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Form 990-PF

## Return of Private Foundation

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

2011

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 01-01-2011, and ending 12-31-2011

**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  
THE GEORGE A BATES MEMORIAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) C/O CAROL SCHROEDER PO BOX 728  
Room/suite

City or town, state, and ZIP code  
ROSCOE, IL 610730728

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,167,990** **J** Accounting method  Cash  Accrual  
 Other (specify) *(Part I, column (d) must be on cash basis.)*

**Part I Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities. . . . .	135,820	135,820		
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10	21,198			
b	Gross sales price for all assets on line 6a 876,957				
7	Capital gain net income (from Part IV, line 2) . . . . .		21,198		
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) (attach schedule) . . . . .				
11	Other income (attach schedule) . . . . .				
12	<b>Total.</b> Add lines 1 through 11 . . . . .	157,018	157,018		

13	Compensation of officers, directors, trustees, etc	16,000	4,000	12,000
14	Other employee salaries and wages . . . . .			
15	Pension plans, employee benefits . . . . .			
16a	Legal fees (attach schedule) . . . . .	7,614	0	7,614
b	Accounting fees (attach schedule) . . . . .			
c	Other professional fees (attach schedule) . . . . .	29,643	29,643	0
17	Interest . . . . .			
18	Taxes (attach schedule) (see page 14 of the instructions)	4,931	321	0
19	Depreciation (attach schedule) and depletion . . . . .			
20	Occupancy . . . . .			
21	Travel, conferences, and meetings . . . . .			
22	Printing and publications . . . . .			
23	Other expenses (attach schedule) . . . . .	383	368	15
24	<b>Total operating and administrative expenses.</b>			
	Add lines 13 through 23 . . . . .	58,571	34,332	19,629
25	Contributions, gifts, grants paid . . . . .	200,000		200,000
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	258,571	34,332	219,629

27	Subtract line 26 from line 12			
a	<b>Excess of revenue over expenses and disbursements</b>	-101,553		
b	<b>Net investment income</b> (if negative, enter -0-) . . . . .		122,686	
c	<b>Adjusted net income</b> (if negative, enter -0-) . . . . .			

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>1</b>	Cash—non-interest-bearing . . . . .	26,784	28,188	28,188
<b>2</b>	Savings and temporary cash investments . . . . .	161,272	234,288	234,288
<b>3</b>	Accounts receivable ► 618			
	Less allowance for doubtful accounts ►	1,608	618	618
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .			
<b>10a</b>	Investments—U S and state government obligations (attach schedule)	476,653	533,372	593,648
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,424,940	1,510,118	1,742,424
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	597,430	424,808	429,292
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .	1,303,096	1,158,838	1,139,532
<b>14</b>	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>15</b>	Other assets (describe ► )			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,991,783	3,890,230	4,167,990
<b>Liabilities</b>				
<b>17</b>	Accounts payable and accrued expenses . . . . .			
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b>	Other liabilities (describe ► )			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>				
<b>24</b>	<b>Foundations that follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
		3,991,783	3,890,230	
<b>25</b>	Unrestricted . . . . .			
<b>26</b>	Temporarily restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
<b>27</b>	Permanently restricted . . . . .			
<b>28</b>	Capital stock, trust principal, or current funds . . . . .			
<b>29</b>	Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>30</b>	Retained earnings, accumulated income, endowment, or other funds			
	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	3,991,783	3,890,230	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,991,783	3,890,230	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	3,991,783
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-101,553
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	3,890,230
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	3,890,230

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b> 21,198
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				<b>3</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	220,482	4,121,121	0 053500
2009	220,864	3,781,297	0 058410
2008	295,628	4,537,851	0 065147
2007	298,268	5,099,890	0 058485
2006	315,970	5,022,453	0 062911

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b> 0 298453
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b> 0 059691
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	<b>4</b> 4,313,760
<b>5</b>	Multiply line 4 by line 3.	<b>5</b> 257,493
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b> 1,227
<b>7</b>	Add lines 5 and 6.	<b>7</b> 258,720
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b> 219,629

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	2,454
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		
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	2,454
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	2,454
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	2,454
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,400
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	3,400
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input 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	946
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/>	946	<b>Refunded</b> <input type="checkbox"/>
		11	0

**Part VII-A Statements Regarding Activities**

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? . . . . .		<b>Yes</b>	<b>No</b>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>Yes</b>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	● By language in the governing instrument, or			
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		<b>Yes</b>	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		<b>Yes</b>	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<b>Yes</b>	<b>No</b>

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions). . . . .	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	
Website address ► N/A				
14	The books are in care of ► CAROL SCHROEDER	Telephone no ► (815) 986-8070		
	Located at ► PO BOX 728 ROSCOE IL	ZIP +4 ► 610730728		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15		
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►			
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? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	✓ Yes	□ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	✓ Yes	□ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	□ Yes	✓ No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . .	□ Yes	✓ No
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 20 of the instructions)? . . . . .	1b	No
c	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 2011? . . . . .	1c	No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) . . . . .	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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	3a	
	► Yes	✓ No	
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). . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
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? . . . . .	4b	No

**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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input checked="" type="checkbox"/>	5b	
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL SCHROEDER PO BOX 728 ROSCOE, IL 610730728	TRUSTEE/BOOKKEEPER 0 75	8,500	0	0
ROBERT A WOODS 103 TRINITY COURT EVANSTON, IL 60201	TRUSTEE 0 25	2,500	0	0
CONSTANCE BATES MACGREGOR PO BOX 728 ROSCOE, IL 610730728	TRUSTEE 0 25	2,500	0	0
MICHAEL C MURRAY PHD PO BOX 728 ROSCOE, IL 610730728	TRUSTEE 0 25	2,500	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total</b> number of other employees paid over \$50,000. . . . .			<input checked="" type="checkbox"/>	0

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

## **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.

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>2</b>		
<b>3</b>		
<b>4</b>		

**Part IX-B** **Summary of Program-Related Investments** (see page 23 of the instructions)

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

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>2</b>		
All other program-related investments See page 24 of the instructions		
<b>3</b>		
<b>Total</b>	Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	4,095,932
b	Average of monthly cash balances. . . . .	1b	283,520
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	4,379,452
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	4,379,452
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	65,692
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,313,760
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	215,688

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

1	Minimum investment return from Part X, line 6. . . . .	1	215,688
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	2,454
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,454
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	213,234
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	213,234
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	213,234

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	219,629
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	219,629
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	6	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		219,629

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				213,234
<b>2</b> Undistributed income, if any, as of the end of 2011			0	
<b>a</b> Enter amount for 2010 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .	69,733			
<b>b</b> From 2007. . . . .	45,567			
<b>c</b> From 2008. . . . .	72,141			
<b>d</b> From 2009. . . . .	33,927			
<b>e</b> From 2010. . . . .	17,796			
<b>f Total</b> of lines 3a through e. . . . .	239,164			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 219,629			0	
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
<b>d</b> Applied to 2011 distributable amount. . . . .			213,234	
<b>e</b> Remaining amount distributed out of corpus	6,395			0
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
<b>6</b> Enter the net total of each column as indicated below:	245,559			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	69,733			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	175,826			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .	45,567			
<b>b</b> Excess from 2008. . . . .	72,141			
<b>c</b> Excess from 2009. . . . .	33,927			
<b>d</b> Excess from 2010. . . . .	17,796			
<b>e</b> Excess from 2011. . . . .	6,395			

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

1a	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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)****1 Information Regarding Foundation Managers:**

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

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

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

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

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

CO CAROL SCHROEDER  
PO BOX 728  
ROSCOE, IL 610730728  
(815) 986-8070

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

INITIAL INQUIRY BY LETTER MORE INFORMATION WILL BE REQUESTED IF FOUNDATION WISHES TO CONSIDER A GRANT

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	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 Additional Data Table				
<b>Total</b>			► 3a	200,000
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments.</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities.</b>					
<b>5 Net rental income or (loss) from real estate</b>			14	135,820	
a Debt-financed property.					
b Not debt-financed property.					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income.</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>		18	21,198		
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory.</b>					
<b>11 Other revenue a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e).</b>		0	157,018		
<b>13 Total Add line 12, columns (b), (d), and (e).</b>			13	157,018	
(See worksheet in line 13 instructions on page 28 to verify calculations )					

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

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

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 or**

(1) Cash.

**(2) Other assets.**

### Other transactions

**(1) Sales of assets to a noncharitable exempt organization. . .**

**(2) Purchases of assets from a noncharitable exempt**

**(3) Rental of facilities, equipment,**

**(4) Reimbursement arrangements**

(3) Performance of services or membership of fundraising solicitations.

**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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

**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
<p>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</p>		
<p>*****</p>	<p>2012-05-10</p>	<p>*****</p>
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>
<p>Preparer's Signature</p>	<p>SARAH M LINSLEY</p>	<p>Date</p>
<p>Paid Preparer's Use Only</p>	<p>Check if self- employed</p>	<p>PTIN</p>
<p>Firm's name</p>	<p>QUARLES &amp; BRADY LLP</p>	<p>P01317392</p>
<p>Firm's address</p>	<p>300 N LASALLE STREET SUITE 4000</p>	<p>Firm's EIN</p>
<p>Phone no</p>	<p>CHICAGO, IL 60654</p>	<p>39-0432630</p>
<p></p>	<p></p>	<p></p>

May the IRS discuss this return with the preparer shown above? See Instructions . . . . .  **Yes** **No**

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 36-3747609

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION

### Form 990PF - Special Condition Description:

**Special Condition Description**

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
760 BANK AMERICA	P	2011-04-06	2011-10-06
210 BEST BUY	P	2010-07-08	2011-05-17
40 BLACKROCK	P	2010-05-03	2011-04-06
5 CITIGROUP	P	2011-04-06	2011-05-10
1168 85 HARBOR INTL	P	2010-11-19	2011-08-11
1131 14 HARBOR INTL	P	2010-11-19	2011-08-11
165 HEWLETT PACKARD	P	2010-08-13	2011-03-15
105 MCDONALDS	P	2011-04-11	2011-12-09
185 MEDTRONIC	P	2011-04-22	2011-04-11
200 MEDTRONIC	P	2010-08-24	2011-04-11
275 WHITING PETRO	P	2011-04-28	2011-09-29
185 WHITING PETRO	P	2011-06-14	2011-09-29
175 ACCENTURE	P	2006-05-18	2011-05-24
120 ALLIANCE DATA	P	2010-02-19	2011-08-02
865 BANK AMERICA	P	2008-06-13	2011-10-06
1025 BANK OF NY MELLON	P	2009-06-13	2011-04-06
340 BEST BUY	P	2010-02-17	2011-05-17
255 CAREMARK	P	2005-08-30	2011-05-24
240 CHECK PT SOFTWARE	P	2009-10-20	2011-07-07
285 EQT CORP	P	2008-06-25	2011-08-23
155 EXXONMOBIL	P	2008-06-13	2011-01-07
305 GENERAL DYNAMICS	P	2008-07-31	2011-04-11
685 HEWLETT PACKARD	P	2006-05-18	2011-03-15
\$100000 HOUSEHOLD FIN 6 75%	P	2001-06-20	2011-05-15
295 IBM	P	2008-07-22	2011-08-22
220 LAB CP AMERICA	P	2008-07-07	2011-01-07
505 LIBERTY GLOBAL	P	2009-10-16	2011-08-22
275 MEDTRONIC	P	2009-11-25	2011-04-11
790 NALCO HOLDING	P	2008-06-13	2011-10-04
300 NEXTERA ENERGY	P	2008-09-03	2011-01-21

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
100 NIKE	P	2008-07-07	2011-07-06
625 NORTHEAST UTILITIES	P	2009-11-04	2011-05-11
210 PEPSICO	P	2009-08-10	2011-11-30
175 STRYKER	P	2009-03-03	2011-03-11
145 TJX COS	P	2010-08-09	2011-09-29
\$50000 TEXTRON 6 5%	P	2006-01-10	2011-06-21
180 TIME WARNER	P	2010-03-24	2011-04-19
180 UNITEDHEALTH GROUP	P	2010-04-15	2011-06-22
\$50000 US TREAS 5%	P	2003-05-05	2011-08-15
155 VF CORP	P	2008-06-13	2011-08-22
540 WALGREENS	P	2008-09-17	2011-01-20
965 WESTERN UNION	P	2010-02-04	2011-06-14
MASS RRB	P		2011-09-15
BANK AMERICA SECURITIES LITIGATION	P		2011-09-21
SCHERING PLOUGH SECURITIES LITIGATION	P		2011-12-06
CAPITAL GAINS DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
4,636		10,428	-5,792
6,696		7,134	-438
7,965		7,442	523
22		23	-1
64,950		70,155	-5,205
67,532		79,895	-12,363
6,734		6,685	49
10,257		8,025	2,232
7,449		8,178	-729
8,053		6,307	1,746
9,996		18,903	-8,907
6,724		10,637	-3,913
9,830		4,943	4,887
11,730		6,844	4,886
5,277		24,723	-19,446
31,026		34,304	-3,278
10,840		12,335	-1,495
9,700		7,080	2,620
13,920		7,208	6,712
14,846		16,756	-1,910
11,684		15,102	-3,418
22,530		27,913	-5,383
27,957		22,564	5,393
100,000		106,952	-6,952
47,834		37,449	10,385
19,640		14,972	4,668
19,515		12,074	7,441
11,073		11,902	-829
27,363		19,447	7,916
16,252		15,952	300

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
9,226		5,719	3,507
22,210		14,264	7,946
13,417		12,964	453
11,019		5,901	5,118
8,253		6,238	2,015
52,150		54,165	-2,015
13,010		9,032	3,978
9,421		5,538	3,883
50,000		54,670	-4,670
17,949		11,146	6,803
21,267		17,550	3,717
19,278		14,735	4,543
12,552		11,505	1,047
45			45
509			509
4,620			4,620

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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

**(I) Gains (Col (h) gain minus  
col (k), but not less than -0-) or  
Losses (from col (h))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			-5,792
			-438
			523
			-1
			-5,205
			-12,363
			49
			2,232
			-729
			1,746
			-8,907
			-3,913
			4,887
			4,886
			-19,446
			-3,278
			-1,495
			2,620
			6,712
			-1,910
			-3,418
			-5,383
			5,393
			-6,952
			10,385
			4,668
			7,441
			-829
			7,916
			300

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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

**(I) Gains (Col (h) gain minus  
col (k), but not less than -0-) or  
Losses (from col (h))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			3,507
			7,946
			453
			5,118
			2,015
			-2,015
			3,978
			3,883
			-4,670
			6,803
			3,717
			4,543
			1,047
			45
			509
			4,620

## Form 990PF Part XV Line 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>				
ADULT AND CHILD REHABILITATION CENTER OF WOODSTOCK 708 WASHINGTON ST PO BOX 326 WOODSTOCK, IL 60098	NONE	PUBLIC CHARITY	GENERAL	5,000
BEREA COLLEGE 107 JACKSON STREET BEREAL, KY 40404	NONE	PUBLIC CHARITY	GENERAL	25,000
BREHM PREPARATORY SCHOOL INC 1245 EAST GRAND CARBONDALE, IL 62901	NONE	PUBLIC CHARITY	GENERAL	5,000
CHILDREN'S HOME & AID SOCIETY 125 S WACKER DRIVE 14TH FLOOR CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL	5,000
CHILDSERV 8765 WHIGGINS ROAD SUITE 450 CHICAGO, IL 60631	NONE	PUBLIC CHARITY	GENERAL	5,000
CONNECT SI FOUNDATION INC 3000 WEST DEYOUNG ST SUITE 800B MARION, IL 62959	NONE	PUBLIC CHARITY	GENERAL	5,000
GLENWOOD SCHOOL FOR BOYS AND GIRLS 500 W 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC CHARITY	GENERAL	5,000
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE	PUBLIC CHARITY	GENERAL	5,000
HOPE LIGHT FOUNDATION 908 HAZELVALLEY DRIVE HAZELWOOD, MO 63042	NONE	PUBLIC CHARITY	GENERAL	10,000
HOSPICE FOUNDATION OF NORTHEASTERN ILLINOIS INC 410 S HAGER AVENUE BARRINGTON, IL 60010	NONE	PUBLIC CHARITY	GENERAL	10,000
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVENUE CHICAGO, IL 60647	NONE	PUBLIC CHARITY	GENERAL	5,000
INTERNATIONAL FUND FOR AMINAL WELFARE INC 411 MAIN ST YARMOUTH, MA 02675	NONE	PUBLIC CHARITY	GENERAL	5,000
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED CHICAGO, IL 60614	NONE	PUBLIC CHARITY	GENERAL	25,000
MCHENRY COUNTY PADS 1411 KISHWAUKEE VALLEY ROAD WOODSTOCK, IL 60098	NONE	PUBLIC CHARITY	GENERAL	5,000
OAKEN ACRES WILDLIFE REFUGE & REHABILITATION CENTER 2250 BARBER GREENE ROAD DEKALB, IL 60115	NONE	PUBLIC CHARITY	GENERAL	10,000
ORPHANS OF THE STORM 2200 RIVERWOODS ROAD DEERFIELD, IL 60015	NONE	PUBLIC CHARITY	GENERAL	10,000
RAUE CENTER FOR THE ARTS 26 N WILLIAM STREET CRYSTAL LAKE, IL 60014	NONE	PUBLIC CHARITY	GENERAL	5,000
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL	25,000
SALVATION ARMY OF CRYSTAL LAKE 290 W CRYSTAL LAKE AVENUE CRYSTAL LAKE, IL 60014	NONE	PUBLIC CHARITY	GENERAL	5,000
SOUTHERN ILLINOIS UNIVERSITY FOUNDATION OF ENGINEERING MAIL CODE 6603 CARBONDALE, IL 62901	NONE	PUBLIC CHARITY	GENERAL	10,000
SWEDISH COVENANT HOSPITAL 5145 N CALIFORNIA AVENUE CHICAGO, IL 60625	NONE	PUBLIC CHARITY	GENERAL	5,000
TRINITY COLLEGE 300 SHS SUMMIT STREET HARTFORD, CT 06106	NONE	PUBLIC CHARITY	GENERAL	5,000
WILDLIFE IN NEED 124 CASS STREET WOODSTOCK, IL 60098	NONE	PUBLIC CHARITY	GENERAL	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>200,000</b>

## TY 2011 Investments Corporate Bonds Schedule

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION  
**EIN:** 36-3747609

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS 5.875% DUE 2006	53,985	58,768
CITIGROUP 6%	110,978	100,419
G E CAPITAL 6% DUE 2012	107,543	102,164
ORACLE 5.25% DUE 2016	99,504	115,210
WALMART 4.55%	52,798	52,731

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION  
**EIN:** 36-3747609

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	25,475	27,834
ACCENTURE LTD	17,590	25,817
AETNA INC	21,088	26,158
ALLIANCE DATA SYSEMS	15,806	29,075
ANADARKO PETRO CORP	21,825	27,097
APACHE	38,751	39,402
APPLE	52,878	64,800
AUTO DATA PROCESSING	30,373	47,259
BANK OF AMERICA	16,916	7,895
BLACKROCK	29,714	30,301
BMC SOFTWARE	26,686	18,849
C V S CAREMARK	11,468	16,842
CISCO SYSTEMS	45,133	41,494
CITIGROUP	40,208	23,705
CME GROUP	38,018	34,114
COMCAST CORP	30,680	40,900
CORRECTIONS CORP AMER	8,550	7,740
COVIDIEN PLC	31,355	30,157
DANAHER CORP	21,172	27,754
EQT CORP	10,255	16,437
EXPRESS SCRIPTS	24,305	30,613
EXXON MOBIL	25,912	29,581
FIDELITY NATL INFO SYS	18,670	23,240
FISERV	23,003	28,195
FORD MOTORS	26,770	19,637
FREEPORT MCMORAN COPPER GOLD	16,088	18,763
GENERAL ELECTRIC	53,587	47,014
GOOGLE	39,224	45,213
HEINZ H J	30,877	46,745
JP MORGAN CHASE	29,841	29,094
MCDONALDS	28,238	37,624
MEDCO HEALTH SOLUTIONS	8,277	8,664
MERCK	25,042	33,817
MICROSOFT	37,886	39,329
NETAPP INC	8,847	8,886
NIKE INC	10,581	17,828
NORFOLK SOUTHERN	19,360	22,222
ORACLE	40,426	47,324
PROCTER GAMBLE	21,444	31,354
PEPSICO	34,608	40,142
PG & E CORP	27,603	26,999
PRAXAIR INC	28,741	36,881
QEP RESOURCES	27,229	29,593
REPUBLIC SERVICE	35,777	35,540
SPECTRA ENERGY	11,230	17,681
STRYKER CORP	25,366	30,074
TARGET	51,300	49,171
TIME WARNER CABLE	8,728	8,900
TJX COS	26,015	36,793
UNITED TECHNOLOGIES	22,378	32,160
UNITEDHEALTH GROUP	19,629	44,091
V F CORP	8,167	16,509
VALSPAR CORP	10,355	11,691
VISA INC	30,143	43,150
WALGREENS	23,656	26,117
WELLS FARGO	42,308	41,891
WESTERN UNION	14,676	22,186
WILLIAMS COS	39,890	44,082

## TY 2011 Investments - Other Schedule

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION**EIN:** 36-3747609

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ABSOLUTE STRATEGIES FD	AT COST	150,745	153,179
BARCLAYS AGGREGATE BOND FD	AT COST	303,796	330,750
DREYFUS EMERGING MRKTS DEBTS	AT COST	101,255	89,786
IBOXX \$ HIGH YIELD	AT COST	97,238	89,430
LAZARD EMERGING MKTS	AT COST	76,737	60,719
MATTHEWS PACIFIC TIGER FD	AT COST	76,065	66,545
PIMCO COMMODITY REAL RTN FD	AT COST	76,632	58,732
RIDGEWORTH SEIX FLOAT	AT COST	100,050	97,191
SPDR DOW JONES REIT	AT COST	176,320	193,200

## TY 2011 Legal Fees Schedule

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION

**EIN:** 36-3747609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY LLP-LEGAL FEES	7,614	0		7,614

## TY 2011 Other Expenses Schedule

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION

**EIN:** 36-3747609

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	191	191		0
OFFICE EXPENSES	67	67		0
ILLINOIS ATTORNEY GENERAL	15	0		15
WIRE TRANSFER FEE	10	10		0
PO BOX RENTAL	100	100		0

## TY 2011 Other Professional Fees Schedule

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION**EIN:** 36-3747609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	29,643	29,643		0

## TY 2011 Taxes Schedule

**Name:** THE GEORGE A BATES MEMORIAL FOUNDATION**EIN:** 36-3747609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	321	321		0
EXCISE TAXES	4,610	0		0