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 OCT 1, 2010 **, and ending** SEP 30, 2011

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

Name of foundation
JOHN P. AND DOROTHY S. ILLGES
FOUNDATION, INC.

A Employer identification number 58-0691476

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1673 — Room/suite

B Telephone number 706-576-6625

City or town, state, and ZIP code
COLUMBUS, GA 31902

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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,514,046.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,302.	1,302.		STATEMENT 1
	4	Dividends and interest from securities	97,802.	97,802.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	237,482.			
	b	Gross sales price for all assets on line 6a 2,837,895.				
	7	Capital gain net income (from Part IV, line 2)		237,482.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	336,586.	336,586.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,662.	0.		6,662.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	14,955.	11,965.		2,991.
	c	Other professional fees STMT 4	47,861.	47,861.		0.
	17	Interest				
	18	Taxes STMT 5	6,087.	0.		552.
	19	Depreciation and depletion				
	20	Occupancy	2,000.	0.		2,000.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	959.	0.		202.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	78,524.	59,826.		12,407.
	25	Contributions, gifts, grants paid	256,405.			256,405.
	26	**Total expenses and disbursements.** Add lines 24 and 25	334,929.	59,826.		268,812.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,657.			
	b	**Net investment income** (if negative, enter -0-)		276,760.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2010)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	197,352.	233,854.	233,854.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	4,568,278.	4,549,899.	5,280,192.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	12,704.	0.	0.
	16 **Total assets** (to be completed by all filers)	4,778,334.	4,783,753.	5,514,046.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)	959.	4,721.	
	23 **Total liabilities** (add lines 17 through 22)	959.	4,721.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	4,777,375.	4,779,032.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	4,777,375.	4,779,032.	
	31 **Total liabilities and net assets/fund balances**	4,778,334.	4,783,753.	

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	4,777,375.
2 Enter amount from Part I, line 27a	2	1,657.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,779,032.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,779,032.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	2,837,895.		2,600,413.	237,482.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				
b				
c				
d				
e				237,482.

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 } 2 237,482.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	238,417.	5,426,040.	.043939
2008	335,460.	4,787,599.	.070069
2007	521,841.	7,066,210.	.073850
2006	297,878.	7,378,599.	.040371
2005	295,948.	7,067,109.	.041877

2	**Total** of line 1, column (d)	2	.270106
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	.054021
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,219,640.
5	Multiply line 4 by line 3	5	335,991.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,768.
7	Add lines 5 and 6	7	338,759.
8	Enter qualifying distributions from Part XII, line 4	8	268,812.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,535.
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	5,535.
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	5,535.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,120.		
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	1,120.
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	4,415.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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 ▶ RICHARD B. ILLGES Telephone no. ▶ 706-327-2128

Located at ▶ 6001 RIVER ROAD, SUITE 600, COLUMBUS, GA ZIP+4 ▶ 31904

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 | 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 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 ▶			

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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes [X] 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 [X] 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 [X] 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)? N/A	1b		
	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 [X] No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes [X] 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.)* N/A	3b		
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)*

		Yes	No
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)? ☐ 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)? N/A	5b		
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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		6,662.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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	6,064,143.
b	Average of monthly cash balances	1b	250,212.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,314,355.
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	6,314,355.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,715.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,219,640.
6	**Minimum investment return.** Enter 5% of line 5	6	310,982.

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	310,982.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 5,535.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,535.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	305,447.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	305,447.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	305,447.

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	268,812.
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	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	268,812.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	268,812.

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				305,447.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			256,405.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 268,812.				
a Applied to 2009, but not more than line 2a			256,405.	
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				12,407.
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		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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				293,040.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	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
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					
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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 P. ILLGES, III, 706-576-6625
P.O. BOX 1673, COLUMBUS, GA 31902

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

NONE

c Any submission deadlines:

NONE

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

NONE

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 STATEMENT 11				
Total ▶ 3a				256,405.
b *Approved for future payment*				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,302.	
4 Dividends and interest from securities			14	97,802.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	237,482.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		336,586.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 336,586.

(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).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(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

Signature of officer or trustee | Date: 1-11-12 | Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
H. LEV NORMAN, CPA	H. LEV NORMAN, CP	1/4/12		

Firm's name ▶ ROBINSON, GRIMES & COMPANY, P.C. | Firm's EIN ▶

Firm's address ▶ P.O. BOX 4299
COLUMBUS, GA 31914 | Phone no. 706-324-5435

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	SEE ATTACHED STATEMENT A	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT B	P	VARIOUS	VARIOUS
c	SEE ATTACHED STATEMENT C	P	VARIOUS	VARIOUS
d	SEE ATTACHED STATEMENT D	P	VARIOUS	VARIOUS
e	SEE ATTACHED STATEMENT E	P	VARIOUS	VARIOUS
f	SEE ATTACHED STATEMENT F	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	766,541.		674,127.	92,414.
b	911,946.		923,074.	<11,128.>
c	522,248.		441,290.	80,958.
d	29,316.		60,832.	<31,516.>
e	510,487.		389,864.	120,623.
f	97,357.		111,226.	<13,869.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				92,414.
b				<11,128.>
c				80,958.
d				<31,516.>
e				120,623.
f				<13,869.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	237,482.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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LONG TERM CAPITAL GAINS TRANSACTIONS TOTAL 674,126 65 766,540 93 92,414 28
SCHWAB - GLOBALT ACCT # 9246-9499
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
COGNIZANT TECH SOL CL A CTSH	300	04/09/09	7,136 81	10/8/2010	19,179 33	12,042 52
THERMO FISHER SECIENTIFIC INC	220	09/22/04	6,454 77	10/8/2010	10,436 32	3,981 55
THERMO FISHER SECIENTIFIC INC	80	09/28/04	2,335 53	10/8/2010	3,795 03	1,459 50
CORNING, INC	900	05/25/06	21,832 94	10/26/2010	16,579 40	(5,253 54)
CORNING, INC	200	06/04/08	5,316 58	10/26/2010	3,684 31	(1,632 27)
PROCTER & GAMBLE	40	09/18/09	2,291 95	10/26/2010	2,510 83	218 88
THERMO FISHER SECIENTIFIC INC	320	09/28/04	9,342 12	10/26/2010	16,032 76	6,690 64
						0 00
UNITED HEALTH GROUP INC	275	08/03/09	7,538 79	10/29/2010	9,895 25	2,356 46
CORNING, INC	200	05/25/06	4,851 76	11/22/2010	3,593 57	(1,258 19)
INTEL CORP	1,400	06/28/07	33,796 01	11/22/2010	29,676 15	(4,119 86)
						0 00
HEWLETT PACKARD CO	400	08/24/06	14,228 88	12/3/2010	17,151 56	2,922 68
GENZYME CORPORATION	180	04/05/10	9,477 25	12/7/2010	12,642 03	3,164 78
DICKS SPORTING GOODS INC	940	11/04/09	22,996 93	12/9/2010	33,774 74	10,777 81
TARGET CORPORATION	200	11/04/09	9,949 66	12/9/2010	11,875 25	1,925 59
CATERPILLAR INC	240	11/23/09	14,116 52	12/10/2010	21,574 37	7,457.85
LAS VEGAS SANDS CORP	475	11/04/09	7,214 02	12/14/2010	20,881 39	13,667 37
						0 00
INTEL CORP	650	4/14/2008	15,691 01	1/6/2011	13,449 72	(2,241 29)
HALLIBURTON CO HLDG	200	8/20/2008	8,862 98	1/21/2011	7,810 27	(1,052 71)
HALLIBURTON CO HLDG	250	3/20/2009	4,245 36	1/21/2011	9,762 84	5,517 48
DEERE & CO	330	11/23/2009	17,221 01	1/25/2011	29,417 90	12,196 89
						0 00
MICROSOFT CORP	570	4/14/2008	15,324 32	2/11/2011	15,558 59	234 27
CISCO SYSTEMS	600	4/14/2008	13,064 83	2/15/2011	11,203 01	(1,861 82)
EMC CORP	600	7/24/2009	9,027 58	2/15/2011	16,149 34	7,121 76
INTL BUSINESS MACHINES	150	9/18/2009	18,314 06	2/15/2011	24,441 18	6,127 12
PEPSICO INC	150	4/14/2008	9,008 62	2/18/2011	9,508 51	499 89
						0 00
CISCO SYSTEMS	520	4/14/2008	11,327 71	3/4/2011	9,528 71	(1,799 00)
CREE INC	180	3/31/2009	4,325 03	3/4/2011	8,923 80	4,598 77
MICROSOFT CORP	450	4/14/2008	12,098 15	3/4/2011	11,623 74	(474 41)
BROADCOM CORP CL A	900	4/14/2008	31,121 80	3/15/2011	35,355 96	4,234 16
BROADCOM CORP CL A	240	3/26/2009	4,972 15	3/15/2011	9,428 25	4,456 10
INTL BUSINESS MACHINES	50	9/18/2009	6,104 69	3/17/2011	7,713 48	1,608 79
						0 00
AMERICAN EXPRESS	300	4/5/2010	12,727 87	5/19/2011	15,545 99	2,818 12
						0 00
CICSO SYSTEMS	1030	4/14/2008	22,423 10	6/2/2011	16,750 89	(5,672 21)
HEWLETT-PACKARD CO	290	4/14/2008	10,315 94	6/2/2011	10,564 83	248 89
DEERE & CO	150	2/12/2010	7,906 96	6/16/2011	11,929 27	4,022 31
						0 00
HEWLETT-PACKARD	410	4/14/2008	14,584 60	7/8/2011	14,751 10	166 50
EMERSON ELECTRIC	340	4/8/2010	17,256 47	7/14/2011	18,871 23	1,614 76
AFLAC	750	4/14/2008	45,368 79	7/20/2011	34,056 90	(11,311 89)
PROCTER & GAMBLE	260	5/7/2010	14,897 70	7/20/2011	16,714 45	1,816 75
TARGET CORP	290	11/4/2009	14,427 01	7/20/2011	14,759 89	332 88
						0 00
EXPEDITORS INTL WASH	430	4/14/2008	19,373 23	8/9/2011	17,997 12	(1,376 11)
CORNING	325	4/14/2009	7,383 45	8/16/2011	4,931 07	(2,452 38)
CORNING	650	5/7/2010	8,294 82	8/16/2011	9,862 15	1,567 33
MEMC ELECTRNC MATERIALS	650	4/8/2010	10,116 45	8/16/2011	4,334 27	(5,782 18)
MICRON TECHNOLOGY	1300	4/5/2010	13,554 95	8/16/2011	8,210 97	(5,343 98)
MICRON TECHNOLOGY	585	5/7/2010	4,992 74	8/16/2011	3,694 94	(1,297 80)
CONSOL ENERGY	350	3/3/2010	19,135 75	8/18/2011	15,063 39	(4,072 36)
						0 00
COGNIZANT TECH SOL	230	4/9/2009	5,471 55	8/31/2011	14,575 53	9,103 98
JOY GLOBAL	80	3/5/2010	4,470 78	8/31/2011	6,698 06	2,227 28
JOY GLOBAL	155	3/5/2010	8,662 14	9/8/2011	12,798 47	4,136 33

LONG TERM CAPITAL GAINS TRANSACTIONS TOTAL 674,126 65 766,540 93 92,414 28
SCHWAB - GLOBALT ACCT # 9246-9499
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
JOY GLOBAL	60	9/3/2010	3,783 92	9/8/2011	4,954 25	1,170 33
CATERPILLAR	50	8/18/2010	3,477 59	9/19/2011	4,185 97	708 38
DEERE & CO	75	8/18/2010	4,985 15	9/19/2011	5,732 19	747 04
DU PONT E I DE	150	8/5/2010	6,374 54	9/19/2011	6,900 22	525 68
EMC CORP	150	7/24/2009	2,256 90	9/19/2011	3,339 29	1,082 39
HOLOGIC INC	100	4/24/2009	1,416 57	9/19/2011	1,626 93	210 36
HOLOGIC INC	300	9/9/2009	5,114 65	9/19/2011	4,880 79	(233 86)
HOME DEPOT	150	2/6/2009	3,572 86	9/19/2011	5,098 75	1,525 89
PEPSICO INC	300	4/14/2008	18,017 25	9/20/2011	18,108 30	91.05
CATERPILLAR	600	8/18/2010	4,173 10	9/22/2011	4,363 53	190 43
QWEST LITIGATION SETTLEMENT		Vanous	-	7/6/2011	269 65	269 65
BROADCOM LITIGATION SETTLEMENT		Vanous	-	7/6/2011	1,721 73	1,721.73
VERITAS SOFTWARE LITIGATION SETTLEMENT		Vanous	-	7/6/2011	91 22	91 22
TOTAL			674,126 65		766,540 93	92,414 28

SHORT TERM CAPITAL GAINS TRANSACTIONS TOTAL· 923,073 51 911,945.59 (11,127.92)

SCHWAB - GLOBALT ACCT # 9246-9499
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
PEPSICO INC	70	3/2/2010	4,468 58	2/18/2011	4,437 31	(31.27)
						0.00
CREE	10	6/11/2010	639.55	3/4/2011	495.80	(143.75)
INTL BUSINESS MACHINES	60	8/18/2010	7,690 61	3/17/2011	9,256.18	1,565.57
						0.00
GOLDMAN SACHS GROUP	130	10/12/2010	20,207.96	4/19/2011	19,650 39	(557 57)
GOLDMAN SACHS GROUP	85	12/10/2010	14,285.04	4/19/2011	12,848 34	(1,436 70)
						0.00
EXPRESS SCRIPTS	400	9/21/2010	19,108 55	4/27/2011	21,667.83	2,559.28
C B RICHARD ELLIS	180	11/5/2010	3,556 79	5/12/2011	4,749.49	1,192 70
C B RICHARD ELLIS	400	12/21/2010	8,500 15	5/12/2011	10,554.43	2,054 28
CLIFFS NATURAL RES	280	12/3/2010	20,416.89	5/12/2011	24,324 26	3,907 37
DEVON ENERGY	250	10/13/2010	16,988.08	5/18/2011	20,684 65	3,696.57
URBAN OUTFITTERS	450	5/20/2010	15,758.95	5/20/2011	14,153.18	(1,605.77)
						0.00
BRISTOL MYERS SQUIBB	800	8/5/2010	21,112.95	6/2/2011	22,471 90	1,358.95
AMERN TOWER CORP	430	3/4/2011	22,710 37	6/3/2011	22,565 62	(144 75)
GOOGLE INC	40	1/20/2011	25,150 70	6/13/2011	20,183 86	(4,966.84)
EXXON MOBIL CORP	250	7/7/2010	14,506 57	6/15/2011	19,713 67	5,207 10
DEERE & CO	80	6/2/2011	6,763 19	6/16/2011	6,362.28	(400 91)
						0 00
ABBOTT LABORATORIES	200	7/21/2010	9,719 05	7/8/2011	10,597 25	878 20
CARDINAL HEALTH	200	2/15/2011	8,378 55	7/8/2011	9,255 27	876.72
GAP INC	875	10/15/2010	17,105 93	7/8/2011	16,617 48	(488.45)
MOTOROLA SOLUTIONS	200	3/4/2011	8,026.48	7/8/2011	9,055 08	1,028 60
PERRIGO CO	100	3/4/2011	7,752.06	7/8/2011	9,077 58	1,325 52
HASBRO INC	330	3/4/2011	15,327 12	7/14/2011	13,659 72	(1,667 40)
VERISIGN	550	9/3/2010	16,546.35	7/14/2011	18,036.75	1,490 40
SANDISK CORP	350	11/22/2010	14,813.60	7/20/2011	14,540 85	(272 75)
SANDISK CORP.	250	3/4/2011	11,863.95	7/20/2011	10,386.32	(1,477 63)
TARGET CORP	70	9/17/2010	3,781 82	7/20/2011	3,562 73	(219.09)
WESTERN DIGITIAL	520	6/29/2011	18,540 71	7/21/2011	18,277 77	(262.94)
WESTERN DIGITIAL	240	7/8/2011	9,226.87	7/21/2011	8,435 89	(790.98)
EDWARDS LIFESCIENCE	250	5/18/2011	22,298 45	7/25/2011	18,591 79	(3,706 66)
						0 00
C B RICHARD ELLIS GROUP	720	11/5/2010	14,227.16	8/16/2011	11,670 17	(2,556 99)
CARMAX	430	3/4/2011	15,071.03	8/16/2011	11,730 59	(3,340 44)
STARWOOD HTLS & RSTS	355	12/7/2010	21,262.09	8/16/2011	15,707.99	(5,554 10)
STARWOOD HTLS & RSTS	160	2/11/2011	10,419.51	8/16/2011	7,079.66	(3,339 85)
TITANIUM METALS	750	4/29/2011	15,045 33	8/16/2011	10,792 34	(4,252.99)
CONSOL ENERGY	250	12/3/2010	11,275 75	8/18/2011	10,759 56	(516.19)
						0 00
DELL, INC	600	6/2/2011	9,511 73	8/31/2011	8,973 48	(538 25)
JOY GLOBAL	90	6/9/2011	8,151.16	8/31/2011	7,535.32	(615 84)
PERRIGO	20	3/4/2011	1,550.41	9/9/2011	1,809 08	258 67
PERRIGO	90	8/8/2011	7,018.15	9/9/2011	8,140 85	1,122 70
DARDEN RESTAURANTS	100	7/20/2011	5,311 74	9/19/2011	4,540 36	(771 38)
FORD MOTOR COMPANY	100	12/21/2010	1,700 81	9/19/2011	1,047 23	(653.58)
GOODRICH CORP	100	4/21/2011	8,799 84	9/19/2011	10,429 25	1,629 41
HALLIBURTON CO	50	7/20/2011	2,748 51	9/19/2011	1,932.51	(816.00)
OCCIDENTAL PETE CORP	50	2/15/2011	5,159 16	9/19/2011	4,092.47	(1,066 69)
TERADYNE INCO	100	12/3/2010	1,263 47	9/19/2011	1,234 23	(29 24)
U S BANCORP	100	12/10/2010	2,572 90	9/19/2011	2,368 20	(204 70)
CARDINAL HEALTH	100	8/31/2011	4,274.19	9/20/2011	4,391.17	116 98

SHORT TERM CAPITAL GAINS TRANSACTIONS TOTAL· 923,073 51 911,945 59 (11,127.92)
SCHWAB - GLOBALT ACCT # 9246-9499
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
DARDEN RESTAURANTS	460	6/8/2011	21,831 35	9/20/2011	20,620 39	(1,210 96)
DARDEN RESTAURANTS	10	7/20/2011	531 17	9/20/2011	448 27	(82 90)
DARDEN RESTAURANTS	160	8/4/2011	7,600.63	9/20/2011	7,172 31	(428.32)
OCCIDENTAL PETE CORP	100	2/15/2011	10,318.31	9/20/2011	8,073 09	(2,245 22)
WAL-MART STORES	330	1/25/2011	18,884 29	9/20/2011	17,249 98	(1,634.31)
CHESAPEAKE ENERGY	620	3/17/2011	21,211.71	9/22/2011	16,955 16	(4,256.55)
GOODRICH CORP	100	4/21/2011	8,799.84	9/22/2011	12,057.92	3,258 08
						0 00
						0 00
						0 00
						0 00
						0 00
TOTAL			923,073 51		911,945 59	(11,127 92)
						0 00

LONG TERM CAPITAL GAINS TRANSACTIONS TOTAL: 441,290 33 522,248 01 80,957 68

SCHWAB - CRAWFORD ACCT # 3650-1358
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
QEP RESOURCES INC	925	12/18/08	20,205 51	10/19/2010	29,119 64	8,914 13
QUESTAR CORPORATION	925	12/18/08	9,769 83	10/19/2010	15,882 93	6,113 10
						0 00
VALSPAR CORP	1,950	10/02/07	50,565.26	11/12/2010	62,334 43	11,769.17
						0.00
HUDSON CITY BANKCORP	2150	4/9/2009	26,327 96	1/25/2011	23,518 75	(2,809.21)
HUDSON CITY BANKCORP	1675	1/13/2010	23,274.70	1/25/2011	18,322 74	(4,951.96)
						0.00
MCCORMICK & CO ING	16000	11/26/2007	60,009 60	2/4/2011	71,700 23	11,690 63
						0.00
GRAINGER W W	115	8/31/2005	7,265 86	3/10/2011	15,496 43	8,230.57
HELMERICH & PAYNE	215	10/31/2006	5,101 33	3/10/2011	12,955 92	7,854.59
HOLLY CORP	145	6/3/2008	6,836.75	3/10/2011	7,407 81	571.06
						0.00
CHEVRON CORP	150	2/25/2003	4,816 50	5/13/2011	15,373.76	10,557.26
HELMERICH & PAYNE	120	10/31/2006	2,847 25	5/13/2011	7,122 08	4,274 83
HOLLY CORP	240	6/3/2008	11,315.99	5/13/2011	13,836 93	2,520 94
						0 00
FEDERATED INVS PA CL B	1350	10/30/2008	32,823 94	6/1/2011	33,565 50	741 56
FEDERATED INVS PA CL B	600	1/13/2010	16,644.55	6/1/2011	14,918 00	(1,726 55)
BAKER HUGHES INC	460	3/18/2010	23,891 17	6/2/2011	34,013 24	10,122 07
LOWES COMPANIES INC	2175	8/10/2009	51,222 81	6/8/2011	49,507 02	(1,715 79)
						0.00
CHARLES SCHWAB	2875	5/7/2010	50,097.78	8/17/2011	35,996 57	(14,101 21)
						0 00
HOLLY FRONTIER CORP	1080	6/3/2008	25,460 99	9/16/2011	35,567.08	10,106.09
HELMERICH & PAYNE	540	10/31/2006	12,812 55	9/27/2011	25,276 87	12,464 32
LITIGATION SETTLEMENT		VARIOUS	-	3/1/2011	332 08	332 08
						0 00
						0 00
						0 00
TOTAL			441,290.33		522,248 01	80,957 68
						0 00
						0 00

SHORT TERM CAPITAL GAINS TRANSACTIONS TOTAL· 60,832 08 29,316 49 (31,515 59)
SCHWAB - CRAWFORD ACCT # 3650-1358
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
HEWLETT-PACKARK CO	1250	2/10/2011	60,832 08	9/16/2011	29,316 49	(31,515 59)
						-
						-
						-
						-
						-
						-
TOTAL			60,832 08		29,316 49	(31,515 59)
						-
						-

LONG TERM CAPITAL GAINS TRANSACTIONS TOTAL 389,863.92 510,486 91 120,622 99
SCHWAB - TCW INVESTMENT - ACCT # 2865-7951
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
COSTCO WHSL CORP NEW	65	06/23/08	4,458.62	10/13/10	4,148 07	(310 55)
COSTCO WHSL CORP NEW	76	06/23/08	5,213 16	10/13/10	4,850.05	(363 11)
VARIAN MEDICAL SYSTEMS INC	95	11/08/05	4,424.08	10/13/10	5,875 35	1,451.27
						0.00
ALLERGAN INC	93	12/19/08	3,376 13	11/1/10	6,863.07	3,486 94
FLOWSERVE CORPORATION·FLS	179	06/17/09	13,754.66	11/8/10	18,616 51	4,861.85
FLOWSERVE CORPORATION FLS	144	07/02/09	9,679 66	11/8/10	14,976 41	5,296.75
FLOWSERVE CORPORATION FLS	14	07/24/09	1,052.51	11/8/10	1,456 04	403.53
FLOWSERVE CORPORATION FLS	8	09/10/09	765.19	11/8/10	832.02	66 83
FLOWSERVE CORPORATION·FLS	37	10/22/09	3,858 43	11/8/10	3,848 10	(10 33)
QUANTA SERVICES INC. PWR	1,280	03/30/09	27,128 92	11/18/10	23,034 76	(4,094 16)
QUANTA SERVICES INC. PWR	29	07/24/09	689.87	11/18/10	521 88	(167 99)
QUANTA SERVICES INC PWR	52	09/24/09	1,180.51	11/18/10	935 79	(244.72)
PROCTER & GAMBLE	50	05/07/08	3,333.93	11/19/10	3,172.01	(161 92)
						0 00
VISA INC COM CL A	200	04/02/08	12,192 00	12/20/10	13,485 22	1,293 22
						0 00
AMAZON	37	03/13/07	1,421 51	1/12/11	6,794.13	5,372 62
COGNIZANT TECH SOL CL A	133	06/20/08	4,683.45	1/12/11	10,057 99	5,374 54
COGNIZANT TECH SOL CL A	3	06/25/08	103 55	1/12/11	226 87	123.32
INTRCONTINENTAL EXCH· ICE	60	11/13/07	9,814.65	1/18/11	6,993 52	(2,821 13)
INTRCONTINENTAL EXCH ICE	42	11/13/07	6,870 26	1/21/11	4,915 39	(1,954 87)
INTRCONTINENTAL EXCH: ICE	142	02/05/08	18,609.67	1/21/11	16,618 71	(1,990 96)
						0.00
APPLE	20	02/13/08	2,578 00	2/1/11	6,889 32	4,311 32
PROCTER & GAMBLE	70	05/07/08	4,667 49	2/2/11	4,354.07	(313 42)
PROCTER & GAMBLE	51	05/07/08	3,400 60	2/10/11	3,277 36	(123.24)
PROCTER & GAMBLE	100	05/07/08	6,667 85	2/10/11	6,426 19	(241 66)
PROCTER & GAMBLE	100	05/07/08	6,667 86	2/10/11	6,426 19	(241 67)
PROCTER & GAMBLE	162	05/07/08	10,801.92	2/10/11	10,410 43	(391 49)
PROCTER & GAMBLE	85	09/25/08	5,860 35	2/10/11	5,462 26	(398 09)
						0.00
CVS CAREMARK	164	08/12/09	5,717 29	3/1/11	5,445 75	(271.54)
LIFE TECHNOLOGIES CORP	66	04/03/09	2,139 10	3/1/11	3,481.72	1,342 62
						0 00
CVS CAREMARK	164	08/12/09	5,717.29	4/4/11	5,693.38	(23 91)
CVS CAREMARK	212	08/12/09	7,390 63	4/7/11	7,498 17	107 54
ROCKWELL AUTOMATION	107	07/10/09	3,291.08	4/11/11	9,882 08	6,591 00
CVS CAREMARK	138	08/12/09	4,810 89	4/19/11	4,930 31	119 42
CVS CAREMARK	1	08/14/09	34 38	4/19/11	35.73	1 35
FMC TECHNOLOGIES	147	06/17/09	2,734 71	4/19/11	6,741 31	4,006 60
ROCKWELL AUTOMATION	123	07/10/09	3,783 21	4/19/11	11,254 19	7,470 98
CVS CAREMARK	8	08/14/09	275 06	4/20/11	280 96	5 90
CVS CAREMARK	27	06/17/09	502 29	4/20/11	1,253 28	750 99
ROCKWELL AUTOMATION	24	07/10/09	738 19	4/20/11	2,268.37	1,530 18
INTUITIVE SURGICAL NEW	18	06/10/08	4,814 74	4/26/11	6,367.25	1,552 51
						0 00
AMAZON COM	39	03/13/07	1,498 34	5/17/11	7,512 45	6,014 11
						0 00
CVS CAREMARK	248	8/14/2009	8,526.95	6/3/2011	9,452 69	925.74
CVS CAREMARK	99	8/20/2009	3,463.95	6/3/2011	3,773 45	309 50
CVS CAREMARK	63	9/24/2009	2,245 45	6/3/2011	2,401 29	155 84

LONG TERM CAPITAL GAINS TRANSACTIONS TOTAL 389,863 92 510,486 91 120,622 99

SCHWAB - TCW INVESTMENT - ACCT # 2865-7951
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
CVS CAREMARK	55	10/29/2009	1,994 45	6/3/2011	2,096 36	101 91
VISA INC	29	4/2/2008	1,767 84	6/10/2011	2,182 83	414.99
						0 00
AMAZON COM INC	82	03/13/07	3,150 37	7/8/11	17,615.66	14,465 29
INTUITIVE SURGICAL NEW	1	06/10/08	267 49	7/20/11	400 37	132.88
INTUITIVE SURGICAL NEW	6	08/20/08	1,803.91	7/20/11	2,402 24	598 33
INTUITIVE SURGICAL NEW	7	07/20/11	1,542.70	7/20/11	2,802 61	1,259.91
						0.00
APPLE INC	19	02/13/08	2,449.10	8/2/11	7,410 98	4,961.88
FMC TECHNOLOGIES	41	6/17/2009	762 74	8/3/11	1,752.79	990 05
TEVA PHARM	139	4/22/2010	8,496 50	8/10/11	5,337 78	(3,158.72)
TEVA PHARM	174	4/28/2010	10,224 14	8/10/11	6,681 82	(3,542 32)
TEVA PHARM	93	5/5/2010	5,547 10	8/10/11	3,571.32	(1,975.78)
TEVA PHARM	278	5/6/2010	16,616 11	8/10/11	10,675.56	(5,940 55)
TEVA PHARM	122	5/12/2010	7,205 49	8/10/11	4,684 96	(2,520.53)
TEVA PHARM	115	6/9/2010	5,972.71	8/10/11	4,416 15	(1,556 56)
TEVA PHARM	76	7/27/2010	3,864.35	8/10/11	2,918 49	(945 86)
ROCKWELL AUTOMATION	23	7/10/2009	707 43	8/15/11	1,486.02	778 59
						0.00
APPLE INC	22	2/13/2008	2,835 80	8/30/11	8,539 43	5,703 63
FMC TECHNOLOGIES	114	6/17/2009	2,120 80	8/30/11	4,964 09	2,843 29
GOOGLE INC	10	4/20/2005	1,988 94	8/30/11	5,365.25	3,376 31
INTUITIVE SURGICAL NEW	28	10/15/2008	6,170 80	8/30/11	10,525 04	4,354 24
INTUITIVE SURGICAL NEW	1	10/20/2008	191 48	8/30/11	375 89	184 41
ACE LIMITED NEW	65	11/14/2008	3,450 81	9/19/11	4,035 92	585 11
ALLERGAN	63	12/19/2008	2,287.05	9/19/11	5,206 09	2,919 04
AMAZON COM	21	3/13/2007	806 80	9/19/11	5,063 50	4,256 70
AMERN TOWER CORP	147	2/25/2010	6,305 57	9/19/11	8,089 71	1,784.14
APPLE INC	26	2/13/2008	3,351.40	9/19/11	10,669 56	7,318.16
C H ROBINSON WORLDWD	93	1/8/2007	4,009 13	9/19/11	6,487 91	2,478 78
CERNER CORP	22	11/30/2006	523 04	9/19/11	1,480.47	957 43
CERNER CORP	81	2/8/2007	2,027 35	9/19/11	5,450 80	3,423 45
COGNIZANT TECH SOL CL A	18	6/25/2008	621 28	9/19/11	1,153 82	532 54
COGNIZANT TECH SOL CL A	47	6/28/2008	1,622.24	9/19/11	3,012 75	1,390 51
COSTCO WHSL CORP NEW	41	6/23/2008	2,812.36	9/19/11	3,470 24	657 88
EXPEDITORS INTL	80	3/29/2006	3,416 16	9/19/11	3,528 58	112 42
FMC TECHNOLOGIES	97	6/17/2009	1,804 54	9/19/11	4,192 04	2,387 50
GOOGLE INC	12	4/20/2005	2,386 72	9/19/11	6,555 52	4,168 80
INTUITIVE SURGICAL NEW	9	10/20/2008	1,723 29	9/19/11	3,537 61	1,814 32
LIFE TECHNOLOGIES CORP	1	4/3/2009	32 41	9/19/11	39 66	7 25
LIFE TECHNOLOGIES CORP	100	4/3/2009	3,241.06	9/19/11	3,967 16	726.10
OCCIDENTAL PETE	62	3/31/2009	3,525 48	9/19/11	5,093 55	1,568 07
OCEANEERING INTL	87	10/22/2008	1,112 31	9/19/11	3,581.47	2,469 16
PRAXAIR INC	58	12/9/2009	4,745 24	9/19/11	5,764.84	1,019 60
PRICELINE COM	8	6/29/2010	1,476 56	9/19/11	4,271 85	2,795 29
QUALCOMM	41	8/25/2006	1,541.92	9/19/11	2,190.79	648 87
QUALCOMM	116	9/29/2006	4,286.71	9/19/11	6,198 34	1,911 63
ROCKWELL AUTOMATION	46	7/10/2009	1,414 85	9/19/11	2,678 78	1,263 93
SALESFORCE COM	36	4/19/2007	1,503 58	9/19/11	4,874 36	3,370 78
SCHLUMBERGER LTD	57	3/27/2006	3,469 10	9/19/11	4,017 45	548.35
THE CHARGES SCHWAB CORP	191	10/15/2009	3,536 47	9/19/11	2,268.11	(1,268 36)
VARIAN MEDICAL SYSTEMS INC	4	11/8/2005	186 28	9/19/11	209 48	23 20
VARIAN MEDICAL SYSTEMS INC	65	11/10/2005	3,081 98	9/19/11	3,404 00	322 02

LONG TERM CAPITAL GAINS TRANSACTIONS TOTAL. 389,863.92 510,486 91 120,622.99

SCHWAB - TCW INVESTMENT - ACCT # 2865-7951
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
VISA INC	5	4/2/2008	304 80	9/19/11	449.65	144 85
VISA INC	40	4/15/2008	2,638.80	9/19/11	3,597 17	958 37
						0.00
						0.00
						0 00
						0.00
						0 00
						0.00
						0 00
TOTAL SALES			389,863 92		510,486 91	120,622 99

JOHN P DOROTHY S ILLGES FOUNDATION
EIN: 58-0691476

SCHEDULE F

SHORT TERM CAPITAL GAINS TRANSACTIONS TOTAL· 111,226 48 97,357 04 (13,869.44)
SCHWAB - TCW INVESTMENT - ACCT # 2865-7951
LIST OF STOCKS AT COST
AS OF 09/30/2011

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
QUANTA SERVICES INC. PWR	399	05/12/10	8,566 70	11/18/10	7,180 37	(1,386 33)
QUANTA SERVICES INC PWR	110	07/28/10	2,403 54	11/18/10	1,979 55	(423.99)
						-
CISCO SYSTEMS	226	6/3/2010	5,291 70	2/1/2011	4845 6	(446 10)
CISCO SYSTEMS	727	6/3/2010	17022 43	2/10/2011	14066 23	(2,956 20)
						-
CISCO SYSTEMS	324	6/3/2010	7586.34	3/16/2011	5567 63	(2,018 71)
CISCO SYSTEMS	521	6/3/2010	12199 02	3/24/2011	9099 57	(3,099 45)
CISCO SYSTEMS	417	6/9/2010	9695 86	3/24/2011	7283 15	(2,412 71)
CISCO SYSTEMS	63	7/28/2010	1488.19	3/24/2011	1100.33	(387 86)
CISCO SYSTEMS	279	8/11/2010	6595.86	3/24/2011	4872.9	(1,722.96)
CISCO SYSTEMS	218	9/22/2010	4728.43	3/24/2011	3807.51	(920 92)
						-
TEVA	132	4/22/2010	8068.62	4/21/2011	6068 47	(2,000.15)
						-
CVS CAREMARK	158	6/3/2010	5,483 57	6/3/2011	6,022.29	538 72
						-
ARM HOLDINGS PLC	181	4/7/2011	5,175.90	9/19/2011	5,082 66	(93.24)
BAIDU INC	25	2/11/2011	3,178 68	9/19/2011	3,620 73	442 05
MEAD JOHNSON NUTRITION	64	10/6/2010	3,600 22	9/19/2011	4,838 32	1,238 10
PRECISION CASTPARTS	39	11/9/2010	5,451 33	9/19/2011	6,650 95	1,199.62
SILVER WHEATON CORP	64	2/2/2011	2,070 53	9/19/2011	2,536 28	465 75
VMWARE INC	30	8/10/2011	2,619 56	9/19/2011	2,734.50	114 94
						-
						-
						-
						-
						-
						-
TOTAL			111,226 48		97,357 04	(13,869 44)

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT 1

SOURCE	AMOUNT
US TREASURY	1,302.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,302.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & COMPANY INC	97,802.	0.	97,802.
TOTAL TO FM 990-PF, PART I, LN 4	97,802.	0.	97,802.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,955.	11,965.		2,991.
TO FORM 990-PF, PG 1, LN 16B	14,955.	11,965.		2,991.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	47,861.	47,861.		0.
TO FORM 990-PF, PG 1, LN 16C	47,861.	47,861.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	552.	0.		552.
EXCISE TAX	5,535.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,087.	0.		552.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	151.	0.		152.
ANNUAL REGISTRATION	50.	0.		50.
MISCELLANEOUS	758.	0.		0.
TO FORM 990-PF, PG 1, LN 23	959.	0.		202.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	4,549,899.	5,280,192.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,549,899.	5,280,192.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL EXCISE TAX	12,704.	0.	0.
TO FORM 990-PF, PART II, LINE 15	12,704.	0.	0.

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2010 Form 990-PF
Page 2, Part II, Line 10b, Column a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES		COST
Abbott Laboratories	550	$	26,727
Ace Limited	634		32,566
AFLAC, Inc.	750		45,369
Allergan, Inc.	958		41,314
Amazon.com, Inc.	585		34,190
American Express Company	510		21,502
American Tower Corp. Class A	1,192		51,072
Analog Devices, Inc.	550		16,246
Apple, Inc.	687		91,367
AT&T, Inc.	1,825		42,568
Baker Hughes, Inc.	1,025		53,236
Bristol-Myers Squibb Co.	800		21,113
Broadcom Corp. Class A	1,140		36,094
Brown & Brown, Inc.	2,750		52,605
C.H. Robinson Worldwide, Inc.	1,350		69,040
Caterpillar, Inc.	500		31,556
Celgene Corp.	310		19,022
Cerner Corp.	746		36,679
Chevron Corporation	775		27,724
Cisco Sytems, Inc.	5,325		122,092
Coca-Cola Company	4,275		154,493
Cognizant Technology Solutions Class A	1,645		49,001
Consol Energy, Inc.	350		19,136
Corning, Inc.	2,450		50,736
Costco Wholesale Corporation	753		51,957
Cree, Inc.	190		4,965
Cullen Frost Bankers	600		28,100
CVS Caremark Corp.	1,310		45,660
Danaher Corp.	640		19,954
Deere & Co.	700		38,778
Dick's Sporting Goods, Inc.	940		22,997
Du Pont E I De Nemour & Co.	665		28,255
EMC Corporation	1,875		30,086
Eli Lilly & Company	1,475		50,269
Emerson Electric Co.	340		17,256
Expeditors International of Washington, Inc.	1,467		64,432
Express Scripts, Inc.	400		19,109

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2010 Form 990-PF
Page 2, Part II, Line 10b, Column a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
Exxon Mobil Corporation	1,250	57,207
Federated Investors Class B	1,950	49,468
Flowserve Corporation	382	29,110
FMC Technologies, Inc.	831	36,167
General Dynamics Corp.	750	23,314
Genuine Parts Company	1,450	70,950
Genzyme Corporation	180	9,477
Google, Inc. Class A	176	63,785
Halliburton Company	920	21,090
Helmerich & Payne, Inc.	875	20,761
Hewlett-Packard Company	1,100	39,129
Holly Corp.	925	43,614
Hologic, Inc.	1,500	22,113
Home Depot, Inc.	490	11,671
Honeywell International, Inc.	450	19,408
Hudson City Bancorp, Inc.	3,825	49,603
Illinois Toll Works, Inc.	1,175	43,709
Intel Corp.	4,725	103,967
Intercontinentalexchange	244	35,295
International Business Machines Corp.	1,000	102,717
Intuitive Surgical, Inc.	140	25,640
Johnson & Johnson	1,050	53,309
Joy Global, Inc.	385	22,593
Las Vegas Sands Corp.	715	10,859
Life Technologies Corp.	1,234	47,651
Linear Technology Corp.	1,925	59,068
Lowes Companies, Inc.	2,175	51,223
MEMC Electronic Materials	650	10,116
McCormick & Company, Inc.	1,600	60,010
Merck & Co., Inc.	2,200	70,666
Micron Technology, Inc.	1,885	18,548
Microsoft Corp.	1,750	46,474
Motorola, Inc.	2,200	16,905
Occidental Pete Corp.	764	48,360
Oceaneering International, Inc.	635	22,446
Oracle Corporation	1,300	28,411
Partnerre, Ltd.	725	47,215

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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
Paychex, Inc.	1,800	52,548
Pepsico Incorporated	1,470	91,393
Philip Morris International, Inc.	400	15,094
Praxair, Inc.	635	51,207
Priceline.com, Inc.	127	26,932
Proctor & Gamble Co.	2,253	141,815
QEP Resources, Inc.	925	20,206
Qualcomm, Inc.	2,280	87,734
Quanta Services, Inc.	1,870	39,970
Questar Corporation	925	9,770
Rockwell Automation, Inc.	964	38,036
Salesforce.com	517	21,451
Schlumberger, Ltd.	709	43,380
Southwestern Energy Co.	370	17,116
Stryker Corp.	1,000	62,878
T. Rowe Price Group, Inc.	1,050	54,971
Target Corporation	650	33,021
Teva Pharm Inds LTD ADRF	2,029	116,972
The Charles Schwab Corp.	6,170	107,557
Thermo Fisher Scientific, Inc.	720	23,565
UnitedHealth Group, Inc.	1,100	31,760
United Parcel Service B	750	43,077
United Technologies Corp.	425	31,708
Urban Outfitters, Inc.	450	15,759
Valspar Corporation	1,950	50,565
Varian Medical Systems, Inc.	1,181	51,835
Verisign, Inc.	550	16,546
Visa, Inc. Class A	813	55,175
W.W. Grainger, Inc.	575	36,329
Wal-Mart Stores, Inc.	950	50,403
Wolverine World Wide, Inc.	2,000	44,750
Yum Brands, Inc.	600	25,442
Total marketable securities		$ 4,568,278

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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
ABBOTT LABORATORIES	350	$ 17,008	$ 17,899
ACE LIMITED NEW	1,817	113,328	110,110
AGILENT TECHNOLOGIES	700	31,628	21,875
AIR PROD & CHEMICALS	640	58,071	48,876
ALLERGAN INC	867	41,018	71,423
AMAZON COM INC	481	40,573	104,006
AMERICAN EXPRESS COMPANY	520	23,561	23,348
AMERICAN TOWER CORP CLASS A	1,764	81,481	94,903
ANALOG DEVICES INC	770	24,736	24,062
APPLE INC	600	80,153	228,791
ARM HOLDINGS PLC	1,750	48,587	44,625
AT & T	1,825	42,568	52,049
BAIDU INC ADR	372	47,713	39,770
BAKER HUGHES INC	565	29,345	26,074
BORG WARNER INC	250	18,844	15,132
BROWN & BROWN INC	2,750	52,605	48,950
CARDINAL HEALTH	2,070	83,082	86,691
CATERPILLAR INC	150	9,788	11,076
CERNER CORP	1,389	34,129	95,174
CH ROBINSON WORLD WIDE NEW	1,296	68,154	88,737
CHEVRON CORP	625	22,907	57,869
COCA-COLA CO	4,275	154,493	288,819
COGNIZANT TECH SOL CL A	914	29,363	57,308
COMCAST CORP	730	16,600	15,272
CONTINENTAL RESOURCES	390	25,519	18,864
COSTCO WHSL CORP NEW	571	39,473	46,896
CULLEN FROST BANKERS: CFR	1,050	52,036	48,153
DANAHER CORP DE	640	19,954	26,842
DEERE & CO	295	19,180	19,048
DELL INC	1,190	18,673	16,827
DR PEPPER SNAPPLE GROUP	640	24,258	24,819
DUPONT E I DE NEMOUR & CO	695	29,857	27,779
EBAY INC	950	31,848	28,016
EMC CORP-MASS	1,565	28,577	32,849
ENERGEN CORP	1,150	51,321	47,024
ENSCO PLC	750	41,357	30,323
EXPDIA INC.	1,180	35,387	30,385

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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
EXPEDITORS INTL OF WASH INC	1,119	49,485	45,375
EXXON MOBIL CORP	700	25,293	50,841
FAMILY DOLLAR STORES	540	28,551	27,464
FMC TECHNOLOGIES INC:FTI	1,236	28,242	46,474
FORD MOTOR COMPANY NEW	1,900	31,785	18,373
GENERAL DYNAMICS CORP	750	23,314	42,668
GENUINE PARTS CO	1,450	70,950	73,660
GILEAD SCIENCES INC	500	18,668	19,400
GOODRICH CORP	150	12,985	18,102
GOOGLE INC CLASS A	233	105,631	120,004
GRIEF INC	900	58,498	38,601
HALLIBURTON CO HLDG CO	680	18,835	20,754
HOLOGIC INC: HOLX	1,100	15,582	16,731
HOME DEPOT INC	340	8,098	11,176
HONEYWELL INTL INC	450	19,408	19,760
ILLINOIS TOOL WORKS INC:ITW	1,175	43,709	48,880
INTEL CORP	2,175	42,976	46,404
INTERNATIONAL PAPER CO	760	20,587	17,670
INTL BUSINESS MACHINES CORP	820	84,822	143,393
INTUIT INC	360	18,623	17,078
INTUITIVE SURGICAL NEW	205	52,306	74,677
JOHNSON & JOHNSON	1,050	53,309	66,875
KRAFT FOODS INC	990	33,422	33,244
LAS VEGAS SANDS CORP	640	27,537	24,538
LIFE TECHNOLOGIES CORP: LIFE	1,358	57,185	52,188
LILLY ELI & COMPANY	1,475	50,269	54,531
LINEAR TECHNOLOGY CORPORATION	1,925	59,068	53,226
MEAD JOHNSON NUTRITION	1,379	80,144	94,917
MERCK & CO INC	1,650	49,950	53,955
MICROSOFT CORP	2,630	70,222	65,461
MOSAIC CO NEW	490	33,805	23,995
MOTOROLA SOLUTIONS INC	857	30,843	35,908
NATIONAL OILWELL VARCO	280	22,941	14,342
OCCIDENTAL PETE CORP	1,144	88,223	81,796
OCEANEERING INTL INC: OIL	1,237	23,197	43,716
OMNICOM GROUP, INC	1,170	56,766	43,103
ORACLE CORP	1,450	32,724	41,673

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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST	MARKET VALUE
PARTNERRE LTD	725	47,215	37,896
PAYCHEX INC	2,050	59,382	54,059
PEPSICO INC	950	59,898	58,805
PERRIGO CO	200	15,207	19,422
PHILIP MORRIS INTL INC	700	35,329	43,666
PRAXAIAR INC	674	55,290	63,006
PRECISION CASTPARTS CORP	421	59,168	65,449
PRICELINE.COM INC	119	25,456	53,486
PROCTER & GAMBLE CO	900	56,826	56,862
QAULCOMM INC	2,863	124,814	139,228
ROCKWELL AUTOMATION INC	811	43,009	45,416
ROWE T PRICE GROUP INC	1,050	54,971	50,159
SALESFORCE.COM INC	501	22,459	57,254
SARA LEE CORP	970	16,963	15,860
SCHLUMBERGER LTD	967	65,106	57,759
SILVER WHEATON CORP	881	29,677	25,945
STRYKER CORP	1,000	62,878	47,130
TARGET CORPORATION	1,050	56,472	51,492
TERADATA CORP	290	16,589	15,524
TERADYNE INC	1,600	20,215	17,616
TEVA PHARM INDS LTD	1,240	67,770	46,153
THE CHARLES SCHWAB CORP	3,079	51,639	34,700
U S BANCORP DEL NEW	900	23,156	21,186
UNION PACIFIC CORP	250	23,051	20,418
UNITED HEALTH GROUP INC	625	22,276	28,825
UNITED PARCEL SERVICE B	860	51,061	54,309
UNITED TECHNOLOGIES CORP	425	31,708	29,903
VARIAN MEDICAL SYSTEMS INC	1,017	44,143	53,047
VISA INC COM CL A	539	38,272	46,203
VMWARE INC	409	35,516	32,875
WOLVERINE WORLD-WIDE INC	2,000	44,750	66,500
WW GRAINGER INC	460	29,063	68,788
YUM BRANDS INC	600	25,442	29,634
Total marketable securities		$ 4,549,899	$ 5,280,192

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WITHHELD PAYROLL TAXES	272.	306.
EXCISE TAX ON INVESTMENT INCOME PAYABLE	687.	4,415.
TOTAL TO FORM 990-PF, PART II, LINE 22	959.	4,721.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN P. ILLGES, III 43 SPRING HARBOR CIRCLE COLUMBUS, GA 31904	PRESIDENT 1.00	0.	0.	0.
PHILIP A. BADCOCK P.O. BOX 120 COLUMBUS, GA 31902	VICE-PRES. 1.00	0.	0.	0.
RICHARD B. ILLGES 6001 RIVER ROAD, SUITE 300 COLUMBUS, GA 31904	TREASURER 1.00	0.	0.	0.
MARY S. BOYD 2857 CROMWELL DRIVE COLUMBUS, GA 31906	SECRETARY 5.00	6,662.	0.	0.
MRS. BRUCE LANIER 1606 TANYARD ROAD LANETT, AL 36863	DIRECTOR 0.00	0.	0.	0.
MR. JOHN MAYHER, JR. 430 LONGVIEW DRIVE HAMILTON, GA 31811	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,662.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS 3940 ROSEMONT DRIVE COLUMBUS, GA 31904	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	6,405.
BROOKSTONE SCHOOL INC 440 BRADLEY PARK DRIVE COLUMBUS, GA 31904	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
GEORGIA METH PROJECT 3625 CUMBERLAND BOULEVARD, SUITE 980 ATLANTA, GA 30339	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
COLUMBUS REGIONAL MEDICAL FOUNDATION INC 707 CENTER STREET COLUMBUS, GA 31901	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
TEEN CHALLENGE INTERNATIONAL INC P.O.BOX 511 COLUMBUS, GA 31902	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	10,000.
LIFELINE CHILDREN'S SERVICES 2104 ROCKY RIDGE RD BIRMINGHAM, AL 35216	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
MERCYMED OF COLUMBUS 3003 SUSSEX RD AUGUSTA, GA 30909	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
MUSCOGEE COUNTY SCHOOL DISTRICT P.O. BOX 2427 COLUMBUS, GA 31902	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.

NEW HORIZON THEATER INC P.O. BOX 40102 PITTSBURGH, PA 15201	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
VALLEY RESCUE MISSION INC 2903 SECOND AVE COLUMBUS, GA 31904	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	15,000.
WEST POINT VISITOR CENTER & DEPOT INC 500 3RD AVE WEST POINT, GA 31833	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
YOUNG LIFE 420 N CASCADE AVE COLORADO SPRINGS, CO 80903	NONE GENERAL PURPOSE OF DONEE	501(C)(3) CHARITABLE ORGANIZAT	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			256,405.