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 5/01 , 2010, and ending 4/30 , 2011

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

THOMAS W. DOWER FOUNDATION
PO BOX 416
KENILWORTH, IL 60043

A **Employer identification number** 36-6071665

B Telephone number (see the instructions) 847-256-0600

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,380,380.

J Accounting method ☒ Cash ☐ Accrual
☐ 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 the instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	707.	707.	707.	
	4	Dividends and interest from securities	215,668.	215,668.	215,668.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	16,979.			
	b	Gross sales price for all assets on line 6a 1,344,716.				
	7	Capital gain net income (from Part IV, line 2)		16,979.		
	8	Net short-term capital gain			32,526.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	31.			
	12	**Total.** Add lines 1 through 11	233,385.	233,354.	248,901.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	149,500.	112,125.		37,375.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST. 2	15,125.	11,344.		3,781.
	c	Other prof fees (attach sch) SEE ST 3	1,848.	1,848.		
	17	Interest				
	18	Taxes (attach schedule)(see instr) SEE STM 4	871.	871.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 5	3,290.	2,468.		822.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	170,634.	128,656.		41,978.
	25	Contributions, gifts, grants paid PART XV	127,000.			127,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	297,634.	128,656.	0.	168,978.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-64,249.			
	b	**Net investment income** (if negative, enter -0-)		104,698.		
	c	**Adjusted net income** (if negative, enter -0-)			248,901.	

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BAA For Paperwork Reduction Act Notice, see the instructions.

		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	307,425.	512,759.	512,759.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)	51,891.	15,895.	15,895.
	b	Investments — corporate stock (attach schedule)	4,702,582.	4,451,401.	4,451,401.
	c	Investments — corporate bonds (attach schedule)	143,799.	508,551.	508,551.
	11	Investments — land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)	770,191.	891,774.	891,774.
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see instructions. Also, see page 1, item I)	5,975,888.	6,380,380.	6,380,380.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☒			
	24	Unrestricted	5,975,888.		
	25	Temporarily restricted		6,380,380.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	5,975,888.	6,380,380.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	5,975,888.	6,380,380.	

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	5,975,888.
2	Enter amount from Part I, line 27a	2	-64,249.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	468,741.
4	Add lines 1, 2, and 3	4	6,380,380.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,380,380.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	SHORT-TERM (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b	LONG-TERM (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	459,901.		427,375.	32,526.
b	884,815.		900,362.	-15,547.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				32,526.
b				-15,547.
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 16,979.

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 the instructions). If (loss), enter -0- in Part I, line 8 — **3** 32,526.

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 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 (column (b) divided by column (c))
2009	338,502.	5,674,999.	0.059648
2008	242,939.	5,542,823.	0.043829
2007	396,577.	7,315,658.	0.054209
2006	372,529.	7,294,638.	0.051069
2005	284,809.	7,022,604.	0.040556

2	**Total** of line 1, column (d)	2	0.249311
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	0.049862
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,980,824.
5	Multiply line 4 by line 3	5	298,216.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,047.
7	Add lines 5 and 6	7	299,263.
8	Enter qualifying distributions from Part XII, line 4	8	168,978.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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 instr.)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ 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, column (b).			1	2,094.
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	2,094.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,094.
6 Credits/Payments:				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	3,325.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,325.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	1,231.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 1,231. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities.			
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.*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *(Continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address. ► N/A

14 The books are in care of ► MARY K HARTIGAN Telephone no. ► 847-256-0600

Located at ► PO BOX 416 KENILWORTH IL ZIP + 4 ► 60043

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A. ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	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 the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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 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 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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
EILEEN MADIGAN PO BOX 416 KENILWORTH, IL 60043	TRUSTEE 5.00	15,000.	0.	0.
MARY HARTIGAN, ESQUIRE PO BOX 416 KENILWORTH, IL 60043	TRUSTEE 20.00	50,000.	0.	0.
MARY K. HARTIGAN PO BOX 416 KENILWORTH, IL 60043	TRUSTEE 30.00	84,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	5,411,969.
b Average of monthly cash balances		1b	659,934.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	6,071,903.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	6,071,903.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	91,079.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,980,824.
6 **Minimum investment return.** Enter 5% of line 5		6	299,041.

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

1 Minimum investment return from Part X, line 6		1	299,041.
2a Tax on investment income for 2010 from Part VI, line 5	2a 2,094.		
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	2,094.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	296,947.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	296,947.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	296,947.

Part XII Qualifying Distributions (see 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	168,978.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,978.
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 instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	168,978.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					296,947.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007	8,043.				
d From 2008					
e From 2009	56,288.				
f **Total** of lines 3a through e		64,331.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► $ 168,978.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2010 distributable amount					168,978.
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).)*		64,331.			64,331.
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			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					63,638.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see 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					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST ,			TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	127,000.
Total . . . . ► **3a**				127,000.
b *Approved for future payment*				
Total . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	707.	
4 Dividends and interest from securities			14	215,668.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	31.	
8 Gain or (loss) from sales of assets other than inventory			14	16,979.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				233,385.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 233,385.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ X Mary K. Hartigan — Signature of officer or trustee

8-25-11 — Date

▶ Trustee — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRETT MOELLER	Brett Moeller	8-24-11		N/A

Firm's name ▶ O'NEILL & GASPARDO, LLC

Firm's EIN ▶ N/A

Firm's address ▶ 9697 WEST 191ST STREET; SUITE 201
MOKENA, IL 60448

Phone no (708) 478-2900

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 31.		
TOTAL	$ 31.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & AUDIT	$ 15,125.	$ 11,344.		$ 3,781.
TOTAL	$ 15,125.	$ 11,344.	$ 0.	$ 3,781.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL CONSULTING	$ 1,848.	$ 1,848.		
TOTAL	$ 1,848.	$ 1,848.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	$ 871.	$ 871.		
TOTAL	$ 871.	$ 871.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	$ 1,515.	$ 1,136.		$ 379.
INSURANCE	1,250.	938.		312.
OFFICE	525.	394.		131.
TOTAL	$ 3,290.	$ 2,468.	$ 0.	$ 822.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAIN ON INVESTMENTS	$ 468,741.
TOTAL	$ 468,741.

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	THOMAS W DOWER FOUNDATION
CARE OF:	ATTENTION: MARY K HARTIGAN
STREET ADDRESS:	PO BOX 416
CITY, STATE, ZIP CODE:	KENILWORTH, IL 60043
TELEPHONE:	
FORM AND CONTENT:	WRITTEN REQUEST MAILED.
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

Thomas W. Dower Foundation

For the Fiscal Year Ending April 30, 2011

Organization	
Anitquarian Society of the Art Institute	1,000.
Augustinian Mission	2,000.
Blake School	5,000.
Christian Brothers	5,000.
Dayton Men's Lacrosse	500.
Esperanza Community Service	500.
Historic Preservation of the Fortnightly	10,000.
Injured Marine Semper Fi Fund	5,000.
Irish Georgian Society	2,000.
Joseph Sears (J.S.P.V.A)	5,000.
Kenilworth Village Assistance	5,000.
Loyola Academy	2,500.
Loyola University – Luma	10,000.
Maria High School	10,000.
Minneapolis Institute of Art	10,000.
Operation Helmet	5,000.
Palos Community Hospital	2,000.
Queen of Peace High School	10,000.
Ravinia Festival	3,500.
Rush University Medical Center	1,000.
Safer Foundation	2,000.
St. Agnes of Bohemia	4,000.
Sts. Faith Hope & Charity	2,000.
St. Mary Parish	1,000.
Sisters of Christian Charity	1,000.
Steppenwolf Theater Company	30,000.
Trilogy, Inc.	5,000.
Total	$140,000

Less: Voided checks from prior year (13,000)

Total Contributions $127,000

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

FAIR
MARKET
VALUE @4-30-11

LINE 10a - U.S. and state government obligations

Debt Securities of the U S Government	15,895

LINE 10b - Corporate Stock

3M COMPANY	29,163
ABBOTT LABS	18,214
ACCENTURE PLC CL A	14,283
AES TIETE SA ADR	17,906
ALEXANDER & BALDWIN INC	21,080
Alliance Resrc Ptnrs LP	32,944
ALTRIA GROUP INC	16,104
AMERICA MOVIL SAB	5,720
AMERICAN CAPITAL LTD	6,542
AMERICAN WTR WKS CO INC	14,690
APERAM	1,468
Aptargroup Inc	20,980
Arcelor Mittal	25,949
ARCH COAL INC	3,430
AUTO DATA PROCESSING	38,052
AVIS BUDGET GROUP INC	18,960
BAC CAP TR VIII 6 00%35	46,560
BAC STARS RSX ETF	9,940
BANK OF AMERICA CORP	12,280
BAXTER INTERNATIONAL INC	7,113
BERKSHIRE HATHAWAY B NEW	208,250
BEST BUY INC	20,293
BNY CAPITAL V TR 5 95%33	25,130
BOEING CO	39,890
BRISTOL-MYERS SQUIBB CO	14,331
BROADRIDGE FINL SOLUTION	6,972
C B RICHARD ELLIS GROUP	3,606
C V S CAREMARK CORP	18,110
CARNIVAL CORP NEW	19,035
CATALYST HEALTH SOLS INC	5,953
CENTURYLINK INC SHS	24,468
CHEROKEE INC NEW NEW DEL	2,134
CHEROKEE INC NEW NEW DEL	1,746
CHESAPEAKE ENERGY CORP	5,892
CHEVRON CORPORATION	78,250
CHINA UNICOM HK ADR FSPONSORED	40,920
CITIGROUP CAPITAL XIII	13,880
Citigroup Inc	4,590
CME GROUP INC CL A	88,731
COACH INC	11,962
COGDELL SPENCER INC	1,815
COGDELL SPENCER INC	10,285
COLGATE-PALMOLIVE CO	25,305
Comcast Corp	15,414
COMCAST CORP NEW CL A SPL	9,820
Conocophillips	11,834
CONSOLIDATED EDISON INC	52,120
CORNING INC	4,188
CPFL ENERGIA SA ADR	44,220
DANAHER CORP DEL	22,096
DELL INC	4,641
Deutsche Bank	24,720
DOW CHEMICAL COMPANY	16,396

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-11
DU PONT E I DE NEMOUR&CO	28,395
DUFF & PHELPS CORP	12,312
DUFF & PHELPS UTIL & CP BD	18,564
EARTHLINK INC	8,220
ENTERPRISE PRDTS PRTN LP	29,077
ESTN AMN N GAS SPRCPRPST	58,265
EV TAX MAN GLB DIV EQTY	8,258
EXELON CORPORATION	75,906
EXPEDITORS INTL WASH	27,135
F5 NETWORKS INC	10,136
FEDEX CORP DELAWARE COM	19,265
FIFTH ST FIN CORP	26,660
First Industrial Realty	20,475
Frontier Communications	8,270
Frontier Communications	992
GENERAL ELECTRIC COMPANY	10,225
General Motors Co	9,178
GLAXOSMITHKLINE PLC ADRF	17,464
GOLDMAN SACHS 6 20% PFD	24,980
GOOGLE INC CLASS A	108,820
H S B C HLDGS 6 20% ADRF	24,370
HARLEY DAVIDSON INC	22,356
HARRIS CORPORATION	15,939
HARRIS PFD CAP 7 375% PFD	50,980
Healthcare Services Group Inc	13,320
HEWLETT-PACKARD COMPANY	24,222
HOME DEPOT INC	5,573
HUANENG PWR INTL ADR FSPONSORED	6,657
INDIA FUND INC	4,727
INFOSYS TECH SPON ADR FSPONSORED	13,036
INNOPHOS HOLDINGS INC	18,536
INTERCONTINENTALEXCHANGE	24,070
INTL BUSINESS MACHINES	17,058
INTUITIVE SURGICAL NEW	69,940
INVESCO VAN KAMPEN SR	41,520
ISHARES S&P US PFD FUND	31,607
JACOBS ENGINEERING GROUP	4,961
JP MORGAN CAP X 7 00%32	51,160
JP MORGAN CHASE CAP 8%78	10,632
JP Morgan Chase Cap XIV	50,180
JP Morgan Chase Cap XXIV	10,300
JPMChase Capital XIV	25,260
JPMORGAN CHASE & CO	18,252
Keycorp Capital IX	25,210
KKR & CO L P DEL	9,480
KOHLS CORP	5,271
KON PHILIPS ELEC NV NEWF	64,878
LILLY ELI & COMPANY	18,505
LOCKHEED MARTIN CORP	15,850
MANITOWOC COMPANY INC	6,657
MARSH & MC LENNAN CO INC	9,084
MEDCOHEALTH SOLUTIONS	17,799
MEDTRONIC INC	37,575
Metlife Inc	25,550
MICROSOFT CORP	25,920
Morgan Stanley Cap VIII	24,450
MOTOROLA SOLUTIONS INC	13,764
MURPHY OIL CORP HLDG	30,992

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-11
MVC CAPITAL INC	9,681
N C R CORP NEW	5,943
NASDAQ OMX GROUP INC	8,136
NETAPP INC	26,055
NEUBERGER BERMAN HI YLD	25,082
NEW ORIENTAL ED ADR	37,437
NEW YORK CMNTY BANCORP	4,980
NEXTERA ENERGY INC	28,285
NUCOR CORP	2,818
NUVEEN EQTY PREM INC FD	31,475
NUVEEN FLOATING RATE	25,100
NUVEEN MULTI STRAT INCM (JPC)	35,720
NUVEEN MULTI STRAT INCM (JQC)	18,400
NYSE EURONEXT N V	4,005
ORACLE CORPORATION	10,788
OWENS ILLINOIS INC NEW	3,115
PARAGON SHIPPING CL A	888
PAYCHEX INC	27,640
PEABODY ENERGY CORP	20,046
Pengrowth Energy	1,414
Pengrowth Energy	2,828
Penn RL Est Inv Tr	7,895
PEPSICO INCORPORATED	89,557
PFIZER INCORPORATED	38,165
PHILIP MORRIS INTL INC	24,304
PIMCO CORP INCOME FUND	29,495
POTLATCH CORPORATION NEW	15,464
PPG Industries	18,934
PROCTER & GAMBLE	58,410
PROGRESS ENERGY INC	18,980
PRUDENTIAL FINANCIAL INC	25,368
Prudential PLC	12,505
Public Storage	49,640
Public Storage	9,506
Qualcomm Inc	22,836
RALCORP HOLDINGS INC NEW	31,120
REDWOOD TRUST INC	15,830
SALLY BEAUTY HOLDINGS	4,984
SANOFI AVENTIS ADR	19,760
SARA LEE CORP	19,200
SEADRILL LTD	10,695
SECTOR SPDR FINCL SELECT	2,948
SEK STEPS F (FORD MOTOR CO)	10,230
SEK STEPS FSLR (FIRST SOLAR IN)	4,755
SEK STEPS M (MACYS INC)	4,725
SILICON LABORATORIES INC	13,074
SJM HOLDINGS LTD	3,233
SJM HOLDINGS LTD	9,698
SOC QUIMICA MINER B ADRFDE CHILD S A	12,206
STRYKER CORP	23,600
SYMANTEC CORP	11,043
Teekey Corp	16,995
TELECOM CP N Z SPON ADRF	6,207
Telecom Italia Spa ADR	5,156
TELEFONICA SPON ADR F	56,616
Telephone & Data Systems	27,155
TELLABS INC	2,450
TEMPLETON GLOBAL INCM FD	54,750

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-11
TEREX CORP	2,087
TEVA PHARM INDS LTD ADRF	84,601
THERMO FISHER SCIENTIFIC	71,988
TIFFANY & CO NEW	27,776
TOYOTA MOTOR CP ADR NEWF	23,904
TRACTOR SUPPLY COMPANY	37,122
TUPPERWARE BRANDS CORP	31,835
UNITEDHEALTH GROUP INC	39,384
UNITEDHEALTH GROUP INC	9,846
USB Capital	25,150
VAIL RESORTS INC	19,596
VALE SA ADR	16,700
VALERO ENERGY CORP NEW	2,123
VANGUARD ENERGY	11,809
VANGUARD INTL EQTY INDEX	20,804
Verizon Communicatns Com	18,890
VISA INC CL A	15,624
W P CAREY AND CO LLC	17,935
WASH R E INV TR SBI $ 01	16,200
WASTE MANAGEMENT INC NEW	11,838
WEATHERFORD INTL LTD	4,316
WELLS FARGO & CO NEW	46,576
WELLS FARGO ADV MULTI SECTOR	8,579
Wells Fargo Capital IX	62,250
Wells Fargo Capital VIII	49,880
WT07 16GENERAL MOTORS CO	6,024
WT07 19GENERAL MOTORS CO	4,628
	4,451,401

LINE 10c - Corporate Bonds

BANK OF AMER CP 5 50%33	48,800
GEN ELEC CAP 5 875%33	75,720
GEN ELEC CAP 6 625%32	41,232
GEN ELECTRIC CAP 6 10%32	76,380
GENERAL ELECTRIC 6%47	51,100
GENWORTH FINL 6 515%18NOTES	10,100
HOUSEHOLD FIN VAR 2013	77,582
MS CAP TR III 6 25%33	73,320
WELLS FARGO CAP 5 625%33	49,880
Nuveen Investments	4,438
	508,551

LINE 13 - Other

Mutual Funds	623,642
Futures	36,680
Limited Partnership	210,272
Real Estate Investment Trusts	21,180
	891,774

Total Investments	**5,867,621**

THOMAS W DOWER FOUNDATION
36-6071665
CAPITAL GANS AND LOSSES
LINES 1e, 1g AND 1h OF PART IV

DESCRIPTION	#SH	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SHORT-TERM						
AMGEN INC COM PV	100	12/30/2009	12/13/2010	5,270	5,818	(548)
AMGEN INC COM PV	300	12/30/2009	12/13/2010	15,806	17,454	(1,648)
APPLE INC	100	5/6/2010	7/22/2010	25,700	24,354	1,346
ARCOS DORADOS HOLDNG INC	500	4/19/2011	4/19/2011	10,504	8,500	2,004
BAIDU INC ADR	200	7/9/2010	9/29/2010	19,560	14,113	5,447
BAIDU INC ADR	300	10/4/2010	12/7/2010	33,590	28,584	5,007
BAIDU INC ADR	300	12/9/2010	2/1/2011	34,856	32,394	2,463
BAXTER INTERNATIONAL INC	125	6/16/2009	5/7/2010	5,644	5,910	(266)
BP PLC SPONSORED ADR	400	8/24/2010	9/24/2010	15,195	14,046	1,149
BP PLC SPON ADR	100	5/4/2010	5/25/2010	4,426	5,087	(661)
CALPINE CORP	500	10/23/2009	10/15/2010	6,205	5,749	456
FRONTIER COMM (CASH IN LIEU)	FRAC	7/16/2010	7/16/2010	0	-	0
GENERAL MOTORS CO	FRAC	4/29/2011	4/29/2011	7	-	7
GILEAD SCIENCES INC	200	11/16/2009	7/19/2010	7,002	9,392	(2,390)
GOOGLE INC CL A	100	VARIOUS ST	1/25/2011	62,415	50,401	12,014
GREEN MTN COFFEE ROASTER	400	10/8/2010	12/17/2010	12,724	10,740	1,984
ICF INTERNATIONAL INC	100	12/16/2009	9/13/2010	2,291	2,632	(340)
ICF INTERNATIONAL INC	200	12/16/2009	9/13/2010	4,570	5,264	(693)
ICF INTERNATIONAL INC	100	12/16/2009	9/13/2010	2,286	2,632	(346)
JOHNSON & JOHNSON	200	5/24/2010	2/1/2011	12,144	12,130	14
NETAPP INC	400	VARIOUS ST	9/17/2010	18,740	12,972	5,768
PRAXAIR INC	100	1/18/2010	6/23/2010	7,974	7,981	(7)
QUALCOMM INC	100	7/15/2009	5/3/2010	3,818	4,511	(693)
QUALCOMM INC	100	7/20/2009	5/18/2010	3,826	4,511	(685)
ROBERT HALF INTL	300	2/2/2010	6/23/2010	7,410	8,055	(645)
SCHEIN HENRY INC	400	10/29/2010	12/1/2010	23,671	22,641	1,030
SEPT CALL SALES		VARIOUS ST	9/18/2010	3,514	-	3,514
SIRONA DENTAL SYSTEMS	300	3/30/2010	9/17/2010	10,734	11,505	(771)
WT07 19 GENERAL MOTORS CO	FRAC	4/29/2011	4/29/2011	8	-	8
WT07 19 GENERAL MOTORS CO	FRAC	4/29/2011	4/29/2011	11	-	11
FIRST BANK & TRUST OF EVANSTON CD - REDEEMED		3/18/2010	10/18/10	100,000	100,000	-
TOTAL SHORT-TERM				**459,901**	**427,375**	**32,527**
LONG-TERM						
ALABAMA POWER CO-REDEEMED	2500	4/7/2004	10/29/2010	62,500	62,500	-
ALBERTO CULVER CO NEW	337	VARIOUS L/T	6/23/2010	9,190	9,431	(241)
AMEDISYS INC	100	2/13/2007	5/12/2010	5,467	3,379	2,087
AMEDISYS INC	123	2/13/2007	5/12/2010	6,724	4,162	2,562
AMEDISYS INC	77	2/13/2007	5/12/2010	4,209	2,602	1,607
AT&T	1790	VARIOUS L/T	2/2/2011	49,254	49,013	242
BAC STEPS AAPL-REDEEMED	1000	8/27/2009	9/10/2010	10,908	10,000	908
BAC STEPS AAPL-REDEEMED	1000	2/19/2010	3/4/2011	10,500	10,000	500
BAC STEPS FCX-REDEEMED	1000	3/16/2010	4/1/2011	10,271	10,000	271
BP PLC SPON ADR	500	1/20/2009	5/25/2010	22,132	20,925	1,207
BP PLC SPONSORED ADR	400	1/12/2009	5/24/2010	16,919	18,395	(1,476)
BUCYRUS INTL INC	300	6/23/2008	1/12/2011	27,030	23,454	3,576
CAPITAL ONE CAPITAL II	500	10/23/2008	1/25/2011	12,467	12,500	(33)
COGNEX CORP	200	12/19/2007	9/24/2010	4,445	4,136	309
D R HORTON CO	225	9/28/2007	2/8/2011	2,673	4,743	(2,070)
DISCOVER FINANCIAL SVCS	91	7/2/2007	7/19/2010	1,381	2,867	(1,485)
DISCOVER FINANCIAL SVCS	100	7/2/2007	7/19/2010	1,518	3,150	(1,632)
E M C CORP MASS	500	11/9/2007	7/14/2010	10,144	10,120	24
ECOLAB INC	200	VARIOUS L/T	7/19/2010	9,670	6,126	3,545
ECOLAB INC	200	9/8/2004	5/13/2010	9,730	6,126	3,605
FASTENAL CO	100	VARIOUS L/T	6/23/2010	5,299	3,613	1,686
FLEXTRONICS INTL LTD	400	VARIOUS L/T	7/19/2010	2,724	11,485	(8,761)
FORD MTR CR CO-REDEEMED	50,000	VARIOUS L/T	6/21/2010	50,000	50,000	-
GEORGIA POWER CO-REDEEMED	2,500	VARIOUS L/T	6/24/2010	62,500	63,055	(555)
GOLDMAN SACHS GROUP INC	5000	10/23/2008	1/18/2011	5,000	4,789	211
GOVT NATL MTG ASSN-RETURN OF PRINCIPLE		VARIOUS L/T	6/20/2010	2,383	2,359	24
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	7/20/2010	2,705	2,705	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	8/20/2010	310	310	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	9/20/2010	6,895	6,895	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	10/20/2010	3,226	3,226	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	11/22/2010	4,432	4,432	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	12/20/2010	4,594	4,594	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	1/20/2011	6,748	6,748	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	2/20/2011	3,180	3,180	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	3/20/2011	1,859	1,859	-

THOMAS W DOWER FOUNDATION
36-6071665
CAPITAL GANS AND LOSSES
LINES 1e, 1g AND 1h OF PART IV

DESCRIPTION	#SH	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
IDEXX LABS INC	300	VARIOUS L/T	7/19/2010	19,028	15,393	3,635
JOHNSON & JOHNSON	320	VARIOUS L/T	2/1/2011	19,431	12,992	6,439
KINDER MORGAN ENERGY PARTNER-RETURN OF PRINCIPLE		VARIOUS L/T	5/14/2010	321	321	-
KOHLS CORP	300	VARIOUS L/T	3/15/2011	16,731	18,299	(1,569)
LAS VEGAS SANDS CORP	300	7/26/2007	9/17/2010	8,706	24,993	(16,287)
MARSHALL * ILSLEY CP NEW	500	VARIOUS L/T	7/19/2010	4,115	7,111	(2,996)
MATTHEWS PACIFIC TIGER	1000 5	3/26/2008	7/15/2010	20,060	24,834	(4,774)
NEUBERGER BERMAN HI YLD	0 879	VARIOUS L/T	8/9/2010	12	-	12
NEW ORIENTAL ED ADR	300	2/29/2008	9/17/2010	32,156	19,076	13,080
NORTHERN TRUST CORP	355	VARIOUS L/T	6/23/2010	17,164	23,840	(6,676)
ORACLE CORP	300	11/13/2006	5/11/2010	6,803	5,796	1,006
ORACLE CORP	100	11/13/2006	5/11/2010	2,268	1,930	337
PATRIOT COAL CORP	60	6/26/2006	1/12/2011	1,550	960	590
PLAINS ALL AMERICAN PIPELINE-RETURN OF PRINCIPLE		VARIOUS L/T	5/14/2010	561	561	-
PRECISION CASTPARTS CORP	200	3/7/2008	9/17/2010	25,286	20,889	4,397
REALTY INCOME CORP	400	VARIOUS L/T	12/22/2010	13,799	12,261	1,538
RITCHIE BROS AUCTIONEER	1000	VARIOUS L/T	9/13/2010	19,194	10,030	9,164
ROWE T PRICE GROUP INC	200	VARIOUS L/T	7/19/2010	9,752	11,230	(1,478)
ROWE T PRICE GROUP INC	100	VARIOUS L/T	7/19/2010	4,876	5,615	(739)
S L M CORP	1000	VARIOUS L/T	7/19/2010	16,710	25,000	(8,290)
SCHEIN HENRY INC	85	VARIOUS L/T	9/30/2010	4,951	2,701	2,250
SCHEIN HENRY INC	100	VARIOUS L/T	9/30/2010	5,825	3,177	2,648
SCHEIN HENRY INC	190	VARIOUS L/T	9/30/2010	11,067	6,037	5,030
STARBUCKS CORP	185	9/2/2008	9/27/2010	4,774	4,768	6
STARWOOD HTLS & RSTS NEW	400	2/29/2008	9/17/2010	20,520	19,190	1,330
STERICYCLE INC	200	VARIOUS L/T	6/23/2010	12,892	10,314	2,578
TELEPHONE & DATA SYSTEMS	919	11/28/2001	12/27/2010	22,975	22,975	-
TERADATA CORP DEL	300	4/4/2005	7/14/2010	9,450	5,440	4,010
TIFFANY & CO NEW	300	3/3/2008	12/21/2010	19,144	11,658	7,486
TRACTOR SUPPLY COMPANY	600	VARIOUS L/T	9/17/2010	22,710	11,907	10,803
UNITEDHEALTH GROUP INC	100	VARIOUS L/T	7/19/2010	3,033	4,477	(1,444)
UNITEDHEALTH GROUP INC	300	VARIOUS L/T	7/19/2010	9,099	13,431	(4,332)
UNITEDHEALTH GROUP INC	200	VARIOUS L/T	7/19/2010	6,066	8,954	(2,888)
UNITEDHEALTH GROUP INC	100	VARIOUS L/T	7/19/2010	3,033	4,848	(1,815)
UNITEDHEALTH GROUP INC	300	7/28/2006	9/17/2010	10,023	14,544	(4,521)
UNITEDHEALTH GROUP INC	500	10/17/2006	9/17/2010	16,705	23,642	(6,937)
WELLPOINT INC	300	12/11/2006	7/30/2010	15,039	23,289	(8,250)
YOUR CHOICE LIVING, INC - WORTHLESS	10000	2006	N/A	-	25,000	(25,000)
TOTAL LONG-TERM				884,815	900,362	(15,547)
TOTAL				1,344,716	1,327,737	16,979