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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	Savings and temporary cash investments	194,978	416,300	416,300
	3	Accounts receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	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)	651,186	100,064	102,173
	b	Investments—corporate stock (attach schedule)	2,897,717	3,087,948	3,718,614
	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)	3,743,881	3,604,312	4,237,087
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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 ▶)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24	Unrestricted	3,743,881	3,604,312	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds		0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,743,881	3,604,312	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,743,881	3,604,312	

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	3,743,881
2	Enter amount from Part I, line 27a	2	-139,484
3	Other increases not included in line 2 (itemize) ▶ NON DIVIDEND DISTRIBUTIONS FROM INVESTMEN	3	1,014
4	Add lines 1, 2, and 3	4	3,605,411
5	Decreases not included in line 2 (itemize) ▶ FOREIGN TAX WITHHELD	5	1,099
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,604,312

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a ATTACHED		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,262,605	0	1,230,726	31,879	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 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		
a 0	0	0	31,879	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	31,879
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	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.

1 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	221,593	3,699,793	0.059893
2008	246,783	4,188,530	0.058919
2007	247,500	4,419,941	0.055996
2006	247,500	5,018,572	0.049317
2005	253,300	4,945,699	0.051216
2 Total of line 1, column (d)			2 0.275341
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.055068
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,018,652
5 Multiply line 4 by line 3			5 221,299
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 591
7 Add lines 5 and 6			7 221,890
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 196,500

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,182	
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	1,182	
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	1,182	
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	0		
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	0	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	10	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,192	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 0 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?		
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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? <i>If "Yes," attach the statement required by General Instruction T</i>		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ☐ N/A				
14	The books are in care of ☐ JOHN G. STEVENSON, JR.	Telephone no	☐ (217) 224-0401	
Located at ☐ 510 MAINE STREET QUINCY IL		ZIP+4	☐ 62301	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	☐	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				X

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

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

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

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**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
JOHN G STEVENSON 510 MAINE STREET QUINCY IL 62301	DIRECTOR 10 00	0	0	0
JOHN G STEVENSON JR 510 MAINE STREET QUINCY IL 62301	DIRECTOR 10.00	0	0	0
JOHN W GARDNER II 510 MAINE STREET QUINCY IL 62301	DIRECTOR 10 00	0	0	0
ROBERT S BLACK 510 MAINE STREET QUINCY IL 62301	DIRECTOR 10 00	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
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,774,211
b	Average of monthly cash balances	1b	305,639
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,079,850
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,079,850
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	61,198
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,018,652
6	Minimum investment return. Enter 5% of line 5	6	200,933

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

1	Minimum investment return from Part X, line 6	1	200,933
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,182
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,182
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,751
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	199,751
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	199,751

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	196,500
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	196,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	196,500

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				199,751
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			160,910	
b Total for prior years 20 06 , 20 07 , 20 08		678,336		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 196,500				
a Applied to 2009, but not more than line 2a			160,910	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				35,590
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		678,336		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		678,336		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				164,161
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0	0	0	0	0
0	0	0	0	0
0	196,500	247,500	242,813	686,813
				0
0	196,500	247,500	242,813	686,813
0	133,956	165,000	162,251	461,207
				0
				0
				0
				0

- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

JOHN G STEVENSON 510 MAINE STREET QUINCY IL 62301 217-277-2526

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

WRITTEN INCLUDING ANY SUPPORTING DOCUMENTATION

c Any submission deadlines

JUNE 30

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

GRANTS ARE LIMITED TO QUALIFIED ORGANIZATIONS SERVING QUINCY AND THE TRI STATE AREA

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
QUINCY SYMPHONY ORCHESTRA 428 MAINE STREET QUINCY IL 62301			GENERAL OPERATING	1,500
QUINCY PUBLIC SCHOOL DISTRICT #172 1400 MAINE STREET QUINCY IL 62301			GENERAL OPERATING	35,000
GOOD SAMARITAN HOME 2130 HARRISON STREET QUINCY IL 62301			GENERAL OPERATING	25,000
BIG BROTHER BIG SISTER OF ADAMS COUNTY 1005 NORTH 12TH STREET QUINCY IL 62301			GENERAL OPERATING	5,000
MISSISSIPPI VALLEY COUNCIL OF BOY SCOUTS 2336 OAK STREET QUINCY IL 62301			GENERAL OPERATING	10,000
CHEERFUL HOME ASSOCIATION 315 SOUTH 5TH STREET QUINCY IL 62301			GENERAL OPERATING	50,000
MAKE A WISH FOUNDATION 535 MAINE STREET QUINCY IL 62301			GENERAL OPERATING	10,000
QUINCY FAMILY YMCA 3100 MAINE STREET QUINCY IL 62301			GENERAL OPERATING	20,000
BLESSINGS IN A BACKPACK 1839 BROWNSBORO ROAD LOUISVILLE KY 40206			GENERAL OPERATING	5,000
TWO RIVERS COUNCIL GIRL SCOUTS 521 STATE STREET QUINCY IL 62301			GENERAL OPERATING	5,000
GREAT RIVER FIRST TEE 117 SOUTH 10TH STREET QUINCY IL 62301			GENERAL OPERATING	5,000
Total See Attached Statement			3a	196,500
b <i>Approved for future payment</i>				
Total			3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

QUINCY HUMANE SOCIETY

Street

1701 NORTH 36TH STREET

City

QUINCY

State

IL

Zip Code

62301

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL OPERATING

Amount

24,000

Name

QUINCY EQUESTRIAN SERVICES & THERAPY

Street

2614 RANDOM COURT

City

QUINCY

State

IL

Zip Code

62301

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
									Long Term CG Distributions	Short Term CG Distributions						
1	X	ATTACHED		MARKET			P			1,262,605	0	1,230,726	0		31,879	
2															0	
3															0	
4															0	
5															0	
6															0	
7															0	
8															0	
9															0	
10															0	

Line 16a (990-PF) - Legal Fees

		600	0	600	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	SCHMIEDESKAMP, ROBERTSON	600		600	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		870	0	870	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	DILLMAN & ASSOCIATES	870		870	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		37,893	37,893	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	WELLS FARGO SECURITIES	37,893	37,893		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		590	0	590	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INCOME TAX	590		590	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		651,186	100,064	674,847	102,173		
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	U S AGENCY BONDS	651,186	100,064	674,847	102,173	X	
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

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

		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
			2,897,717	3,087,948	3,052,582	3,718,614
1	SCHEDULE ATTACHED		2,897,717	3,087,948	3,052,582	3,718,614
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	JOHN G STEVENSON		510 MAINE STREET	QUINCY	IL	62301		DIRECTOR	10
2	JOHN G STEVENSON JR		510 MAINE STREET	QUINCY	IL	62301		DIRECTOR	10
3	JOHN W GARDNER II		510 MAINE STREET	QUINCY	IL	62301		DIRECTOR	10
4	ROBERT S BLACK		510 MAINE STREET	QUINCY	IL	62301		DIRECTOR	10
5									
6									
7									
8									
9									
10									

Part

	0	0	0	0
	Compensation	Benefits	Expense Account	Explanation
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part XVI-B (990-PF) - Relationship of Activities

[illegible]

THE JOHN W. GARDNER II FOUNDATION

FORM 990-PF

F.Y.E. DECEMBER 31, 2010

GAIN OR LOSS

DESCRIPTION	ACQ. DATE	SALES DATE	UNIT COST	COST	QUANTITY	SALES PRICE	REALIZED GAIN/(LOSS)
AXA-ADR	10/07/10	12/10/10	18 4682	2,197 72	119 00	1,996 79	(200 93)
BANCO BILBAO VIZCAYA	09/17/10	12/10/10	13 1029	4,088 10	312 00	3,316 50	(771 60)
BANCO BILBAO VIZCAYA RTS	12/07/10	12/08/10	0 0000	0 01	312 00	114 49	114 48
BANCO SANTANDER CENT HISPANO	07/06/10	12/10/10	14 1696	2,099 68	155 00	1,708 58	(391 10)
BANK OF CHINA ADR	10/25/10	12/10/10	14 6657	2,229 19	152 00	1,994 20	(234 99)
BANK OF CHINA ADR RTS	12/14/10	12/15/10	0 0000	0 01	152 00	68 97	68 96
BG GROUP PLC	08/11/10	12/10/10	83 1381	4,121 54	50 00	5,150 91	1,029 37
BHP BILLITON LTD	10/11/10	12/10/10	81 0883	486 53	6 00	538 80	52 27
BRASIL TELECOM SA	11/24/09	04/18/10	16 7250	786 07	47 00	373 02	(413 05)
BRISIL TELECOM SA PREFERRED	11/24/09	04/08/10	31 3150	2,599 14	83 00	1,580 22	(1,018 92)
COMPANHIA PARANAENSE DE ENERGIA	07/06/10	12/10/10	21 4000	1,070 00	50 00	1,232 64	162 64
CREDIT SUISSE GROUP	06/02/10	12/10/10	38 8495	3,789 30	97 00	3,850 83	61 53
DESARROLLADORA HOMEX	05/14/10	12/10/10	27 3266	1,912 86	70 00	2,350 56	437 70
DEUTSCHE LUFTHANSA AG	01/25/10	12/10/10	16 4000	820 00	50 00	1,124 48	304 48
FOMENTO ECONOMICO MEXICANO	03/16/10	12/10/10	45 9809	4,368 19	95 00	5,250 26	882 07
FUJITSU LTD	11/26/10	12/10/10	32 6003	4,212 35	128 00	4,143 28	(69 07)
HANNOVER RUECKVERSICHER	07/06/10	12/10/10	22 5900	1,355 40	60 00	1,563 58	208 18
HUANENG PWR INTL INC	07/21/09	05/28/10	28 7493	3,709 42	130 00	2,843 79	(865 63)
KDDI CORP	12/21/09	12/10/10	53 1525	4,252 20	80 00	4,709 52	457 32
LAFARGE COPPEE	08/11/10	12/10/10	12 7292	827 40	65 00	1,000 99	173 59
MTN GROUP LTD	08/27/10	12/10/10	16 2748	2,815 54	173 00	3,235 04	419 50
NATIONAL AUSTRALIA BANK LTD	04/13/10	12/10/10	25 4500	2,163 25	85 00	2,036 57	(126 68)
NETEASE COM INC	04/14/10	12/10/10	36 8610	1,290 14	35 00	1,325 59	35 45
REXAM PLC	07/06/10	12/10/11	22 4600	1,909 10	85 00	2,027 22	118 12
ROCHE HOLDINGS LTD	09/24/10	12/10/10	33 8849	1,355 40	40 00	1,442 78	87 38
ROYAL DUTCH SHELL PLC	05/14/10	12/10/10	52 4363	1,101 17	21 00	1,355 94	254 77
RWE AKTIENGESELLSCHAFT	07/06/10	09/15/10	68 2700	682 70	10 00	678 84	(3 86)
SMITH & NEPHEW PLC	12/08/10	12/10/10	51 3434	4,479 60	92 00	4,726 94	247 34
SOCIETE GENERALE	10/22/10	12/10/10	12 1700	1,959 37	161 00	1,758 09	(201 28)
TALISMAN ENERGY INC	07/06/10	12/10/10	15 2200	304 40	20 00	405 00	100 60

XSTRATA PLC	05/13/10	12/10/10	3 2780	4,212 21	1,155 00	5,185 86	973 65
ALLIANZ SE	10/15/07	12/10/10	22 9699	6,110 00	266.00	3,191 94	(2,918 06)
ASAHI KAISEI CORP	10/15/07	12/10/11	15 8900	7,547 75	475 00	5,889 90	(1,657 85)
AXA-ADR	10/15/07	12/10/10	44 2044	6,409 64	145.00	2,433 05	(3,976 59)
BAE SYSTEMS PLACE	11/06/09	12/10/10	21.2284	4,625 09	200.00	4,161 92	(463 17)
BANCO SANTANDER CENT HISPANO	11/25/08	12/10/10	7 8130	5,167 42	325 00	3,582 47	(1,584.95)
BASF SE	10/15/07	12/10/10	67 8950	4,752 65	70 00	5,600 60	847 95
BHP BILLITON LTD	03/17/09	12/10/10	40 7739	2,038.70	50 00	4,489 91	2,451 21
BNP PARIBAS	10/15/07	12/10/10	56 3000	5,067 00	90 00	3,081 54	(1,985 46)
BP PLC	10/15/07	12/10/10	76 5300	4,974 45	65.00	2,975.55	(1,998 90)
CENTRAL JAPAN RAILWAY	02/19/09	12/10/10	6.0994	2,775 23	455.00	3,553 54	778 31
CHINA PTROLEUM & CHEMICAL CORP	11/16/07	03/24/10	137 8513	4,175 67	30.00	2,418 57	(1,757 10)
COCA COLA FEMSA SAB	10/15/07	03/10/10	45 1399	2,482 69	55.00	3,566.89	1,084 20
COMPANHIA PARANAENSE DE ENERGIA	05/14/09	12/10/10	12.9896	1,688 65	130.00	3,204.86	1,516 21
DBS GROUP HOLDINGS	10/15/07	12/10/10	61 4300	6,757 30	110.00	4,778 15	(1,979 15)
DEUTSCHE LUFTHANSA AG	04/01/08	12/10/10	27 8676	5,434 18	195 00	4,385 47	(1,048 71)
ENI SPA	10/15/07	12/10/10	75 9200	5,694 00	75 00	3,224 19	(2,469 81)
HANNOVER RUECKVERSICHER	10/15/07	12/10/10	25.4500	4,453 75	175 00	4,395 32	(58 43)
HUTCHISON WHAMPOA	10/15/07	12/10/10	54.9500	6,319 25	115 00	5,772 25	(547 00)
KONINKLJKE AHOLD	10/12/09	12/10/10	12 4434	3,857 45	310.00	3,884 23	26 78
LAFARGE COPPEE	05/06/09	12/10/10	15 5548	4,107 05	170.00	2,617 94	(1,489 11)
MACQUARIE GROUP LTD	10/15/07	10/20/10	78 5000	3,140 00	40 00	1,301.20	(1,838 80)
MARKS & SPENCER PLC	01/05/09	05/06/10	6 7958	2,072 72	305.00	3,198 02	1,125 30
MEDIASET SPA	05/05/08	12/10/10	27 6598	5,670 26	205 00	3,665.33	(2,004 93)
MITSUBISHI CORP	12/20/09	12/10/10	57.1878	5,718 78	100 00	5,119 91	(598 87)
NATIONAL AUSTRALIA BANK LTD	02/03/09	12/10/10	12 5294	1,879 40	150.00	3,593 93	1,714 53
NETEASE COM INC	12/01/09	12/10/10	39 5719	3,363 61	85 00	3,219.26	(144 35)
NOVARTIS AG	05/01/09	12/10/10	37 7916	3,212 29	85 00	4,640.07	1,427.78
PRUDENTIAL PLC	10/15/07	12/10/10	30 7099	7,216 83	235.00	4,923 60	(2,293 23)
REED ELSEVIER NV	10/15/07	12/10/10	43 4806	6,022 40	138 00	3,345 89	(2,676 51)
REXAM PLC	10/15/07	12/10/10	53 9742	6,207 03	115 00	2,728 59	(3,478 44)
ROCHE HOLDINGS LTD	06/16/09	12/10/10	33 1928	3,485 24	105 00	3,787.28	302 04
ROLLS ROYCE GROUP SA	07/31/08	12/10/10	36 0500	3,770.91	105 00	5,277.21	1,506 30
RWE AKTIENGESELLSCHAFT	10/15/07	09/15/10	128.5300	3,213 25	25.00	1,697.10	(1,516 15)
SANOFI-AVENTIS	10/15/07	11/29/10	44 3944	7,103.10	160.00	4,921.17	(2,181 93)
SECOM LTD	11/13/09	12/10/10	11.7187	3,877 02	320 00	3,647 93	(229 09)
SHIN-ETSU CHEMICAL	01/26/09	11/26/10	45 0411	2,702.47	60.00	2,986 51	284 04
SIGNET JEWELERS LTD	10/15/07	03/22/10	38.7400	1,743 30	45 00	1,273 44	(469 86)

STATOIL ASA	10/15/07	12/10/10	34,5100	2,174.13	63.00	1,407.39	(766.74)
TAKEDA PHARMACEUTICAL CO LTD	03/04/09	10/22/10	19,7261	2,958.92	150.00	3,513.61	554.69
TALISMAN ENERGY INC	10/15/07	12/10/10	20,4699	5,731.57	280.00	5,669.89	(61.68)
TELEFONICA SA	07/09/08	12/10/10	83,0391	2,906.36	35.00	2,402.35	(504.01)
TELENOR ASA	10/15/07	12/10/10	64,0000	6,720.00	105.00	4,827.64	(1,892.36)
TNT NV	10/15/07	12/10/10	41,7560	6,848.00	164.00	4,252.44	(2,595.56)
TOTAL SA	10/15/07	06/16/10	81,0300	5,672.10	70.00	3,471.19	(2,200.91)
TREND MICRO INC	02/12/09	04/15/10	29,2588	2,633.29	90.00	3,255.60	622.31
USINAS SIDERURGICAS DE MINAS	08/20/09	12/10/10	12,5745	1,005.96	80.00	903.98	(101.98)
VIVENDI	01/29/09	08/27/10	27,0000	2,970.00	110.00	2,447.93	(522.07)
ZURICH FINANCIAL SERVICES	10/15/07	12/10/10	31,0500	6,365.25	205.00	5,081.86	(1,283.39)
ADVANCED SEMICONDUCTOR ENGR INC	12/10/10	12/20/10	5,5075	710.47	129.00	721.21	10.74
CHINA CONSTRUCTION BANK CORP	12/10/10	12/28/10		0.00	0.50	8.66	8.66
KB FINANCIAL GROUP INC	12/10/10	12/13/10	49,6100	4,018.41	81.00	4,132.89	114.48
SANLAM LTD	12/10/10	12/30/10	19,9200	737.04	37.00	765.71	28.67
SHINHAN FINANCIAL GROUP	12/10/10	12/20/10	84,2694	1,179.78	14.00	1,269.27	89.49
TAIWAN SEMICONDUCTOR MFG CO	12/10/10	12/23/10	12,0268	1,828.09	152.00	1,898.84	70.75
CHATTEM INC	06/04/09	02/10/10	63,8240	38,859.27	600.00	56,100.00	17,240.73
QUALCOMM INC	09/25/09	09/24/10	44,6993	17,879.72	400.00	17,863.69	(16.03)
AFLAC INC	02/01/05	06/04/10	38,6563	15,557.02	400.00	17,142.91	1,585.89
AMETEK INC	11/08/07	11/15/10	45,9856	13,795.68	300.00	16,606.39	2,810.71
ANSYS INC	08/06/08	03/22/10	45,0298	13,508.94	300.00	13,463.22	(45.72)
AUTOMATIC DATA PROCESSING	11/27/02	02/26/10	39,4106	23,646.33	600.00	24,901.72	1,255.39
EXPEDITORS INTL WASH INC	05/18/09	11/15/10	32,5763	13,030.52	400.00	20,636.65	7,606.13
FFCB BOND	04/29/05	04/27/10		250,312.50		250,000.00	(312.50)
FHLB BOND	09/01/05	09/10/10		152,989.20		150,000.00	(2,989.20)
FHLB BOND	04/16/06	01/21/10		147,857.34		164,557.50	16,700.16
ILLINOIS TOOL WORKS INC	11/27/02	02/26/10	32,1100	16,055.00	500.00	22,730.71	6,675.71
MARSHALL & ILSLEY CORP	09/08/08	04/23/10	17,7989	26,698.35	1,500.00	15,299.89	(11,398.46)
MEDTRONIC INC	11/27/02	09/16/10	46,7400	59,866.64	1,250.00	41,883.54	(17,983.10)
OMNICON GROUP	01/30/04	06/04/10	41,2950	65,298.17	1,900.00	70,561.74	5,263.57
RESMED INC	11/20/07	09/24/10	22,1054	19,894.86	700.00	27,807.67	7,912.81
STARBUCKS CORP	08/20/07	06/04/10	26,6607	10,664.28	400.00	10,637.42	(26.86)
STERICYCLE INC	02/11/05	09/24/10	22,9999	6,951.34	300.00	20,875.08	13,923.74
STRATASYS INC	01/18/07	11/15/10	16,3564	16,356.40	1,000.00	33,566.62	17,210.22
TARGET CORP	06/29/04	09/24/10	42,0780	12,686.04	300.00	16,513.01	3,826.97
WALGREEN CO	11/27/02	07/14/10	28,8400	14,485.14	500.00	14,716.65	231.51
BAE SYSTEMS PLACE	10/16/07	12/08/10	41,2400	2,886.80	70.00	1,408.68	(1,478.12)

CADBURY SCHWEPPE RWE AKTIENGESELLSCHAFT	10/18/07	01/27/10	58 1408	2,965 18	51.00	2,725 41	(239.77)
	10/18/07	12/08/10	132 5500	1,988 25	15 00	951 44	(1,036 81)
				<u>1,230,726 86</u>		<u>1,262,605 41</u>	<u>31,878 55</u>
<u>TOTAL</u>							

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2010

INVESTMENT HOLDINGS
ACCOUNT 15502485

<u>DESCRIPTION</u>	<u>ACCQ.</u> <u>DATE</u>	<u>UNIT</u> <u>COST</u>	<u>ACCQ.</u> <u>COST</u>	<u>QUANTITY</u>	<u>MARKET</u> <u>PRICE</u>	<u>MARKET</u> <u>VALUE</u>	<u>UNREALIZED</u> <u>GAIN/(LOSS)</u>
AGRIUM INC	12/31/08	33 5012	2,177 58	65 00	91 75	5,963 75	3,786 17
AXA ADR	10/18/07	43 4300	1,954 62	45 00	16 65	749 25	(1,205 37)
AXA ADR	03-16 09	10 2500	564 07	55 00	16 65	915 75	351 68
BASF AG	10/18/07	68 4200	4,105 50	60 00	79 96	4,797 60	692 10
BHP BILLITON LTD	10/18/07	83 6477	10,037 72	120 00	92 92	11,150 40	1,112 68
BRITISH AMERN TOB PLC	10/18/07	72 8660	2,914 64	40 00	77 70	3,108 00	193 36
BRITISH AMERN TOB PLC	12/21/07	79 4444	1,191 67	15 00	77 70	1,165 50	(26 17)
BROOKFIELD ASSET MANAGEMENT	10/18/07	39 4300	1,971 50	50 00	33 29	1,664 50	(307 00)
BUNGE LTD	12/31/08	49 5000	1,980 24	40 00	65 52	2,620 80	640 56
CANADIAN NATL RAILWAY CO	10/18/07	53 2699	3,995 24	75 00	66 47	4,985 25	990 01
CANADIAN NATURAL RES LTD	10/18/07	78 9600	3,158 40	80 00	44 42	3,553 60	395 20
CANAIAN PACIFIC RAILWAY LTD	10/18/07	69 9300	2,097 90	30 00	64 81	1,944 30	(153 60)
CANAIAN PACIFIC RAILWAY LTD	06/23/08	66 7000	667 09	10 00	64 81	648 10	(18 99)
CANAIAN PACIFIC RAILWAY LTD	06/24/08	67 3300	1,683 37	25 00	64 81	1,620 25	(63 12)
CANADIAN PACIFIC RAILWAY LTD	05/11/10	58 7400	1,468 70	25 00	64 81	1,620 25	151 55
CANADIAN PACIFIC RAILWAY LTD	12/15/10	64 8600	648 64	10 00	64 81	648 10	(0 54)
COOPER INDUSTRIES LTD	10/18/07	54 7185	4,924 67	90 00	58 29	5,246 10	321 44
COOPER INDUSTRIES LTD	03/31/08	39 8200	1,194 60	30 00	58 29	1,748 70	554 10
CORE LABORATORIES INC	10/18/07	67 7400	2,032 35	30 00	89 05	2,671 50	639 15
DIAGEO PLC	10/18/07	91 8244	5,050 34	55 00	74 33	4,088 15	(962 19)
ENSIGN ENERGY SERVICES	10/18/07	18 3455	1,009 00	55 00	15 26	839 36	(169 64)
FIBRA CELULOSE S A	11/27/09	15 1500	303 10	20 00	16 00	320 00	16 90
FINNING INTL INC	12/23/10	27 2900	409 36	15 00	27 44	411 60	2 24
FOSTER WHEELER LTD	12/30/08	23 4700	2,112 53	90 00	34 52	3,106 80	994 27
INGERSOLL RAND CO	10/18/07	51 7310	4,914 45	95 00	47 09	4,473 55	(440 90)
MANULIFE FINANCIAL CORP	10/18/07	42 5899	1,916 55	45 00	17 18	773 10	(1,143 45)
NABORS INDUSTRIES LTD	10/18/07	29 7340	9,366 21	315 00	23 46	7,389 90	(1,976 31)
NESTLE SA REG ADR	10/18/07	44 1800	6,074 75	137 00	58 82	8,058 34	1,983 59
NESTLE SA REG ADR	02/02/10	48 3700	1,693 05	35 00	58 82	2,058 70	365 65
NOBLE CORP	10/18/07	51 3458	10,269 16	200 00	35 77	7,154 00	(3,115 16)
NOVARTIS AG	10/18/07	53 3499	4,001 24	75 00	58 95	4,421 25	420 01
PARTNERRE LTD	10/18/07	79 6599	1,991 50	25 00	80 35	2,008 75	17 25
POTASH CORP OF SASK INC	10/18/07	110 5487	3,869 20	35 00	154 83	5,419 05	1,549 85
POTASH CORP OF SASK INC	12/29/08	71 8900	2,156 99	30 00	154 83	4,644 90	2,487 91
POTASH CORP OF SASK INC	12/31/08	74 2700	371 40	5 00	154 83	774 15	402 75
RIO TINTO PLC	10/18/07	350 6610	8,766 53	100 00	71 66	7,166 00	(1,600 53)
SCHLUMBERGER LTD	10/18/07	109 9500	9,895 50	90 00	83 50	7,515 00	(2,380 50)
SUNCOR ENERGY	10/18/07	52 5800	9,465 65	180 00	38 29	6,892 20	(2,573 45)
SUNCOR ENERGY	03/31/08	48 9100	489 15	10 00	38 29	382 90	(106 25)
SYNGENTA AG	12/31/08	38 5700	2,121 46	55 00	58 78	3,232 90	1,111 44
TALISMAN ENERGY INC	10/18/07	20 6699	1,963 64	95 00	22 19	2,108 05	144 41
TECK COMINCO LTD	10/18/07	47 7399	3,819 19	80 00	61 83	4,946 40	1,127 21
TENARIS SA ADR	10/18/07	51 4354	7,715 31	150 00	48 98	7,347 00	(368 31)
TENARIS SA ADR	03/31/08	50 1600	250 82	5 00	48 98	244 90	(5 92)
TRANSCOCEAN INC	10/18/07	133 8200	6,365 82	47 00	69 51	3,266 97	(3,098 85)
TRANSCOCEAN INC	10/18/07	113 9200	5,180 40	45 00	69 51	3,127 95	(2,052 45)
TRICAN WELL SERVICE	10/18/07	21 6900	433 80	20 00	19 90	398 00	(35 80)
UBS AG REG	10/18/07	56 0200	3,921 40	73 50	16 47	1,210 55	(2,710 86)
UBS AG REG	04/03/08	30 6500	1,609 44	52 50	16 47	864 68	(744 77)
UBS AG REG	03/16/09	9 4500	94 51	10 00	16 47	164 70	70 19
UNILEVER NV	10/18/07	32 0700	2,084 55	65 00	31 40	2,041 00	(43 55)
UNILEVER NV	12/21/07	35 5675	2,134 05	60 00	31 40	1,884 00	(250 05)
VALE S A ADR	10/18/07	34 3200	6,865 08	200 00	34 57	6,914 00	48 92
VALE S A ADR	12/07/10	34 3500	687 19	20 00	34 57	691 40	4 21
WEATHERFORD INTL LTD	10/18/07	32 5200	9,758 16	300 00	22 80	6,840 00	(2,918 16)
YARA INTERNATIONAL ASA	11/27/02	32 8500	328 50	10 00	58 00	580 00	251 50
TOTAL			188,227 48			180,581 89	(7,645 59)
CASH			12,858 22			12,858 22	0 00
TOTAL			201,085 70			193,440 11	(7,645 59)

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2010

INVESTMENT HOLDINGS
ACCT. 1892-6066

DESCRIPTION	ACQ. DATE	UNIT COST	ACQ. COST	QUANTITY	MARKET PRICE	MARKET VALUE	UNREALIZED GAIN/(LOSS)
ALCATEL-LUCENT ADR	12/10/10	3 0300	3,255 66	1,072 00	2 96	3,173 12	(82 54)
ALLIANZ SE ADR	10/15/07	22 9600	1,355 22	59 00	11 87	700 33	(654 89)
ALLIANZ SE ADR	09/15/10	11 2000	1,366 55	122 00	11 87	1,448 14	81 59
ALUMINA LTD	12/10/10	8 7100	2,179 20	250 00	10 18	2,545 00	365 80
ANGLOGOLD ASHANTI LTD	12/10/10	48 8800	5,426 08	111 00	49 23	5,464 53	38 45
ASTRAZENECA PLC	11/10/09	45 6000	4,104 51	90 00	46 19	4,157 10	52 59
AXIS CAPITAL HOLDINGS LTD	12/10/10	36 6200	2,709 88	74 00	35 88	2,655 12	(54 76)
BARRICK GOLD CORP	12/10/10	53 0400	7,585 69	143 00	53 18	7,604 74	19 05
CAMECO CORP	12/10/10	38 4900	5,427 95	141 00	40 38	5,693 58	265 63
CARREFOUR SA	12/10/10	8 3700	4,879 71	583 00	8 38	4,885 54	5 83
CENTRAIS ELECTRIC	12/10/10	13 4800	3,250 15	241 00	13 75	3,313 75	63 60
DAI NIPPON PRINT	12/10/10	13 1200	6,533 76	498 00	13 70	6,822 60	288 84
DAIWA HOUSE IND LTD	12/10/10	114 2500	3,199 00	28 00	123 19	3,449 32	250 32
EDF	12/10/10	8 3200	3,253 12	391 00	8 30	3,245 30	(7 82)
EMBRAER SA	12/10/10	29 3700	2,173 38	74 00	29 40	2,175 60	2 22
FINMECANICA SPA	12/10/10	5 5900	4,423 76	790 00	5 70	4,503 00	79 24
FUJIFILM HOLDINGS CORP	12/10/10	34 6000	4,255 80	123 00	35 74	4,396 02	140 22
GAZPROM OAO	12/10/10	25 0600	2,180 22	87 00	25 44	2,213 28	33 06
GLAXOSMITHKLINE PLC ADR	10/15/07	52 4400	4,981 80	95 00	39 22	3,725 90	(1,255 90)
GLAXOSMITHKLINE PLC ADR	07/06/10	34 1600	512 54	15 00	39 22	588 30	75 76
GOLD FIELDS LTD	12/10/10	17 3830	4,334 63	243 00	18 13	4,405 59	70 96
HACHIJUNI BANK LTD	12/10/10	53 0900	2,176 69	41 00	56 12	2,300 92	124 23
IMPALA PLATINUM	12/14/10	32 6000	2,216 80	68 00	35 39	2,406 52	189 72
KAO CORP	12/10/10	25 4800	5,401 76	212 00	26 89	5,700 68	298 92
KINROSS GOLD CORP	12/10/10	18 1600	5,413 23	298 00	18 96	5,650 08	236 85
KOREA ELEC POWER CORP	12/10/10	12 7800	3,222 10	252 00	13 51	3,404 52	182 42
MS & AD INSURANCE GROUP HDGS	12/10/10	11 8200	4,328 10	366 00	12 57	4,600 62	272 52
NEWCREST MINING LTD	12/10/10	39 4200	4,336 20	110 00	41 65	4,581 50	245 30
NEXEN INC	12/10/10	22 0400	5,423 34	246 00	22 90	5,633 40	210 06
NINTENDO LTD	12/10/10	35 0800	3,262 44	93 00	36 33	3,378 69	116 25
NIPPON TELEGRAPH & TELEPHONE	12/10/10	22 7500	7,578 01	333 00	22 94	7,639 02	61 01
NOKIA CORP	12/10/10	9 7900	4,339 67	443 00	10 32	4,571 76	232 09
PANASONIC CORP	12/10/10	14 1200	3,263 29	231 00	14 10	3,257 10	(6 19)
ROHM CO LTD	12/10/10	31 5800	3,252 74	103 00	32 78	3,376 34	123 60
ROYAL DUTCH SHELL	05/14/10	52 4300	996 28	19 00	66 67	1,266 73	270 45
ROYAL DUTCH SHELL	05/19/10	51 7000	1,809 56	35 00	66 67	2,333 45	523 89
ROYAL DUTCH SHELL	05/21/10	50 8800	1,526 66	30 00	66 67	2,000 10	473 44
SANOFI-AVENTIS	12/10/10	32 6600	5,422 69	166 00	32 23	5,350 18	(72 51)
SEKISUI HOUSE	12/10/10	9 6200	3,251 56	338 00	10 13	3,423 94	172 38
SEVEN & I HOLDINGS	12/10/10	51 5900	5,416 95	105 00	53 37	5,603 85	186 90
SHIESTEIDO CO LTD	12/10/10	21 3000	4,345 20	204 00	21 92	4,471 68	126 48
SEIMENS AG	12/10/10	119 8400	4,314 24	36 00	124 25	4,473 00	158 76
SK TELECOMMUNICATIONS CO	12/10/10	18 5600	6,517 37	351 00	18 63	6,539 13	21 76
SOCIETE GENERALE FRANCE	10/22/10	12 1700	2,421 83	199 00	10 87	2,163 13	(258 70)
STATOIL ASA	10/15/07	34 5100	2,139 62	62 00	23 77	1,473 74	(665 88)
STATOIL ASA	04/29/08	35 9100	1,257 17	35 00	23 77	831 95	(425 22)
SUMITOMO TRUST & BANK	12/10/10	5 6900	2,714 13	477 00	6 34	3,024 18	310 05
SUNCOR ENERGY INC	12/10/10	35 8500	4,338 48	121 00	38 29	4,633 09	294 61
SWISSCOM AG	12/10/10	42 8000	4,365 60	102 00	44 05	4,493 10	127 50
TAKEDA PHARMACEUTICAL CO LTD	12/10/10	23 4000	1,076 40	46 00	24 35	1,120 10	43 70
TELECOM ITALIA SPA	12/15/10	10 8300	5,458 72	504 00	10 94	5,513 76	55 04
TOYOTA MOTOR CORP	12/10/10	77 2000	3,242 40	42 00	78 63	3,302 46	60 06
UBS AG	12/10/10	16 5200	2,710 40	164 00	16 47	2,701 08	(9 32)
VODAFONE GROUP PLC	12/10/10	26 3300	5,451 57	207 00	26 44	5,473 08	21 51
WACOAL HOLDINGS CORP	12/10/10	69 1500	4,357 07	63 00	72 55	4,570 65	213 58
WOLTERS KLUWER NV	12/10/10	21 8800	4,332 24	198 00	22 14	4,383 72	51 48
TOTAL			209,069 12			212,813 11	3,743 99
CASH			10,000 13			10,000 13	0 00
TOTAL			219,069 25			222,813 24	3,743 99

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2010

INVESTMENT HOLDINGS
ACCT. 1892-6066

DESCRIPTION	ACQ. DATE	UNIT COST	ACQ. COST	QUANTITY	MARKET PRICE	MARKET VALUE	UNREALIZED GAIN/(LOSS)
ADVANCED SEMICONDUCTOR ENGR IN	12/10/10	5 5000	3,954 38	718 00	5 74	4,121 32	166 94
AKBANK TURK ANONIM SIRKETI	12/10/10	11 2200	3,388 44	302 00	11 25	3,397 50	9 06
AMERICA MOVIL SAB DE CV	12/10/10	56 4800	6,156 56	109 00	57 34	6,250 06	93 50
BANCO DO BRASIL SA	12/10/10	18 1000	5,792 00	320 00	19 50	6,240 00	448 00
BANCO MACRO SA	12/10/10	54 9900	4,894 93	89 00	50 20	4,467 80	(427 13)
BIDVEST GROUP LTD	12/10/10	45 6800	3,151 92	69 00	48 46	3,343 74	191 82
CHINA CONSTRUCTION BANK CORP	12/10/10	17 9800	3,632 85	202 00	18 30	3,696 60	63 75
CIELO SA	12/10/10	8 4000	7,963 20	948 00	8 55	8,105 40	142 20
COMMERCIAL INTERNATIONAL BANK	12/10/10	7 5300	6,249 90	830 00	8 33	6,913 90	664 00
COMPANHIA DE BEBIDAS DAS AMERS	12/10/10	29 8500	4,030 21	135 00	31 03	4,189 05	158 84
COMPANHIA ENERGETICA DEMINAS	12/10/10	16 5800	6,053 93	365 00	16 59	6,055 35	1 42
COMPANHIA SIDERURGICA NACIONAL	12/10/10	16 1900	5,101 99	315 00	16 67	5,251 05	149 06
FOMENTO ECONOMICO MEXICANO	12/10/10	55 9200	2,963 76	53 00	55 92	2,963 76	0 00
GRUPO TELEVISIA SA	12/10/10	24 2400	4,655 62	192 00	25 93	4,978 56	322 94
INFOSYS TECHNOLOGIES	12/10/10	69 3900	4,163 96	60 00	76 08	4,564 80	400 84
KIMBERLY CLARK DE MEXICO SAB	12/10/10	30 4400	4,200 72	138 00	30 79	4,249 02	48 30
KOC HOLDINGS AS	12/10/10	23 5000	2,702 50	115 00	24 45	2,811 75	109 25
KUMBA IRON ORE LTD	12/10/10	61 3500	5,950 95	97 00	65 28	6,332 16	381 21
LUKOL OIL CO	12/10/10	57 0500	3,822 35	67 00	57 22	3,833 74	11 39
MASSMART HOLDINGS LTD	12/10/10	41 6500	3,623 55	87 00	44 80	3,897 60	274 05
MOBILE TELESYSTEMS	12/10/10	20 0000	5,762 59	288 00	20 87	6,010 56	247 97
MURRY & ROBERTS HOLDINGS LTD	12/10/10	5 7700	2,452 25	425 00	6 17	2,622 25	170 00
NEDBANK GROUP LTD	12/10/10	37 6900	3,919 76	104 00	40 34	4,195 36	275 60
NETEASE COMMUNICATIONS INC	12/10/10	37 8800	3,334 27	88 00	36 15	3,181 20	(153 07)
ORASCOM CONSTRUCTION INDS SAE	12/10/10	48 5500	4,030 11	83 00	49 75	4,129 25	99 14
ORIFLAME COSMETICS SA	12/10/10	25 6500	5,771 25	225 00	26 75	6,018 75	247 50
PERUSAHAAN PERSEROAN	12/10/10	35 6100	6,125 54	172 00	35 65	6,130 94	5 40
PHILIPPINE LONG DISTANCE TEL CO	12/10/10	55 5500	6,166 61	111 00	58 27	6,467 97	301 36
PRETORIA PORTLAND CEMENT	12/10/10	9 6300	2,946 78	306 00	10 85	3,320 10	373 32
PT BANK MANDIRI PERSERO TBK	12/10/10	7 5600	2,343 60	310 00	7 60	2,356 00	12 40
PT BANK MANDIRI PERSERO TBK	12/28/10	7 2400	1,766 58	244 00	7 60	1,854 40	87 82
PT SEMEN GRESIK PERSERO TBK	12/10/10	53 5400	6,264 18	117 00	53 80	6,294 60	30 42
PT UNITED TRACTORS TBK	12/10/10	53 5800	4,072 08	76 00	53 25	4,047 00	(25 08)
SANLAM LTD	12/10/10	19 9200	3,864 48	194 00	21 49	4,169 06	304 58
SHINHAM FINANCIAL GROUP	12/10/10	84 2600	5,730 31	68 00	93 82	6,379 76	649 45
SHOPRITE HOLDINGS LTD	12/10/10	29 5000	3,687 50	125 00	30 84	3,855 00	167 50
STANDARD BANK GROUP LTD	12/10/10	30 1800	3,681 96	122 00	33 07	4,034 54	352 58
TAIWAN SEMICONDUCTOR MFG CO	12/10/10	12 0200	5,929 20	493 00	12 54	6,182 22	253 02
TIGER BRANDS LTD	12/10/10	28 3500	3,487 05	123 00	29 50	3,628 50	141 45
TURKCELL ILETISIM HIZMETLER TKC	12/10/10	16 7900	6,197 76	369 00	17 13	6,320 97	123 21
ULTRAPAR PARTICIPACOE SA	12/10/10	59 5900	3,456 22	58 00	64 62	3,747 96	291 74
USINAS SIDERURGICAS DE MINAS	12/10/10	11 3500	4,891 85	431 00	12 05	5,193 55	301 70
VALE SA	12/10/10	29 4700	7,191 95	244 00	30 22	7,373 68	181 73
WEICHAI POWER CO LTD	12/10/10	63 0500	2,396 24	38 00	62 30	2,367 40	(28 84)
TOTAL INVESTMENT SECURITIES			197,923 84			205,544 18	7,620 34
CASH			2,280 95			2,280 95	0 00
TOTAL			200,204 79			207,825 13	7,620 34

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2010

INVESTMENT HOLDINGS

<u>DESCRIPTION</u>	<u>ACCQ.</u> <u>DATE</u>	<u>UNIT</u> <u>COST</u>	<u>ACCQ.</u> <u>COST</u>	<u>QUANTITY</u>	<u>MARKET</u> <u>PRICE</u>	<u>MARKET</u> <u>VALUE</u>	<u>UNREALIZED</u> <u>GAIN/(LOSS)</u>
FEDERAL HOME LOAN BANK BOND	08/01/06	100 0690	100,063 70	100,000 00	102 1730	102,173 00	2,109 30