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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2011**

Department of the Treasury  
Internal Revenue Service

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

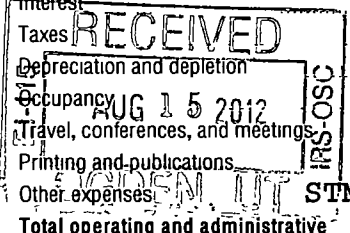
For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY</b>		A Employer identification number <b>36-3679496</b>
Number and street (or P O box number if mail is not delivered to street address) <b>233 S. WACKER DRIVE, SUITE 2000</b>	Room/suite	B Telephone number <b>312-288-7286</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60606</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>4,372,397.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received	<b>643,600.</b>		<b>N/A</b>	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	<b>9,090.</b>	<b>9,090.</b>		<b>STATEMENT 1</b>
<b>4</b> Dividends and interest from securities	<b>59,173.</b>	<b>59,173.</b>		<b>STATEMENT 2</b>
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<b>&lt;48,273.&gt;</b>			
<b>b</b> Gross sales price for all assets on line 6a	<b>216,030.</b>			
<b>7</b> Capital gain net income (from Part IV, line 2)		<b>0.</b>		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income	<b>14.</b>	<b>14.</b>		<b>STATEMENT 3</b>
<b>12 Total.</b> Add lines 1 through 11	<b>663,604.</b>	<b>68,277.</b>		
<b>13</b> Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees				
<b>b</b> Accounting fees <b>STMT 4</b>	<b>4,150.</b>	<b>0.</b>		<b>0.</b>
<b>c</b> Other professional fees <b>STMT 5</b>	<b>10,000.</b>	<b>0.</b>		<b>0.</b>
<b>17</b> Interest				
<b>18</b> Taxes				
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses <b>STMT 6</b>	<b>6,138.</b>	<b>0.</b>		<b>0.</b>
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	<b>20,288.</b>	<b>0.</b>		<b>0.</b>
<b>25</b> Contributions, gifts, grants paid	<b>217,575.</b>			<b>217,575.</b>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<b>237,863.</b>	<b>0.</b>		<b>217,575.</b>
<b>27 Subtract line 26 from line 12:</b>				
<b>a</b> Excess of revenue over expenses and disbursements	<b>425,741.</b>			
<b>b</b> Net investment income (if negative, enter -0-)		<b>68,277.</b>		
<b>c</b> Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

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**BILL BARTHOLOMAY FOUNDATION**

Form 990-PF (2011)

**C/O WM. C. BARTHOLOMAY**

36-3679496

Page 2

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	169,598.	191,908.	191,908.
	2	Savings and temporary cash investments	1,367,463.	1,173,337.	1,181,573.
	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 <span style="float:right">STMT 7</span>	3,539,253.	3,431,191.	2,984,494.
		c Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other <span style="float:right">STMT 8</span>	0.	14,422.	14,422.	
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶)				
	<b>16 Total assets (to be completed by all filers)</b>	<b>5,076,314.</b>	<b>4,810,858.</b>	<b>4,372,397.</b>	
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 ▶)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	5,076,314.	4,810,858.		
	<b>30 Total net assets or fund balances</b>	<b>5,076,314.</b>	<b>4,810,858.</b>		
	<b>31 Total liabilities and net assets/fund balances</b>	<b>5,076,314.</b>	<b>4,810,858.</b>		

**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	5,076,314.
2	Enter amount from Part I, line 27a	2	425,741.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,502,055.
5	Decreases not included in line 2 (itemize) ▶ <b>BASIS DIFFERENCE IN STOCK SOLD</b>	5	691,197.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,810,858.

BILL BARTHOLOMAY FOUNDATION

Form 990-PF (2011)

C/O WM. C. BARTHOLOMAY

36-3679496

Page 3

**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 <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>216,030.</b>		<b>264,303.</b>	<b>&lt;48,273.&gt;</b>

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			<b>&lt;48,273.&gt;</b>

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	<b>&lt;48,273.&gt;</b>
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	<b>N/A</b>

**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))
2010	<b>304,921.</b>	<b>3,630,783.</b>	<b>.083982</b>
2009	<b>455,543.</b>	<b>3,311,151.</b>	<b>.137578</b>
2008	<b>294,428.</b>	<b>4,006,260.</b>	<b>.073492</b>
2007	<b>283,450.</b>	<b>4,756,495.</b>	<b>.059592</b>
2006	<b>244,800.</b>	<b>4,874,607.</b>	<b>.050219</b>

2 Total of line 1, column (d)	2	<b>.404863</b>
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	<b>.080973</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	<b>3,897,330.</b>
5 Multiply line 4 by line 3	5	<b>315,579.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>683.</b>
7 Add lines 5 and 6	7	<b>316,262.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>217,575.</b>

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.

BILL BARTHOLOMAY FOUNDATION

Form 990-PF (2011)

C/O WM. C. BARTHOLOMAY

36-3679496

Page 4

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,366.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,366.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,366.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,297.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,600.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,897.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	1,531.
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Form 990-PF (2011)

**BILL BARTHOLOMAY FOUNDATION**

Form 990-PF (2011)

**C/O WM. C. BARTHOLOMAY**

**36-3679496**

Page 5

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

<p>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)</p>	11		<b>X</b>
<p>12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)</p>	12		<b>X</b>
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b></p>	13		
<p>14 The books are in care of ► <b>WILLIAM BARTHOLOMAY</b> Telephone no. ► <b>312-288-7286</b> Located at ► <b>233 S. WACKER DRIVE, SUITE 2000, CHICAGO, IL</b> ZIP+4 ► <b>60606</b></p>			
<p>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</p>	15	<b>N/A</b>	<input type="checkbox"/>
<p>16 At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►</p>	16	<b>Yes</b>	<b>No</b> <b>X</b>

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

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

			<b>Yes</b>	<b>No</b>
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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 instructions)? Organizations relying on a current notice regarding disaster assistance check here</p>	1b	<b>N/A</b>		
<p>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 2011?</p>	1c			<b>X</b>
<p>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)):</p> <p>a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►</p> <p>b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b></p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►</p>	2b			
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did it have excess business holdings in 2011 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 2011.) <b>N/A</b></p>	3b			
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a			<b>X</b>
<p>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 2011?</p>	4b			<b>X</b>

Form **990-PF** (2011)

**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)?  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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

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

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

**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
WILLIAM C. BARTHOLOMAY 233 S. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60606	TR. OFFICER	0.00	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

**BILL BARTHOLOMAY FOUNDATION**

Form 990-PF (2011)

**C/O WM. C. BARTHOLOMAY**

**36-3679496**

Page **7**

**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
<b>NONE</b>		

**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
<b>1</b> <b>N/A</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> <b>N/A</b>	
<b>2</b>	
<b>3</b> All other program-related investments. See instructions.	
<b>Total. Add lines 1 through 3</b> <span style="float:right">▶</span>	<b>0.</b>

Form **990-PF** (2011)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,794,680.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	162,000.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,956,680.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,956,680.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	59,350.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,897,330.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	194,867.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	194,867.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,366.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,366.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	193,501.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	193,501.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	193,501.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	217,575.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	217,575.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	217,575.

**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.

BILL BARTHOLOMAY FOUNDATION

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				193,501.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	14,985.			
c From 2008	97,381.			
d From 2009	291,067.			
e From 2010	125,240.			
f Total of lines 3a through e	528,673.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 217,575.				
a Applied to 2010, 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 2011 distributable amount				193,501.
e Remaining amount distributed out of corpus	24,074.			
5 Excess distributions carryover applied to 2011 (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:	552,747.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	552,747.			
10 Analysis of line 9:				
a Excess from 2007	14,985.			
b Excess from 2008	97,381.			
c Excess from 2009	291,067.			
d Excess from 2010	125,240.			
e Excess from 2011	24,074.			

**BILL BARTHOLOMAY FOUNDATION**

**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 2011, enter the date of the ruling

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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).)

**WILLIAM C. BARTHOLOMAY**

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:

**N/A**

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

**N/A**

c Any submission deadlines:

**N/A**

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

**N/A**

BILL BARTHOLOMAY FOUNDATION

Form 990-PF (2011)

C/O WM. C. BARTHOLOMAY

36-3679496

Page 11

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient	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	
Name and address (home or business)					
<b>a Paid during the year</b>					
SEE ATTACHED STATEMENT	N/A	PUBLIC CHARITY	GENERAL EXEMPT PURPOSES	217,575.	
<b>Total</b>				▶ 3a	217,575.
<b>b Approved for future payment</b>					
NONE					
<b>Total</b>				▶ 3b	0.





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

BILL BARTHOLOMAY FOUNDATION  
C/O WM. C. BARTHOLOMAY

Employer identification number

36-3679496

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>BILL BARTHOLOMAY FOUNDATION</b> <b>C/O WM. C. BARTHOLOMAY</b>	Employer identification number  <b>36-3679496</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM C. BARTHOLOMAY 233 S. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60606	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WILLIAM C. BARTHOLOMAY 233 S. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60606	\$ <u>4,150.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>BILL BARTHOLOMAY FOUNDATION</b> <b>C/O WM. C. BARTHOLOMAY</b>	Employer identification number  <b>36-3679496</b>
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>15,000 SHARES POTASH CORP OF</u> <u>SASKATCHEWAN INC COMMON STOCK</u> <hr/> <hr/>	\$ <u>639,450.</u>	<u>12/22/11</u>
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization <b>BILL BARTHOLOMAY FOUNDATION</b> <b>C/O WM. C. BARTHOLOMAY</b>	Employer identification number  <b>36-3679496</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

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

**BILL BARTHOLOMAY FOUNDATION**  
**FEIN: 36-3679496**  
**For the Year Ended December 31, 2011**

**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

<b>RECIPIENT</b>	<b>PURPOSE OF CONTRIBUTION</b>	
After School Matters	Memorial	200
Alain Locke Initiative	Contribution	1,000
Alzheimers Foundation of America	Memorial	100
American Cancer Society	Memorial	100
American Heart Association	Contribution	75
American Red Cross	Memorial	125
Anti-Cruelty Society	Memorial	500
Brain Research Foundation	Contribution	100
Captain Planet Foundation	Contribution	1,000
CASA Central	Contribution	5,000
Children's Scholarship Fund	Memorial	100
Doctors Without Borders	Contribution	100
Embracing Hospice Foundation	Memorial	100
Enable Services of Georgia	Memorial	100
Evans Scholarship Foundation	Contribution	6,000
Food for the Poor	Contribution	50
Fountain House	Contribution	2,000
Freedom Institute	Contribution	250
Friends of the Parks	Contribution	500
Glenwood School for Boys and Girls	Memorial	100
Hemophilia of Georgia	Contribution	1,600
Horizon Hospice	Contribution	250
Illinois Institute of Technology	Contribution	50,250
Lake Forest College	Contribution	10,000
Lake Forest Open Lands Association	Memorial	100
Lake Forest Presevation Foundation	Memorial	200
Lawrence Hall Youth Services	Contribution	100
Lincoln Park Zoo	Contribution	10,000
Milwaukee Art Museum	Contribution	1,000
Museum of Science and Industry	Contribution	105,000
National Parkinson Foundation	Memorial	100
Northcutt Neighborhood House	Memorial	100
North Shore Country Day	Contribution	1,000
Northwestern University	Contribution	10,000
Old Elm Scholarship Foundation	Contribution	500
Openlands Project	Contribution	100
Operation Homefront Illinois	Contribution	1,000
Paralyzed Veterans of America	Contribution	50
Pathways Foundation	Contribution	500
PAWS Chicago	Contribution	100
Phillies Charities	Memorial	100
Planned Parenthood	Contribution	1,500
RIC/Women's Board	Memorial	1,000
Robert W Galvin Center for Electricity Inn	Memorial	100
Robert A Pritzker Research Center @ IIT	Memorial	100
Salvation Army	Contribution	25
South Side Community Art Center	Memorial	100
Special Olympics Illinois	Contribution	100
St Gabriel School	Contribution	1,000

<b>RECIPIENT</b>	<b>PURPOSE OF CONTRIBUTION</b>	
St Chrysostom's Church	Contribution	2,000
St Rita High School	Contribution	1,000
The Dusable Museum of African American	Memorial	100
The Edward J DeBartolo Scholarship Fund	Memorial	100
United States Holocaust Memorial Museum	Contribution	500
William and Alyce Cafaro Foundation	Memorial	100
Young Women's Leadership Charter	Contribution	300
		<hr/>
<b>TOTAL</b>		<b><u>217,575</u></b>

**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 MIDWAY GAMES INC COM	P	12/19/72	04/20/11
b ABBOTT LABORATORIES	P	02/18/11	11/07/11
c ABBOTT LABORATORIES	P	02/18/11	12/02/11
d DEVRY INC DEL COM	P	10/15/10	03/30/11
e DEVRY INC DEL COM	P	10/15/10	08/09/11
f ZIMMER HOLDINGS INC	P	10/07/10	08/05/11
g ZIMMER HOLDINGS INC	P	10/07/10	09/12/11
h MICROSOFT CORP	P	09/02/10	09/15/11
i CITIGROUP INC COM	P	08/11/10	05/17/11
j CITIGROUP INC COM	P	08/11/10	06/28/11
k CITIGROUP INC COM	P	08/11/10	08/22/11
l WALGREEN CO	P	07/13/10	01/28/11
m WALGREEN CO	P	07/13/10	04/21/11
n WALGREEN CO	P	07/13/10	10/28/11
o BAXTER INTERNATIONAL INC	P	06/02/10	12/15/11

(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		50,932.	<50,932.>
b	7,224.	6,319.	905.
c	7,882.	6,787.	1,095.
d	6,323.	4,760.	1,563.
e	1,600.	1,242.	358.
f	5,850.	5,451.	399.
g	2,098.	2,076.	22.
h	2,796.	2,514.	282.
i	21.	20.	1.
j	2,998.	2,929.	69.
k	1,736.	2,538.	<802.>
l	1,435.	1,015.	420.
m	8,528.	5,800.	2,728.
n	3,044.	2,610.	434.
o	1,709.	1,459.	250.

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			<50,932.>
b			905.
c			1,095.
d			1,563.
e			358.
f			399.
g			22.
h			282.
i			1.
j			69.
k			<802.>
l			420.
m			2,728.
n			434.
o			250.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 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

**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 GOLDMAN SACHS GROUP INC	P	05/13/10	08/22/11
b BAXTER INTERNATIONAL INC	P	04/29/10	07/14/11
c BAXTER INTERNATIONAL INC	P	04/29/10	12/15/11
d INTERPUBLIC GROUP OF COS INC	P	02/25/10	02/04/11
e INTERPUBLIC GROUP OF COS INC	P	01/29/10	02/04/11
f TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	01/29/10	03/02/11
g APOLLO GROUP INC CL A	P	01/08/10	11/22/11
h TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	12/22/09	03/02/11
i APOLLO GROUP INC CL A	P	12/22/09	11/22/11
j APOLLO GROUP INC CL A	P	12/10/09	11/22/11
k BAXTER INTERNATIONAL INC	P	11/20/09	07/14/11
l APOLLO GROUP INC CL A	P	11/09/09	08/09/11
m APOLLO GROUP INC CL A	P	11/09/09	11/22/11
n BANK NEW YORK MELLON COM	P	11/06/09	08/22/11
o APOLLO GROUP INC CL A	P	10/30/09	07/25/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,680.		2,188.	<508.>
b 1,521.		1,219.	302.
c 3,907.		3,902.	5.
d 6,211.		3,572.	2,639.
e 12,247.		6,866.	5,381.
f 3,200.		2,721.	479.
g 890.		1,212.	<322.>
h 1,829.		1,668.	161.
i 2,225.		2,881.	<656.>
j 1,112.		1,387.	<275.>
k 10,343.		9,228.	1,115.
l 220.		268.	<48.>
m 1,335.		1,606.	<271.>
n 1,525.		2,135.	<610.>
o 260.		291.	<31.>

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			<508.>
b			302.
c			5.
d			2,639.
e			5,381.
f			479.
g			<322.>
h			161.
i			<656.>
j			<275.>
k			1,115.
l			<48.>
m			<271.>
n			<610.>
o			<31.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 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	

**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 APOLLO GROUP INC CL A	P	10/30/09	08/09/11
b APOLLO GROUP INC CL A	P	10/28/09	07/25/11
c APOLLO GROUP INC CL A	P	10/23/09	07/25/11
d APOLLO GROUP INC CL A	P	09/10/09	05/17/11
e APOLLO GROUP INC CL A	P	09/10/09	07/25/11
f APOLLO GROUP INC CL A	P	09/03/09	05/17/11
g MORGAN STANLEY	P	08/21/09	08/22/11
h EXXON MOBIL CORP	P	01/02/09	05/05/11
i AFLAC INC COM	P	10/06/08	06/28/11
j AFLAC INC COM	P	10/06/08	08/22/11
k AFLAC INC COM	P	09/02/08	06/06/11
l AFLAC INC COM	P	09/02/08	06/28/11
m AFLAC INC COM	P	08/22/08	06/06/11
n TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	06/12/08	03/02/11
o ACCENTURE PLC IRELAND SHS CLASS A	P	11/08/07	06/28/11

(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 659.		873.	<214.>
b 2,338.		2,821.	<483.>
c 2,598.		3,726.	<1,128.>
d 413.		670.	<257.>
e 1,559.		2,011.	<452.>
f 5,783.		9,047.	<3,264.>
g 1,435.		2,658.	<1,223.>
h 6,276.		6,075.	201.
i 1,800.		1,981.	<181.>
j 1,396.		1,981.	<585.>
k 1,154.		1,430.	<276.>
l 1,350.		1,716.	<366.>
m 1,847.		2,200.	<353.>
n 1,829.		2,033.	<204.>
o 3,916.		2,247.	1,669.

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			<214.>
b			<483.>
c			<1,128.>
d			<257.>
e			<452.>
f			<3,264.>
g			<1,223.>
h			201.
i			<181.>
j			<585.>
k			<276.>
l			<366.>
m			<353.>
n			<204.>
o			1,669.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 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

**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 ACCENTURE PLC IRELAND SHS CLASS A	P	11/08/07	08/09/11
b ACCENTURE PLC IRELAND SHS CLASS A	P	11/08/07	08/09/11
c TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	07/06/07	03/02/11
d TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	07/05/07	03/02/11
e OMNICOM GROUP INC	P	06/21/07	02/10/11
f JOHNSON & JOHNSON	P	02/27/07	08/05/11
g JOHNSON & JOHNSON	P	02/27/07	09/23/11
h OMNICOM GROUP INC	P	09/12/06	02/10/11
i TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	09/12/06	03/02/11
j DELL INC	P	09/12/06	06/30/11
k DELL INC	P	06/07/06	06/30/11
l ACCENTURE PLC IRELAND SHS CLASS A	P	05/22/06	01/28/11
m ACCENTURE PLC IRELAND SHS CLASS A	P	05/22/06	06/28/11
n DELL INC	P	05/17/06	06/30/11
o CARNIVAL CORP	P	05/16/06	10/28/11

(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 2,944.		1,901.	1,043.
b 268.		177.	91.
c 5,029.		6,955.	<1,926.>
d 1,372.		1,905.	<533.>
e 1,469.		1,542.	<73.>
f 5,520.		5,734.	<214.>
g 2,444.		2,548.	<104.>
h 4,406.		4,016.	390.
i 5,486.		6,400.	<914.>
j 1,501.		1,977.	<476.>
k 1,084.		1,645.	<561.>
l 1,296.		670.	626.
m 1,807.		804.	1,003.
n 4,087.		5,829.	<1,742.>
o 1,625.		1,908.	<283.>

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			1,043.
b			91.
c			<1,926.>
d			<533.>
e			<73.>
f			<214.>
g			<104.>
h			390.
i			<914.>
j			<476.>
k			<561.>
l			626.
m			1,003.
n			<1,742.>
o			<283.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 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

**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 CARNIVAL CORP	P	03/15/06	10/25/11
b CARNIVAL CORP	P	03/15/06	10/28/11
c INTERNATIONAL BUSINESS MACHINES CORP	P	03/15/06	12/02/11
d TYCO INTERNATIONAL LTD SHS	P	03/01/06	04/12/11
e INTERNATIONAL BUSINESS MACHINES CORP	P	03/01/06	07/20/11
f INTERNATIONAL BUSINESS MACHINES CORP	P	03/01/06	08/17/11
g CARNIVAL CORP	P	03/01/06	10/25/11
h INTERNATIONAL BUSINESS MACHINES CORP	P	03/01/06	12/02/11
i TYCO INTERNATIONAL LTD SHS	P	02/06/06	04/12/11
j TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM	P	07/01/05	03/02/11
k JPMORGAN CHASE & CO COM	P	03/30/05	08/22/11
l JPMORGAN CHASE & CO COM	P	03/30/05	11/22/11
m FROM K-1 KKR & CO LP	P	12/31/00	12/31/11
n FROM K-1 KKR & CO LP	P	01/01/11	12/31/11
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 1,607.		2,285.	<678.>
b 1,084.		1,523.	<439.>
c 5,706.		2,499.	3,207.
d 4,575.		9,101.	<4,526.>
e 5,509.		2,420.	3,089.
f 2,566.		1,210.	1,356.
g 1,607.		2,342.	<735.>
h 4,755.		2,017.	2,738.
i 5,852.		11,333.	<5,481.>
j 1,829.		1,441.	388.
k 1,694.		1,743.	<49.>
l 2,815.		3,313.	<498.>
m <8.>			<8.>
n <1.>			<1.>
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<678.>
b			<439.>
c			3,207.
d			<4,526.>
e			3,089.
f			1,356.
g			<735.>
h			2,738.
i			<5,481.>
j			388.
k			<49.>
l			<498.>
m			<8.>
n			<1.>
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	<48,273.>
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

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

SOURCE	AMOUNT
FROM K-1 KKR & CO LP	1.
MERRILL LYNCH	2,414.
WELLS FARGO	6,672.
WELLS FARGO - T/E	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,090.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARIEL	3,467.	0.	3,467.
BARRINGTON RESEARCH	9,503.	0.	9,503.
FROM K-1 KKR & CO LP	934.	0.	934.
MERRILL LYNCH	23,526.	0.	23,526.
NEUBERGER BERMAN	11,611.	0.	11,611.
WILLIAM BLAIR & COMPANY	10,132.	0.	10,132.
TOTAL TO FM 990-PF, PART I, LN 4	59,173.	0.	59,173.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 KKR & CO LP	14.	14.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14.	14.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,150.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,150.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECRETARIAL SERVICES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	10,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL STATE FILING FEES FROM K-1 KKR & CO LP - INVESTMENT INTEREST EXPENSE FROM K-1 KKR & CO LP - DEDUCTIONS SUBJECT TO 2% FLOOR INVESTMENT FEES	115. 19. 23. 5,981.	0. 0. 0. 0.		0. 0. 0. 0.
TO FORM 990-PF, PG 1, LN 23	6,138.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO	126,262.	114,482.	
ARIEL MUTUAL FUND	270,120.	246,635.	
HOSPITALITY PPTYS TRUST (5,000 SHS)	153,416.	114,900.	
POST PROPERTIES INC. (5,000 SHS)	147,139.	218,600.	
UBS (MIDWAY GAMES 35,370 SHS)	0.	0.	
UBS (WMS INDUSTRIES 9,000 SHS)	404,370.	184,680.	
WILLIAM BLAIR	503,053.	540,809.	
TRAVELCENTERS OF AMERICA (500 SHS)	16,168.	2,125.	
MERRILL LYNCH (AOL 666 SHS)	24,134.	10,057.	
MERRILL LYNCH (TWC 1,840 SHS)	121,202.	116,969.	
MERRILL LYNCH (TWX 7,333 SHS)	343,718.	265,015.	
BARRINGTON RESEARCH (AOL 606 SHS)	18,724.	9,151.	
BARRINGTON RESEARCH (TWC 1,673 SHS)	94,031.	106,353.	
BARRINGTON RESEARCH (TWX 6,666 SHS)	266,665.	240,909.	
CHARLES SCHWAB (AOL 12,888 SHS)	302,739.	194,609.	
CHARLES SCHWAB (POTASH 15,000 SHS)	639,450.	619,200.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,431,191.	2,984,494.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
K-1 - KKR & CO L.P	COST	14,422.	14,422.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,422.	14,422.

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>BILL BARTHOLOMAY FOUNDATION C/O WM. C. BARTHOLOMAY</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>36-3679496</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>233 S. WACKER DRIVE, SUITE 2000</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>CHICAGO, IL 60606</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**WILLIAM BARTHOLOMAY**

- The books are in the care of ▶ **233 S. WACKER DRIVE, SUITE 2000 - CHICAGO, IL 60606**  
Telephone No ▶ **312-288-7286** FAX No ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2011** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	2,897.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$	1,297.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	<b>3c</b>	\$	1,600.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.