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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
 Charles W & Patricia S Bidwill
 Charitable Foundation
 % PATRICIA M BIDWILL

Number and street (or P O box number if mail is not delivered to street address) Room/suite
 PO Box 2541

City or town, state, and ZIP code
 Glenview, IL 60025

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) **\$ 2,484,439** **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)	1,580			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	41,557	41,557		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	36,731			
b	Gross sales price for all assets on line 6a 816,668				
7	Capital gain net income (from Part IV, line 2)		36,731		
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	Total. Add lines 1 through 11	79,868	78,288		

13	Compensation of officers, directors, trustees, etc	16,600	6,640		9,960
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	5,000	2,000	0	3,000
c	Other professional fees (attach schedule)	16,184	16,184		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	458	183		275
22	Printing and publications				
23	Other expenses (attach schedule)	1,260	504		756
24	Total operating and administrative expenses.				
	Add lines 13 through 23	39,502	25,511	0	13,991
25	Contributions, gifts, grants paid	135,000			135,000
26	Total expenses and disbursements. Add lines 24 and 25	174,502	25,511	0	148,991

27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-94,634			
b	Net investment income (if negative, enter -0-)		52,777		
c	Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments		108,389	160,277	160,277	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►					
	4 Pledges receivable ►					
	Less allowance for doubtful accounts ►					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	2,070,772	1,953,977	2,004,803		
	c Investments—corporate bonds (attach schedule)	303,751	275,799	288,284		
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	32,850	31,075	31,075			
14 Land, buildings, and equipment basis ►						
Less accumulated depreciation (attach schedule) ►						
15 Other assets (describe ►)						
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,515,762	2,421,128	2,484,439		
Liabilities	17 Accounts payable and accrued expenses		0			
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)		0	0		
	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					
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds		2,515,762	2,421,128		
30 Total net assets or fund balances (see page 17 of the instructions)		2,515,762	2,421,128			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,515,762	2,421,128			
Net Assets or Fund Balances						

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	2,515,762
2	Enter amount from Part I, line 27a		2	-94,634
3	Other increases not included in line 2 (itemize) ►		3	
4	Add lines 1, 2, and 3		4	2,421,128
5	Decreases not included in line 2 (itemize) ►		5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	2,421,128

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 36,731
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3

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	136,380	2,493,831	0 054687
2009	49,354	2,244,938	0 021985
2008	145,553	2,754,950	0 052833
2007	112,690	2,409,466	0 04677
2006	87,482	1,245,335	0 070248

2 Total of line 1, column (d).	2 0 246523
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 0 049305
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4 2,601,387
5 Multiply line 4 by line 3.	5 128,261
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 528
7 Add lines 5 and 6.	7 128,789
8 Enter qualifying distributions from Part XII, line 4.	8 148,991

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 checked="" type="checkbox"/> and enter "N/A" on line 1	1	528
Date of ruling or determination letter <u>2002-01-03</u> (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	528
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-)	3	528
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	528
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	5	528
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source	6a	256
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld	6b	
7	Total credits and payments Add lines 6a through 6d.		
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	7	256
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	8	3
11	Enter the amount of line 10 to be Credited to 2012 estimated tax		
	0	Refunded	11

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		
c	Did the foundation file Form 1120-POL for this year?	1b	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____	1c	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
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>	2	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	3	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	4a	No
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>		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> IL	4b	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	5	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		
		6	Yes
		7	Yes
		8b	Yes
		9	No
		10	No

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 ► _____				
14	The books are in care of ►PATRICIA M BIDWILL	Telephone no	►(708) 606-0790	
	Located at ►730 GLENVIEW RD GLENVIEW IL	ZIP +4	►60025	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —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 any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	No
	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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 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	
	If "Yes," ► 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 any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes	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 type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
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? <i>If "Yes" to 6b, file Form 8870.</i>		
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
See Additional Data Table				

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
Total number of other employees paid over \$50,000.				

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

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

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.

1	
2	
3	
4	

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

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

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 2,519,073
b	Average of monthly cash balances.	1b 121,929
c	Fair market value of all other assets (see page 24 of the instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 2,641,002
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 2,641,002
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 39,615
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,601,387
6	Minimum investment return. Enter 5% of line 5.	6 130,069

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.	1 130,069
2a	Tax on investment income for 2011 from Part VI, line 5.	2a 528
b	Income tax for 2011 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 528
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 129,541
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 129,541
6	Deduction from distributable amount (see page 25 of the instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 129,541

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 148,991
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 148,991
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5 528
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 148,463

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
1 Distributable amount for 2011 from Part XI, line 7				129,541
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only.			0	
b Total for prior years 2009, 2008, 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.	11,134			
c From 2008.	9,525			
d From 2009.				
e From 2010.	12,200			
f Total of lines 3a through e.	32,859			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 148,991			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.			129,541	
e Remaining amount distributed out of corpus	19,450			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	52,309			
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	52,309			
10 Analysis of line 9				
a Excess from 2007.	11,134			
b Excess from 2008.	9,525			
c Excess from 2009.				
d Excess from 2010.	12,200			
e Excess from 2011.	19,450			

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))

CHARLES W PATRICIA S BIDWILL

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

NA

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

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

c Any submission deadlines

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

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	135,000
b Approved for future payment				
Total			► 3b	

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	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.					
5 Net rental income or (loss) from real estate					
a Debt-financed property.			14	41,557	
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	36,731	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				78,288	
13 Total. Add line 12, columns (b), (d), and (e).			13		78,288
(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

(8) Performance of services or membership or 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>***** Signature of officer or trustee</p>	<p>2012-07-25 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name ►</p>	<p>Jeffrey W Krol & Associates Ltd 8700 W Bryn Mawr Suite 810 North Chicago, IL 606313568</p>		
	<p>Firm's address ►</p>	<p>Firm's EIN ► Phone no (773) 399-1390</p>		

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 36-4479735

Name: Charles W & Patricia S Bidwill
Charitable 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

(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)
102 80 BBH CORE SELECT		2010-12-16	2011-10-31
1889 2320 BBH CORE SELECT		2010-02-25	2011-10-21
168 76 BERWYN INC			2011-10-21
288 209 BERWYN INC			2011-10-21
46 599 BLACKROCK			2011-10-21
484 751 BLACKROCK			2011-10-21
30000 CIT BK SALT LAKE CITY		2009-03-10	2011-03-18
15 1700 DREYFUS BOSTON		2010-12-17	2011-10-21
3304 89 DREYFUS BOSTON			2011-10-21
54 793 FPA CRESCENT			2011-10-21
355 0430 FPA CRESCENT		2010-02-08	2011-10-21
80 138 GREENSPRING			2011-10-21
347 3950 GREENSPRING		2007-01-08	2011-10-21
91 375 IVA WORLDWIDE		2010-12-15	2011-10-21
690 8150 IVA WORLDWIDE		2010-02-08	2011-10-21
4 9500 IVY ASSET		2010-12-09	2011-10-21
384 9980 IVY ASSET		2010-02-08	2011-10-21
60 198 JAMES BALANCED			2011-10-21
629 457 JAMES BALANCED			2011-10-21
50 2580 MERGER FUND		2010-12-29	2011-10-21
453 838 MERGER FUND			2011-10-21
125 7810 NEW CENTURY		2010-12-31	2011-10-21
10370 465 NEW CENTURY			
8 032 PERMANENT PORTFOLIO		2010-12-08	2011-10-21
350 9210 PERMANENT PORTFOLIO		2010-02-08	2011-10-21
308 69 PIMCO ALL ASSET			2011-10-21
653 774 PIMCO ALL ASSET			2011-10-21
115 572 WASATCH LARGE CAP			2011-10-21
649 539 WASATCH LARGE CAP			2011-10-21
2308 4030 WELLS FARGO GROWTH		2007-11-02	2011-10-21

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

(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)
1604 7070 WELLS FARGO INTRINISIC		2010-02-25	2011-10-21
293 FIRST TR B		2010-10-04	2011-05-31
163 ISHARES BARCLAYS TREAS			
34 ISHARES BARCLAYS 7-10 YEAR		2011-05-31	2011-09-28
1051 ISHARES INC HONG KONG			2011-08-05
166 ISHARES INC SOUTH KOREA		2011-02-01	2011-05-17
397 ISHARES INC GERMANY		2010-12-08	2011-05-17
147 ISHARES INC SOUTH KOREA		2011-02-01	2011-03-15
291 ISHARES TR XINHUA		2009-10-16	2011-02-01
23 PIMCO ETF ENHANCED		2010-11-18	2011-09-28
164 PIMCO ETF TR 15 YR		2010-10-04	
212 POWERSHARES		2011-02-01	
44 SPDR GOLD			2011-10-07
50 SPDR GOLD		2011-05-31	2011-09-28
18 SPDR GOLD		2010-05-12	2011-09-28
39 SPDR GOLD		2010-05-12	2011-02-01
564 SPDR INDEX			
75 SPDR S&P 500		2011-02-01	2011-09-13
436 SPDR SER TR		2010-10-04	2011-02-01
108 VANGUARD BD INDEX		2011-10-05	2011-10-07
144 VANGUARD BD INDEX			2011-09-28
129 VANGUARD INDEX REIT		2010-09-15	2011-10-07
164 VANGUARD INDEX TOTAL STK			2011-10-07
84 VANGUARD INDEX REIT		2011-02-01	2011-09-28
4 VANGUARD INDEX REIT		2010-09-15	2011-09-28
45 VANGUARD INDEX TOTAL STK			2011-09-28
202 VANGUARD INTL EQUITY		2009-10-16	2011-05-31
111 VANGUARD SPECIALIZED		2011-10-05	2011-10-07
47 VANGUARD SPECIALIZED		2010-02-02	2011-09-28
241 WISDOMTREE ASIA			

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

(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)
182 WISDOMTREE EMERGING		2011-08-11	2011-09-27
352 WISDOMTREE BRAZILIAN		2011-05-31	2011-09-27
181 WISDOMTREE EMERGING		2010-08-09	2011-05-31
378 WISDOMTREE INDIA		2010-07-13	2011-02-01
349 ISHARES TR DOW JONES		2011-10-27	2011-12-05
18 SECTOR SPDR UTILITIES		2011-10-27	2011-12-12
13 SECTOR SPDR CONSUMER		2011-10-27	2011-12-12
5000 HEWLETT PACKARD		2009-10-02	2011-12-07
5000 KELLOGG CO		2009-10-06	2011-04-01
5000 MARATHON OIL		2009-10-06	2011-02-10
5000 MERRILL LYNCH		2009-10-02	2011-07-25
5000 MORGAN STANLEY		2009-10-06	2011-10-12

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

(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)
1,547		1,466	81
28,433		23,883	4,550
2,208		2,232	-24
3,772		3,565	207
875		919	-44
9,105		8,380	725
30,000		30,000	
319		344	-25
69,515		77,245	-7,730
1,468		1,476	-8
9,512		8,781	731
1,874		1,926	-52
8,126		8,048	78
1,516		1,514	2
11,464		10,008	1,456
114		121	-7
8,866		8,297	569
1,220		1,212	8
12,760		11,179	1,581
798		793	5
7,202		7,091	111
1,459		1,524	-65
120,194		137,934	-17,740
380		357	23
16,620		13,181	3,439
3,201		3,284	-83
6,779		6,866	-87
1,588		1,654	-66
8,489		8,176	313
24,980		27,934	-2,954

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

(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)
59,980		43,027	16,953
9,578		9,497	81
18,712		18,715	-3
3,533		3,289	244
18,277		20,462	-2,185
10,546		10,490	56
10,509		9,528	981
8,291		9,289	-998
12,448		12,596	-148
2,296		2,328	-32
9,543		9,263	280
12,148		12,087	61
6,967		4,784	2,183
7,847		7,494	353
2,825		2,191	634
5,087		4,747	340
30,538		28,524	2,014
8,783		9,814	-1,031
22,834		21,909	925
8,954		9,011	-57
12,014		11,562	452
6,436		6,876	-440
9,669		9,850	-181
4,370		4,809	-439
208		213	-5
3,044		3,044	
10,110		9,005	1,105
5,500		5,422	78
2,331		2,207	124
12,003		12,451	-448

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

(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)
8,865		9,667	-802
8,956		10,136	-1,180
9,653		9,063	590
8,586		8,910	-324
24,067		24,404	-337
630		635	-5
411		409	2
5,026		5,041	-15
5,000		5,000	
5,687		5,400	287
5,000		5,000	
4,986		5,126	-140

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))**

(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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			81
			4,550
			-24
			207
			-44
			725
			-25
			-7,730
			-8
			731
			-52
			78
			2
			1,456
			-7
			569
			8
			1,581
			5
			111
			-65
			-17,740
			23
			3,439
			-83
			-87
			-66
			313
			-2,954

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))**

(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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			16,953
			81
			-3
			244
			-2,185
			56
			981
			-998
			-148
			-32
			280
			61
			2,183
			353
			634
			340
			2,014
			-1,031
			925
			-57
			452
			-440
			-181
			-439
			-5
			1,105
			78
			124
			-448

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

(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	
			-802
			-1,180
			590
			-324
			-337
			-5
			2
			-15
			287
			-140

Form 990PF Part VIII Line 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
Charles W Bidwill Jr PO BOX 2541 GLENVIEW, IL 60025	Director/President 1 0	0	0	0
Patricia S Bidwill PO BOX 2541 GLENVIEW, IL 60025	Director/Secretary 1 0	0	0	0
Patricia M Bidwill PO BOX 2541 Glenview, IL 60025	Director 8 0	16,600	0	0
Shauna B Valenzuela PO BOX 2541 GLENVIEW, CA 60025	Director 1 0	0	0	0
Brian R Bidwill PO BOX 2541 GLENVIEW, CA 60025	Director 1 0	0	0	0

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)				
a Paid during the year				
ST IGNATIUS COLLEGE PREP1076 WEST ROOSEVELT ROAD CHICAGO, IL 606081594	NONE	509(A)(1)	JESUIT HIGH SCHOOL IN CHICAGO, TUITION ASSISTANCE FOR THOSE IN NEED	33,000
PEDIATRIC THERAPY NETWORK 1815 WEST 213TH STREET SUITE 100 TORRANCE, CA 90501	NONE	509(A)(1)	SERVES CHILDREN WITH SPECIAL NEEDS NOT FOR PROFIT CHILDRENS THERAPY CENTER	30,000
MIDTOWN EDUCATION FOUNDATION718 SOUTH LOOMIS STREET CHICAGO, IL 60607	NONE	509(A)(1)	PROVIDES EDUCATIONAL OPPORTUNITIES TO LESS ADVANTAGED YOUTH, (4TH GRADE THROUGH HIGH SCHOOL)IN THE CHICAGOLAND AREA	25,000
ST LEO HIGH SCHOOL7901 SOUTH SANGAMON ST CHICAGO, IL 60620	NONE	509(A)(1)	PROVIDES TUITION ASSISTANCE TO THOSE IN NEED	10,000
BIG SHOULDERS309 WEST WASHINGTON SUITE 550 CHICAGO, IL 60606	NONE	509(A)(1)	PROVIDES FINANCIAL SUPPORT TO CATHOLIC SCHOOLS IN THE NEEDIEST AREAS OF INNER-CITY CHICAGO	25,000
INNER CITY TEACHING CORP328 SOUTH JEFFERSON SUITE 570 CHICAGO, IL 60661	NONE	509(A)(1)	PROVIDES TRAINING TO TEACHERS RECRUITED THROUGHOUT THE COUNTRY TO WORK IN CHICAGO ELEMENTARY SCHOOLS	5,000
SOUTH CENTRAL SCHOLARS29000 S WESTERN AVENUE SUITE 401 RANCHO PALOS VERDES, CA 90275	NONE	509(A)(1)	PROVIDE SCHOLARSHIPS FOR ECONOMICALLY DISADVANTAGED CHILDREN IN LOS ANGELES, CALIFORNIA	2,000
ALAIN LOCKE INITIATIVE328 SOUTH JEFFERSON SUITE 570 CHICAGO, IL 60661	NONE	509(A)(1)	PROVIDES TRAINING TO TEACHERS RECRUITED THROUGHOUT THE COUNTRY TO WORK IN CHICAGO ELEMENTARY SCHOOLS	5,000
Total			► 3a	135,000

TY 2011 Accounting Fees Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	2,000		3,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

**TY 2011 Investments Corporate
Bonds Schedule**

Name: Charles W & Patricia S Bidwill
Charitable Foundation
EIN: 36-4479735

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BRANCH BANKING & TRUST	30,000	30,154
CITY BANK SALT LAKE CITY		
ABBOTT LABS	10,845	11,942
AMERICAN EXPRESS	5,081	5,229
BERKSHIRE HATHAWAY	5,271	5,539
BP CAP MARKETS	3,116	3,203
CISCO SYSTEMS	10,901	11,637
COCA COLA	5,375	6,003
COMCAST	5,195	5,388
COSTCO	5,716	5,972
DEVON	5,431	6,116
WALT DISNEY	5,039	5,045
EI DU PONT	10,081	10,434
GENERAL ELECTRIC	5,085	5,234
GOLDMAN SACHS	5,167	5,111
HEWLETT PACKARD	5,097	5,275
IBM	10,257	10,341
JP MORGAN CHASE	5,175	5,318
KELLOGG	5,332	5,550
KIMBERLY CLARK	11,112	12,232
KRAFT FOODS	11,060	11,896
LOWES	5,406	5,604
MARATHON OIL		
MCDONALDS	10,817	11,949
MERRILL LYNCH		
MORGAN STANLEY		
NATIONAL RURAL UTILITIES	5,195	5,395
ORACLE	10,347	10,561
PEPSICO	5,148	5,231
SYSCO	10,586	11,719
TARGET	5,035	5,042
UNITED PARCEL SERVICE	5,389	5,992
US BANCORP	5,155	5,353
VALERO	5,052	5,081
WALMART	5,160	5,277
WALGREEN	10,381	10,669
WELLS FARGO	5,076	5,168
WESTERN UNION	11,174	11,268
DANAHER CORP	10,857	11,040
MICROSOFT CORP	4,685	5,316

**TY 2011 Investments Corporate
Stock Schedule**

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERWYN FDS MF	35,189	37,251
COLUMBIA ACORN TR MF	94,237	84,538
DREYFUS BOSTON CO SMALL CAP	0	
EURO PAC GROWTH FD MF	196,630	160,441
GREENSPRING FD INC MF	38,852	37,920
LORD ABBETT INV TR MF	0	
MERGER FUND SBI MF	36,546	36,616
NEW CENTURY PORTFOLIOS AST	0	
ISHARES BARCLAYS 7-10 YR TREAS	6,675	7,284
ISHARES BARCLAYS TREASURY INFL	28,935	31,740
ISHARES IBOXX	9,349	9,556
ISHARES GERMANY INDEX		
ISHARES HK CHINA		
POWERSHARES QQQ TR UNIT	7,469	7,314
SPDR INTL GOLD TR GOLD	11,361	16,719
VANGUARD BD INDEX	29,923	31,411
VANGUARD INDEX FDS	27,081	31,507
VANGUARD INTL EQUITY INDEX	10,120	7,871
FIRST TR BICK INDEX		
PIMCO ETF TR 15+ US TIPS INDEX	6,496	7,504
PIMCO ETF TR ENHANCED SHORT MA	7,286	7,210
POWERSHARES DB COMMODITY INDEX	9,347	10,575
SPDR INDEX SHS FDS S&P EMERGIN		
SPDR SER TR S&P DIVID ETF (SDY		
VANGUARD SPECIALIZED PORTFOLIO	15,979	18,472
WISDOM TREE INDIA EARNINGS		
WISDOM TREE INDIA EMERGING MAR		
BBH CORE SELECT FUND CL N	143,918	169,108
BLACKROCK GLOBAL ALLOCATION FD	34,642	36,546
WILLIAM BLAIR SMALL CAP FD CLA	60,020	61,410

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FPA CRESCENT INSTL	34,631	37,461
IVA WORLD WIDE FUND CL I	34,248	36,221
IVY ASSET STRATEGY FUND CL I	34,243	35,641
JAMES BALANCED: GOLDEN RAINBOW	32,143	36,962
PIMCO TOTAL RETURN INSTL	91,584	91,400
PERMANENT PORTFOLIO	29,372	35,899
PIMCO ALL ASSET ALL AUTH-INSTI	38,225	36,734
WASATCH 1ST SOURCE INCOME EQ	159,977	168,006
WELLS FARGO VALUE INTRINSIC CL	194,950	167,214
WELLS FARGO GROWTH FUND INSTIT	124,124	169,320
DIAMOND HILL	72,696	70,564
DOUBLE LINE TOTAL	40,877	40,030
J.P. MORGAN MORTGAGE BACKED	40,329	40,274
LORD ABBETT VALUE OPP	60,620	70,758
ISHARES U.S. CONSUMER	24,458	24,565
SPDR CONSUMER STAPLES	24,206	25,017
SPDR TECHNOLOGY	24,424	24,228
SPDR UTILITIES	24,673	25,150
CURRENCYSHARES JAPANESE YEN	9,373	9,339
ISHARES GOLD TRUST	7,010	6,640
ISHARES MSCI HONG KONG INDEX	9,602	10,442
VANGAURD TAX MANAGED INTL FDS	10,132	8,086
WISDOM TREE ASIA	7,210	7,213
VANGAURD INDEX FDS REIT ETF	14,815	16,646

TY 2011 Investments - Other Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROUNDTABLE AURORA,L.P. EST FV	AT COST	31,075	31,075

TY 2011 Land, Etc. Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

TY 2011 Other Expenses Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	565	226		339
MEMBERSHIP DUES	695	278		417

TY 2011 Other Professional Fees Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	16,184	16,184		

TY 2011 Taxes Schedule

Name: Charles W & Patricia S Bidwill

Charitable Foundation

EIN: 36-4479735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX- NET INVESTMEN INC				