington, MI	22 00
United Way of Mason County	Shelton, WA	176 00
United Way of Massachusetts Bay and Merrimack Valley	Boston, MA	198 00
United Way of Matanuska Susitna Borough	Wasilla, AK	132 00
United Way of Mayes County	Pryor, OK	22 00
United Way of McLean County	Bloomington, IL	391,742 00
United Way of McLeod County	Hutchinson, MN	66.00
United Way of Mercer County	Sharon, PA	154 00
United Way of Mesa County	Grand Junction, CO	242 00
United Way of Metropolitan Atlanta	Atlanta, GA	45,342 00
United Way of Metropolitan Chicago	Chicago, IL	2,090 00
United Way of Metropolitan Dallas	Dallas, TX	23,012 00
United Way of Metropolitan Tarrant County	Fort Worth, TX	3,696 00
United Way of Miami - Dade	Miami, FL	4,708 00
United Way of Midland County	Midland, MI	44 00
United Way of Mid South	Missoula, MT	286 00
United Way of Mitchell County, Inc	Spruce Pine, NC	22 00
United Way of Monmouth County	Farmingdale, NJ	220 00
United Way of Monongalia & Preston Counties	Morgantown, WV	154 00
United Way of Monroe County	Bloomington, IN	198 00
United Way of Monterey County	Monterey, CA	88 00
United Way of Montgomery County	Amsterdam, NY	242 00
United Way of Montgomery/Radford & Floyd	Christiansburg, VA	22 00
United Way of Moore County	Southern Pines, NC	88 00
United Way of Morgan County	Decatur, AL	44 00
United Way of Morgan County, Inc.	Fort Morgan, CO	22 00
United Way of Morris County	Morristown, NJ	14,256 00
United Way of Moscow/Latah County	Moscow, ID	22 00
United Way of Muskingum, Perry, and Morgan Counties	Zanesville, OH	352 00
United Way of Natrona County	Casper, WY	220 00
United Way of New York City	New York City, NY	2,970 00
United Way of Noble County, Inc.	Albion, IN	22 00
United Way of Norman, Inc	Norman, OK	858 00
United Way of North Central Florida	Gainesville, FL	132 00
United Way of North Central Iowa	Mason City, IA	66 00
United Way of Northeast Arkansas	Jonesboro, AR	176 00
United Way of Northeast Florida, Inc	Jacksonville, FL	31,350 00
United Way of Northeast Georgia	Athens, GA	308 00
United Way of Northeast Louisiana	Monroe, LA	902 00
United Way of Northeast Louisiana	Shreveport, LA	1,012 00
United Way of Northeast Michigan	Alpena, MI	44 00
United Way of Northeast Mississippi	Tupelo, MS	462 00
United Way of Northeastern SD, Inc	Aberdeen, SD	66 00
United Way of Northern Arizona	Flagstaff, AZ	88 00
United Way of Northern Nevada and the Sierra	Reno, NV	374.00
United Way of Northern Shenandoah Valley	Winchester, VA	220 00
United Way of Northern Utah	Ogden, UT	154 00
United Way of Northwest Alabama	Florence, AL	88 00
United Way of Northwest Arkansas	Lowell, AR	792 00
United Way of Northwest Florida	Panama City, FL	154 00
United Way of Northwest Georgia	Dalton, GA	22 00
United Way of Northwest Michigan	Traverse City, MI	308 00
United Way of Oak Park, River, Forest and Park Forest	Oak Park, IL	2,090 00
United Way of Ocean County	Toms River, NJ	330 00
United Way of Oconee County	Seneca, SC	44 00
United Way of Odessa	Odessa, TX	22 00
United Way of Okaloosa - Walton County, Inc	Ft Walton Beach, FL	352.00
United Way of Olmsted County, Inc	Rochester, MN	330 00
United Way of Orange County	Montgomery, NY	1,100 00
United Way of Oxford-Lafayette County	Oxford, MS	66 00
United Way of Paducah-McCracken County	Paducah, KY	66 00
United Way of Page County	Luray, VA	22 00
United Way of Palm Beach County	Boynton Beach, FL	2,772 00
United Way of Paola	Paola, KS	22 00
United Way of Parker County	Weatherford, TX	66 00
United Way of Pasco County	Port Richey, FL	704 00
United Way of Passaic County	Paterson, NJ	4,048 00

United Way of Pekin	Pekin, IL	1,518 00
United Way of Perry County	Tell City, IN	22 00
United Way of Pickens County	Easley, SC	22 00
United Way of Pierce County	Tacoma, WA	10,010 00
United Way of Pike County	Petersburg, IN	22 00
United Way of Pike County, Inc	Milford, PA	154 00
United Way of Pitt County	Greenville, NC	286 00
United Way of Ponca City, Inc	Ponca City, OK	22 00
United Way of Pontiac	Pontiac, IL	616 00
United Way of Porter County	Valparaiso, IN	858 00
United Way of Posey County, Inc	Mount Vernon, IN	22 00
United Way of Pullman	Pullman, WA	22 00
United Way of Putnam County, Inc	Greencastle, IN	22 00
United Way of Putnam County, Inc.	Palatka, FL	66 00
United Way of Queen Anne's County	Chester, MD	88 00
United Way of Randolph County	Winchester, IN	22 00
United Way of Randolph County	Elkins, WV	22 00
United Way of Randolph County	Moberly, MO	44 00
United Way of Randolph County, Inc	Asheboro, NC	44 00
United Way of Richland County	Mansfield, OH	220 00
United Way of Riley County	Manhattan, KS	88 00
United Way of Roanoke Valley, Inc	Roanoke, VA	418 00
United Way of Robeson County	Lumberton, NC	22 00
United Way of Rock River Valley	Rockford, IL	836 00
United Way of Rome & Floyd County, Inc	Rome, GA	22 00
United Way of Ross County	Chillicothe, OH	110 00
United Way of Russell & Washington Counties, Inc	Abingdon, VA	110 00
United Way of Rutherford and Cannon Counties	Murfreesboro, TN	37,026 00
United Way of Saginaw County	Saginaw, MI	462 00
United Way of Salem County, Inc	Salem, NJ	22 00
United Way of Saline County	Benton, AR	22 00
United Way of Salt Lake	Salt Lake City, UT	2,662 00
United Way of Sampson County, Inc	Clinton, NC	22 00
United Way of San Antonio and Bexar County	San Antonio, TX	3,696 00
United Way of San Diego County	San Diego, CA	4,928 00
United Way of San Joaquin County	Stockton, CA	110 00
United Way of San Luis Obispo County	San Luis Obispo, CA	264 00
United Way of Santa Cruz County	Capitola, CA	132 00
United Way of Santa Fe County	Santa Fe, NM	132 00
United Way of Santa Rosa County, Inc	Milton, FL	264 00
United Way of Sarasota County, Inc	Sarasota, FL	352 00
United Way of Scioto County, Inc	Portsmouth, OH	132 00
United Way of Scotland County, Inc	Launenburg, NC	22 00
United Way of Scott County, Inc	Scottsburg, IN	22 00
United Way of Silicon Valley	San Jose, CA	4,400 00
United Way of Siouxland	Sioux City, IA	88 00
United Way of Skagit County	Burlington, WA	44 00
United Way of Snohomish County	Everett, WA	1,870 00
United Way of South Central Georgia	Tifton, GA	132 00
United Way of South Central Idaho, Inc	Twin Falls, ID	66 00
United Way of South Central Illinois	Mount Vernon, IL	286 00
United Way of South Central Missouri	Rolla, MO	44 00
United Way of South Georgia	Waycross, GA	22 00
United Way of South Hampton Roads	Norfolk, VA	682 00
United Way of South Mississippi, Inc	Gulfport, MS	946 00
United Way of South Texas	McAllen, TX	726 00
United Way of Southeast Alaska	Juneau, AK	44 00
United Way of Southeast Arkansas	Pine Bluff, AR	132 00
United Way of Southeast Mississippi, Inc	Hattiesburg, MS	506 00
United Way of Southeast Missouri	Cape Girardeau, MO	220 00
United Way of Southeastern Idaho	Pocatello, ID	110 00
United Way of Southeastern Oklahoma, Inc	Mc Alester, OK	22 00
United Way of Southeastern Pennsylvania	Philadelphia, PA	30,668 00
United Way of Southern Chautauqua County	Jamestown, NY	44 00
United Way of Southern Illinois	Manon, IL	374 00
United Way of Southern Kentucky, Inc	Bowling Green, KY	374 00
United Way of Southern Nevada	Las Vegas, NV	2,926 00
United Way of Southern West Virginia	Beckley, WV	572 00
United Way of Southwest Alabama, Inc	Mobile, AL	902 00
United Way of Southwest Colorado	Durango, CO	88 00
United Way of Southwest Georgia	Albany, GA	176 00
United Way of Southwest Louisiana, Inc.	Lake Charles, LA	462 00
United Way of Southwest Michigan	Benton Harbor, MI	44 00

United Way of Southwest Minnesota	Marshall, MN	176 00
United Way of Southwest Missouri	Joplin, MO	176 00
United Way of Southwest New Mexico	Las Cruces, NM	110 00
United Way of Southwest Virginia, Inc	Gate City, VA	22 00
United Way of Southwest Wyoming	Rock Springs, WY	154 00
United Way of Southwestern Indiana, Inc.	Evansville, IN	528 00
United Way of Southwestern Oregon	Coos Bay, OR	22 00
United Way of Spoon River County	Canton, IL	44 00
United Way of St Charles	Luling, LA	44 00
United Way of St Clair County	Port Huron, MI	110 00
United Way of St Francois County	Farmington, MO	22 00
United Way of St Joseph County	South Bend, IN	660.00
United Way of St Lucie County	Ft Pierce, FL	396 00
United Way of St Mary's County, Inc	California, MD	440 00
United Way of Stanislaus County	Modesto, CA	484 00
United Way of Stanly County, Inc	Albemarle, NC	22 00
United Way of Stephens County, Inc	Duncan, OK	44 00
United Way of Summit County	Akron, OH	814 00
United Way of Sussex County	Newton, NJ	1,562 00
United Way of Suwannee Valley, Inc	Lake City, FL	22 00
United Way of Tampa Bay, Inc	Tampa, FL	5,434 00
United Way of the Adirondack Region, Inc	Plattsburgh, NY	22 00
United Way of The Bay Area	San Francisco, CA	11,022 00
United Way of the Big Bend, Inc	Tallahassee, FL	484 00
United Way of the Black Hills	Rapid City, SD	220 00
United Way of the Bluegrass	Lexington, KY	1,078 00
United Way of the Brazos Valley, Inc	College Station, TX	66 00
United Way of the Capital Area Inc.	Jackson, MS	1,936 00
United Way of the Capital Region	Enola, PA	264 00
United Way of the Central Savannah River Area	Augusta, GA	462 00
United Way of the Chattahoochee Valley	Columbus, GA	550 00
United Way of the Coastal Bend	Corpus Chrsti, TX	88 00
United Way of the Coastal Empire, Inc	Savannah, GA	858 00
United Way of the Columbia-Willamette	Portland, OR	3,124 00
United Way of the Concho Valley	San Angelo, TX	44 00
United Way of the Desert	Palm Springs, CA	242 00
United Way of the DuPage Area	Oak Brook, IL	3,608 00
United Way of the Eastern Panhandle	Martinsburg, WV	462 00
United Way of the Eastern Upper Panhandle	Sault Saint Marie, MI	66 00
United Way of the Great Basin	Elko, NV	22 00
United Way of the Greater Capital Region	Albany, NY	28,512 00
United Way of the Greater Dayton Area	Dayton, OH	330 00
United Way of the Greater Fort Hood Area	Killeen, TX	66 00
United Way of the Greater Lehigh Valley	Bethlehem, PA	462.00
United Way of the Greater Triangle, Inc.	Triangle Park, NC	2,398 00
United Way of the Greater Utica Area	Utica, NY	198 00
United Way of the Inland Valleys	Riverside, CA	704 00
United Way of the Lakeshore	Muskegon, MI	66.00
United Way of the Laurel Highlands, Inc	Johnstown, PA	154 00
United Way of the Low Country, Inc	Beaufort, SC	66 00
United Way of the Lower Eastern Shore	Salisbury, MD	66 00
United Way of the Mark Twain Area	Hannibal, MO	22 00
United Way of the Midlands	Omaha, NE	2,552.00
United Way of the Midlands	Columbia, SC	3,146 00
United Way of the Mid-South	Memphis, TN	1,606 00
United Way of the Mid-Willamette Valley	Salem, OR	3,454 00
United Way of the National Capital Area	Washington, DC	2,178.00
United Way of the North Shore	Northfield, IL	423 50
United Way of the Ohio Valley	Owensboro, KY	198 00
United Way of the Ozarks	Springfield, MO	902 00
United Way of the Piedmont	Spartanburg, SC	154 00
United Way of the Plains	Wichita, KS	1,408.00
United Way of the Quad Cities Area, Inc.	Davenport, IA	352 00
United Way of the River Cities, Inc	Huntington, WV	66 00
United Way of the Southern Tier	Corning, NY	22 00
United Way of the Tanana Valley	Fairbanks, AK	88 00
United Way of the Upper Ohio Valley	Wheeling, WV	88 00
United Way of the Virginia Peninsula	Newport News, VA	176 00
United Way of the Virginia's, Inc	Bluefield, WV	22 00
United Way of the Wabash Valley, Inc	Terre Haute, IN	308 00
United Way of the Wine Country	Santa Rosa, CA	10,296 00
United Way of Thurston County	Olympia, WA	13,354 00
United Way of Treasure Valley, Inc.	Boise, ID	1,540 00

United Way of Tri-County, Inc	Farmington, MA	44 00
United Way of Tucson and Southern Arizona	Tucson, AZ	1,342 00
United Way of Tyler-Smith County	Tyler, TX	264 00
United Way of Union County, Inc	El Dorado, AR	88 00
United Way of Upson County	Thomaston, GA	110 00
United Way of Venango County, Inc.	Reno, PA	154 00
United Way of Ventura County	Camarillo, CA	6,754 00
United Way of Volusia - Flagler Co., Inc	Daytona Beach, FL	968 00
United Way of Waco-McLennan County	Waco, TX	44 00
United Way of Walker County	Huntsville, TX	44 00
United Way of Walla Walla County	Walla Walla, WA	22 00
United Way of Walton County	Monroe, GA	22 00
United Way of Walworth County	Elkhorn, WI	198 00
United Way of Wapello County	Ottumwa, IA	110 00
United Way of Warren County	Washington, NJ	220 00
United Way of Washington County	Washington, PA	572 00
United Way of Washington County, Maryland, Inc	Hagerstown, MD	2,442 00
United Way of Washington County, Tennessee, Inc	Johnson City, TN	330 00
United Way of Washtenaw County	Ann Arbor, MI	198 00
United Way of Wayne County	Goldsboro, NC	44 00
United Way of Weld County	Greeley, CO	28,886 00
United Way of West Alabama, Inc	Tuscaloosa, AL	242 00
United Way of West Ellis County	Midlothian, TX	462 00
United Way of West Georgia, Inc	Lagrange, GA	22 00
United Way of West Tennessee, Inc	Jackson, TN	198 00
United Way of Westchester & Putnam Inc	White Plains, NY	154 00
United Way of Western Connecticut	Danbury, CT	44 00
United Way of Western Crawford County	Meadville, PA	220 00
United Way of Western Nebraska	Scottsbluff, NE	110 00
United Way of Westmoreland County	Greensburg, PA	1,056 00
United Way of Whatcom County	Bellingham, WA	66 00
United Way of Whiteside County	Sterling, IL	66 00
United Way of Whitewater Valley	Richmond, IN	66 00
United Way of Will County	Joliet, IL	3,146 00
United Way of Williamson County	Franklin, TN	220 00
United Way of Williamson County	Round Rock, TX	17,468 00
United Way of Wilson County	Wilson, NC	22 00
United Way of Wise County	Decatur, TX	66 00
United Way of Wyandotte County, Inc	Kansas City, KS	286 00
United Way of Wyoming Valley	Wilkes Barre, PA	352 00
United Way of Wythe County	Wytheville, VA	88 00
United Way of Yavapai County	Prescott, AZ	132 00
United Way of Yellowstone County	Billings, MT	1,276 00
United Way of York County	Kennebunk, ME	66 00
United Way of York County	York, PA	308 00
United Way of York County, SC	Rock Hill, SC	968 00
United Way of York Region	Markham, ON	34,053 24
United Way of Youngstown and the Mahoning Valley	Youngstown, OH	352 00
United Way of Yuma County	Yuma, AZ	22 00
United Way Services, Inc	Dubuque, IA	88 00
United Way St. Croix Valley, Inc	Hudson, WI	176 00
United Way Tar River Region	Rocky Mount, NC	132 00
Valley of The Sun United Way	Phoenix, AZ	27,918 00
Victoria County United Way	Victoria, TX	66 00
West Suburban United Way	LaGrange Park, IL	2,090 00
White County United Way, Inc	Monticello, IN	1,056 00
Wiregrass United Way, Inc	Dothan, AL	176 00
<b>Total United Way</b>		<b>1,450,874 24</b>
 <b>College Matching Gift Program</b>		 <b>3,182,569 82</b>
 <b>Good Neighbor Grant Program</b>		 <b>3,050,454 09</b>
 <b>Total Grants to Individuals &amp; Organizations</b>		 <b>16,364,685.15</b>
 <b>Less: Grants to Individuals</b>		 <b>(90,000.00)</b>
<b>Total Grants to Organizations</b>		<b>16,274,685.15</b>

**State Farm Companies Foundation**  
**36-06110423**  
**FORM 990-PF, 2010**

Note: The organizations listed below are not private foundations. They are either public charities, educational institutions, or divisions of state and local governments.

**Commitments for 2011**

*Scholarships*

National Merit Scholarships 2008	800,000 00
National Merit Scholarships 2009	800,000.00
National Merit Scholarships 2010	800,000 00
National Merit Scholarships 2011	800,000.00
National Merit \$2500 Scholarships	47,500.00

*Grants*

America's Promise	1,000,000.00
Chicago Public Education Fund	150,000 00
Illinois Wesleyan University	3,000,000.00
Illinois Wesleyan University	105,358 00
National Board for Professional Teaching Standards	330,000 00
University of Illinois	465,000.00

**Total**

8,297,858.00

AMENDED AND RESTATED BY-LAWS  
OF  
STATE FARM COMPANIES FOUNDATION  
(as amended and restated through April 7, 2010)

ARTICLE I

Name

The name of the corporation is STATE FARM COMPANIES FOUNDATION.

ARTICLE II

Offices

The Corporation shall maintain its principal offices as 1 State Farm Plaza, Bloomington, McLean County, Illinois, and such other offices at such other places as the purposes of the Corporation require. The registered office shall be the principal office or such other place within the State of Illinois as the Board of Directors may from time to time determine or the activities of the Corporation may require.

ARTICLE III

Corporate Seal

The corporate seal shall be a circle inscribed, "STATE FARM COMPANIES FOUNDATION, ILLINOIS, CORPORATE SEAL."

ARTICLE IV

Fiscal Year

The fiscal year of the Corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

ARTICLE V

Members

1. Election. The members of the Corporation shall be the persons signing the Articles of Incorporation and such other persons or corporations as a majority of the members shall elect at any annual or special meeting of the members.

2. Termination. Membership shall terminate upon death, written resignation delivered to the Secretary of the Corporation, or upon the affirmative vote of the majority of the members.

3. Rights of Members. Each member shall be entitled to one vote upon any question submitted to the members. No member shall be entitled to any funds, property or assets of the Corporation during the term of his, her or its membership, or upon his, her or its resignation, neither shall he, she or it be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation.

4. Annual Meeting. The annual meeting of the members shall be held in the spring at such time and place as may be fixed by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

5. Special Meeting. Special meetings of the members may be called at any time by the Chairman of the Board, or by the President, or by any two directors of the Corporation, or by the Secretary upon the written request of not less than one-third of the members entitled to vote.

6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than sixty days, or in the case of a removal or one or more of the Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days, before the date of the meeting by or at the direction of the Chairman of the Board, the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at the meeting. Delivery shall be made personally, by first class mail, postage prepaid, addressed to the person at his, her or its address as it appears on the records of the Corporation, or by electronic transmission to the e-mail address, facsimile number or other contact information appearing in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail.. If sent by electronic transmission, such notice shall be deemed to be delivered upon transmittal of such notice by the sender.

7. Quorum. A majority of the members of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the members. If less than a majority of the members of the Corporation are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At any meeting or adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized



meeting may continue to transact business until adjournment notwithstanding withdrawal of enough members to leave less than a quorum.

8. Place of Meeting. All meetings of the members shall be held at the principal offices of the Corporation at 1 State Farm Plaza, Bloomington, Illinois; provided the Board of Directors may designate any other place, either within or without the State of Illinois, as the place for the holding of any annual or special meeting of the members.

9. Telephonic or Interactive Technology. Members may participate in any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

10. Proxies. At all meeting of members, a member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact and filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid for more than eleven months after the date of its execution.

11. Voting List. The members entitled to vote at any annual or special meeting of the members of the Corporation shall be those persons or corporations whose names appear on the records of the Corporation as members thereof on the date of issuance or notice of such meeting.

## ARTICLE VI

### Directors

1. Election. The affairs of the Corporation shall be managed by a board of directors elected by the members of the Corporation; such elections shall be held at the annual meetings of the members. Directors need not be residents of the State of Illinois nor members of the Corporation.

2. Number. The number of the directors of the corporation shall be not less than three nor more than eight.

3. Classes and Terms. The directors named in the Articles of Incorporation shall serve as Directors until the annual meeting of the members to be held on the second Monday in March in the year 1964, at which meeting directors shall be classified with

respect to the time for which they shall severally hold office by dividing them into two classes; the first class shall consist of three directors, each of whom shall serve for a term of two years; and the second class shall consist of two directors, each of whom shall serve for a term of one year; and at each annual meeting of the members thereafter directors shall be elected for a term of two years to succeed the directors whose terms then expire. All directors of the corporation shall hold office until their successors are elected and qualified.

4. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, and such vacancy or directorship so created shall be filled until the next annual meeting of the members. In the event the number of directorships is decreased by amendment of the By-Laws adopted by the Board of Directors, each director then in office shall serve until his or her term expires or until his or her resignation or removal as herein provided.

5. Resignation. Any director may resign at any time by delivering written notice thereof to the Chairman of the Board of Directors or to the President of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date.

6. Removal. Any director may be removed at any time on the unanimous vote of the members of the Corporation. In the event a director shall also be a member of the Corporation he or she shall not be entitled to vote on any proposition affecting his removal.

7. Meetings The meetings of the Board of Directors, regular or special, shall be held at the principal offices of the Corporation at 1 State Farm Plaza, Bloomington, Illinois, or at such other place, within or without the State of Illinois, as the directors may appoint. The regular annual meeting of the Board of Directors shall be held without notice in the same place as and immediately following the annual meeting of the members of the corporation; other regular and special meetings shall be held at the call of the Chairman of the Board or the President of the Corporation.

8. Notice of Meetings. Written notice stating the place, date and hour of any meeting, except the annual meeting of the directors which shall be held without notice in the same place as and immediately following the annual meeting of the members of the Corporation, shall be delivered not less than five nor more than forty days before the date of the meeting. Delivery shall be made personally, first class mail, postage prepaid, addressed to the person at his, her or its address as it appears on the records of the corporation, by electronic transmission to the e-mail address, facsimile number or other contact information appearing on the records of the corporation. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail. . If sent by electronic transmission, such notice shall be deemed to be delivered upon transmittal of such notice by the sender. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting unless a director attends with the express purpose of objecting to the transaction of any business because such meeting was not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting, regular or special, of the Board of Directors need be specified in the notice or wavier of notice of such meeting.

9. Telephonic or Interactive Technology. Directors or nondirector committee members may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

10. Quorum. A majority of the whole Board of Directors shall constitute a quorum, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be acts of the Board of Directors.

11. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that such committees shall not have the authority of the Board of Directors in reference to the following: (1) adopting, amending, or repealing the By-Laws or the Articles of Incorporation; (2) filling vacancies on the board or any of its committees; (3) electing, appointing or removing any officer or director or member of any committee, or fixing the compensation of any member of a committee; (4) adopting a plan of merger or consolidation with another corporation; (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (6) authorize the voluntary dissolution of the Corporation or revoking proceedings therefor; (7) adopting a plan for the distribution of the assets of the Corporation; or (8) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law..

The Board of Directors by resolution, adopted by a majority of the directors present at a meeting, at which a quorum is present, may designate and appoint other committees not having the authority of the Board of Directors in the management of the Corporation and consigning of at least one director and such other persons as may be appropriate.

12. Compensation. Directors shall not receive any salary for services as such, but by resolution adopted by the Board, the expense of attendance at each regular or special meeting of the Board may be allowed to each director. The Board of Directors shall have power in its discretion to contract for and pay any director rendering unusual or exceptional services to the Corporation special compensation appropriate to the value for such services and to pay the expenses of any director incurred in performing any special duty assigned to that director by the Board of Directors.

## ARTICLE VII

### Informal Action by Members or Directors.

Any action required by the By-Laws of this Corporation, or by the General Not For Profit Corporation Act of the State of Illinois to be taken at a meeting of the members or directors of the Corporation, or any other action which may be taken at a meeting of the members or directors of the Corporation may be taken without a meeting if a consent in writing setting forth the action to be taken has been signed by all of the members entitled to vote with respect to the subject matter thereof or all of the directors, as the case may be; such consent shall have the force and effect as a unanimous vote and may be stated as such. The action taken shall be effective when all the members or all the directors, as the case may be, have approved the consent unless the consent specifies a different effective date.

## ARTICLE VIII

### Officers

1. The officers of the Corporation shall be a Chairman of the Board, a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may provide and appoint. Each officer shall be appointed annually by the Board of Directors; provided, however, the Board may, in the event it deems necessary, contract for the employment of officers for terms not to exceed three years, but any such contract shall be terminable at the pleasure of the Board of Directors. Any two or more offices, except President and Secretary may be held by the same person.

2. The Chairman of the Board shall be elected by the Board of Directors from their own number and shall preside at all meetings of the Board of Directors and of the members of the Corporation at which he or she is present. The Chairman of the Board shall have such other powers and duties as may from time to time be conferred by the Board of Directors.

3. The President shall be chief executive officer of the Corporation and in the recess of the Board of Directors shall have the general control and management of its operations and affairs subject to the right of the Board of Directors to delegate any specific powers to any other officer or officers of the Corporation. The President shall preside at all meetings of the members and the Board of Directors in the absence of the Chairman of the Board.

4. The Vice President shall perform such duties as may be specifically designated by the President and the Board of Directors, and in the absence of the President perform the duties and exercise the authority of the President.

5. The Secretary shall have custody and control of the books, documents and records of the Corporation and the corporate seal. He or she shall perform all duties incident to the office of secretary, record the minutes of meetings of the members, and directors and of committees with authority of the directors, and perform such other specific duties as may be assigned by the Board of Directors.

6. The Treasurer shall keep an account of all property and funds of the Corporation received and disbursed, and shall deposit all money and property in the name of and to the credit of the Corporation in such banks or other depositories as the directors may designate. All checks of the disbursement of monies of the Corporation shall be signed by the Treasurer and such other officer or employee as the Board shall from time to time designate. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

7. Salaries of all officers shall be fixed by the Board of Directors.

8. Removal. Any officer may be removed by the affirmative vote of the majority of the Board of Directors then in office whenever in their judgment the best interest of the Corporation will be served thereby.

ARTICLE IX  
Indemnification

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believes to be, in or not opposed to, the best interests of the Corporation, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in the foregoing paragraphs of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (ii)

if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled. If the Corporation has paid indemnity or has advanced expenses under this Article, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## ARTICLE X

### Books and Records

The Corporation shall keep correct and complete books and records of account; it shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and it shall keep at its principal office a record giving the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE XI

### Restrictions

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Corporation shall be distributed or inured to the benefit of nor be loaned to its members, directors or officers; provided, however, that the Corporation may pay compensation and expenses in a reasonable amount to directors, as heretofore provided, and to members and officers for services rendered.

No substantial part of the activities of the Corporation shall involve carrying on propaganda or otherwise attempting to influence legislation nor shall the Corporation participate in or intervene in any political campaign including the publication or distribution of statements for or on behalf of any candidate for public office. No part of the income, principal or net earnings the Corporation shall be contributed to corporations, net earnings of which inures to the benefit of any private shareholder or individual or any corporation a substantial part of which corporation's activities involve carrying on propaganda or otherwise attempting to influence legislation or which corporation participates in, or intervenes in any political campaign, including the publication or distribution of statements, on behalf of any candidate for public office.

Upon dissolution of the Corporation all assets shall be distributed in a manner consistent with the purposes of the Corporation.

## ARTICLE XII

### Conduct of Meetings

All meetings of the members of the Corporation and the Board of Directors shall be conducted in accordance with Robert's Rules of Order, to the extent they are not inconsistent with these By-Laws.

## ARTICLE XIII

### Amendments

The Board of Directors of the Corporation shall have the power to alter, amend or repeal the By-Laws or to adopt new By-Laws.