Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning OCT 1, 2011 , and ending SEP 30, 2012

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

A Employer identification number: 58-0691476

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

B Telephone number: 706-576-6625

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,603,509.

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

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

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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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	95,659.	95,659.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	746,847.			
	b Gross sales price for all assets on line 6a 3,475,940.				
	7 Capital gain net income (from Part IV, line 2)		746,847.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	842,506.	842,506.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,662.	0.		6,662.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	16,205.	12,964.		3,241.
	c Other professional fees STMT 3	50,083.	50,083.		0.
	17 Interest				
	18 Taxes STMT 4	16,098.	0.		510.
	19 Depreciation and depletion				
	20 Occupancy	3,000.	0.		3,000.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	220.	46.		174.
	24 **Total operating and administrative expenses** Add lines 13 through 23	92,268.	63,093.		13,587.
	25 Contributions, gifts, grants paid	293,040.			293,040.
	26 **Total expenses and disbursements** Add lines 24 and 25	385,308.	63,093.		306,627.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	457,198.			
	b **Net investment income** (if negative, enter -0-)		779,413.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	233,854.	186,699.	186,699.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	4,549,899.	5,047,608.	6,376,366.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	0.	40,444.	40,444.
	16 Total assets (to be completed by all filers)	4,783,753.	5,274,751.	6,603,509.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	4,721.	38,521.	
	23 Total liabilities (add lines 17 through 22)	4,721.	38,521.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	4,779,032.	5,236,230.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	4,779,032.	5,236,230.	
	31 Total liabilities and net assets/fund balances	4,783,753.	5,274,751.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,779,032.
2	Enter amount from Part I, line 27a	2	457,198.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,236,230.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,236,230.

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.)
1a	SEE ATTACHED STATEMENT A	P	VARIOUS	10/07/11
b	SEE ATTACHED STATEMENT B	P	VARIOUS	10/03/11
c	SEE ATTACHED STATEMENT C	P	VARIOUS	12/06/11
d	SEE ATTACHED STATEMENT D	P	VARIOUS	11/04/11
e	SEE ATTACHED STATEMENT E	P	VARIOUS	06/14/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,044,100.		722,664.	321,436.
b	1,401,031.		1,296,443.	104,588.
c	544,736.		385,992.	158,744.
d	480,747.		317,825.	162,922.
e	5,326.		6,169.	<843.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				321,436.
b				104,588.
c				158,744.
d				162,922.
e				<843.>

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 | 746,847.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 | 3 | N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2010	268,812.	6,219,640.	.043220
2009	238,417.	5,426,040.	.043939
2008	335,460.	4,787,599.	.070069
2007	521,841.	7,066,210.	.073850
2006	297,878.	7,378,599.	.040371

2	**Total** of line 1, column (d)	2	.271449
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	.054290
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,284,019.
5	Multiply line 4 by line 3	5	341,159.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,794.
7	Add lines 5 and 6	7	348,953.
8	Enter qualifying distributions from Part XII, line 4	8	306,627.

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

Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	15,588.
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	15,588.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	15,588.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 5,560.		
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	5,560.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	10,028.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RICHARD B. ILLGES Telephone no. ▶ 706-327-2128
Located at ▶ 6001 RIVER ROAD, SUITE 600, COLUMBUS, GA ZIP+4 ▶ 31904

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No
If "Yes," list the years ▶ ______, ______, ______, ______

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		6,662.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	6,122,151.
b	Average of monthly cash balances	1b	257,564.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,379,715.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,379,715.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,696.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,284,019.
6	**Minimum investment return** Enter 5% of line 5	6	314,201.

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

1	Minimum investment return from Part X, line 6	1	314,201.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 15,588.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15,588.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	298,613.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	298,613.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	298,613.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	306,627.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	306,627.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	306,627.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				298,613.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			293,040.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 306,627.				
a Applied to 2010, but not more than line 2a			293,040.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				13,587.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				285,026.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JOHN P. ILLGES, III, 706-576-6625
P.O. BOX 1673, COLUMBUS, GA 31902

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

NONE

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN HEART ASSOCIATION 7167 MOBLEY WALK DR COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT		5,000.
BOY SCOUTS OF AMERICA CHATTAHOOCHEE COUNCIL 1237 1ST AVE COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT		2,500.
BOYS AND GIRLS CLUB 1700 BUENA VISTA RD COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT		2,000.
CHATTAHOOCHEE HUMANE SOCIETY 3265 FAIRFAX BYPASS RD VALLLEY , AL 36854	NONE	501(C)(3) CHARITABLE ORGANIZAT		3,500.
CHILDREN'S HARBOR 1 OUR CHILDREN'S HWY ALEXANDER CITY, AL 35010	NONE	501(C)(3) CHARITABLE ORGANIZAT		15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	293,040.
b Approved for future payment				
CHILDREN'S HARBOR 1 OUR CHILDREN'S HWY ALEXANDER CITY, AL 35010	NONE	501(C)(3) CHARITABLE ORGANIZAT		35,000.
ST. FRANCIS HOSPITAL FOUNDATION P.O. BOX 7000 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT		98,960.
Total			▶ 3b	133,960.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	95,659.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	746,847.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		842,506.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 842,506.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 1-16-13 Title: TREASURER

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
H. LEV NORMAN, CPA	H. LEV NORMAN, CPA	1/14/13		P00014239

Firm's name ▶ ROBINSON, GRIMES & COMPANY, P.C. Firm's EIN ▶ 58-1374304

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

Form **990-PF** (2011)

123622 12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST COMMUNITY CHURCH 4078 MILGEN RD COLUMBUS, GA 31907	NONE	501(C)(3) CHARITABLE ORGANIZAT	CARVER FOOTBALL MINISTRY	2,500.
COLUMBUS REGIONAL MEDICAL FOUNDATION INC 707 CENTER STREET COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	15,000.
COLUMBUS REGIONAL TENNIS ASSOCIATION P.O. BOX 8236 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT		5,000.
COLUMBUS TECHNICAL COLLEGE FOUNDATION 928 MANCHESTER EXPRESSWAY COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT		5,000.
FEEDING THE VALLEY, INC. 5928 COCO COLA BLVD COLUMBUS, GA 31909	NONE	501(C)(3) CHARITABLE ORGANIZAT		10,000.
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 8361 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT		7,500.
FERST FOUNDATION FOR CHILDHOOD LITERACY, INC. P.O. BOX 4605 COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT		25,000.
GEORGIA METH PROJECT 3625 CUMBERLAND BOULEVARD, SUITE 980 ATLANTA, GA 30339	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	15,000.
HARRIS COUNTY HUMANE SOCIETY P.O. BOX 264 HAMILTON , GA 31811	NONE	501(C)(3) CHARITABLE ORGANIZAT		8,000.
HOUSE OF HEROES 4713 MILGEN RD COLUMBUS, GA 31907	NONE	501(C)(3) CHARITABLE ORGANIZAT		15,000.
Total from continuation sheets				265,040.

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUNIOR LEAGUE OF COLUMBUS, GA INC. 1240 WYNNTON RD COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT		5,000.
NEW HORIZON THEATER INC P.O. BOX 131 WEST POINT, GA 31833	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	15,000.
PASTORAL INSTITUTE 2022 FIFTEENTH AVE COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT		5,000.
PAWS HUMANE, INC. P.O. BOX 8964 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT		35,000.
SPRINGER OPERA HOUSE 103 10TH ST COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT		15,000.
ST. FRANCIS HOSPITAL FOUNDATION P.O. BOX 7000 COLUMBUS, GA 31908	NONE	501(C)(3) CHARITABLE ORGANIZAT		51,040.
VALLEY RESCUE MISSION INC 2903 SECOND AVE COLUMBUS, GA 31904	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	10,000.
VALLEY UNITED FUND P.O. BOX 205 WEST POINT, GA 31833	NONE	501(C)(3) CHARITABLE ORGANIZAT		3,500.
YMCA 24 FOURTEENTH STREET COLUMBUS, GA 31901	NONE	501(C)(3) CHARITABLE ORGANIZAT		2,500.
YOUNG LIFE 1137 LOCKWOOD AVENUE COLUMBUS, GA 31906	NONE	501(C)(3) CHARITABLE ORGANIZAT	GENERAL PURPOSE OF DONEE	15,000.
Total from continuation sheets				

123631 08-03-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & COMPANY INC	95,659.	0.	95,659.
TOTAL TO FM 990-PF, PART I, LN 4	95,659.	0.	95,659.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,205.	12,964.		3,241.
TO FORM 990-PF, PG 1, LN 16B	16,205.	12,964.		3,241.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	50,083.	50,083.		0.
TO FORM 990-PF, PG 1, LN 16C	50,083.	50,083.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	510.	0.		510.
EXCISE TAX	15,588.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,098.	0.		510.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	174.	0.		174.
INVESTMENT EXPENSES	46.	46.		0.
TO FORM 990-PF, PG 1, LN 23	220.	46.		174.

FORM 990-PF — CORPORATE STOCK — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	5,047,608.	6,376,366.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,047,608.	6,376,366.

FORM 990-PF — OTHER LIABILITIES — STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WITHHELD PAYROLL TAXES	306.	306.
EXCISE TAX ON INVESTMENT INCOME PAYABLE	4,415.	10,028.
DUE TO BROKER	0.	28,187.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,721.	38,521.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

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

Schedule D Attachment A

ILLGES FOUNDATION		TOTAL:	722,664.45		1,043,956.19	321,291.74
WEDGEWOOD - LONG TERM				NET MISC Settlements		143 62
LIST OF STOCKS AT COST						321,435.36 ✓
AS OF 09/30/2012						

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
HOLOGIC INC	1,100	04/24/09	15,582.22	10/7/2011	16,589.73	1,007.51
						0.00
ABBOTT LABORATORIES	200	07/21/10	9,719.06	11/15/2011	10,919.14	1,200.08
UNITEDHEALTH GROUP	375	12/14/2009	10,280.16	11/16/2011	16,975.06	6,694.90
						0.00
AMAZON COM	15	9/3/2010	2,075.42	11/30/2011	2,841.66	766.24
AMAZON COM	45	11/22/2010	7,642.26	11/30/2011	8,524.99	882.73
GILEAD SCIENCES	500	10/15/2010	18,668.45	11/30/2011	19,861.17	1,192.72
CATERPILLAR INC	60	11/23/2009	3,529.13	12/9/2011	5,637.41	2,108.28
CATERPILLAR INC	90	8/18/2010	6,259.66	12/9/2011	8,456.12	2,196.46
						0.00
ORACLE CORP	350	6/4/2008	8,014.11	1/9/2012	9,373.90	1,359.79
ORACLE CORP	150	12/3/2010	4,313.80	1/9/2012	4,017.39	(296.41)
YUM BRANDS	250	8/5/2010	10,600.98	1/9/2012	14,894.74	4,293.76
MEAD JOHNSON NUTRITION	225	10/8/2010	12,746.94	1/10/2019	16,022.89	3,275.95
ORACLE CORP	100	4/14/2008	933.74	1/19/2012	2,869.10	1,935.36
ORACLE CORP	850	6/4/2008	19,462.84	1/19/2012	24,387.38	4,924 54
US BANCORP DEL NEW	500	12/10/2010	12,864.47	1/19/2012	14,251.78	1,387.31
						0.00
TERADYNE INC	500	12/3/2010	6,317.33	2/1/2012	8,276.89	1,959.56
						0.00
ABBOTT LABORATORIES	20	7/21/2010	971.91	3/1/2012	1,147.06	175.15
ABBOTT LABORATORIES	130	7/21/2010	6,317.38	3/1/2012	7,455.89	1,138.51
AMAZON COM	85	9/3/2010	11,760.73	3/1/2012	15,300.00	3,539.27
ANALOG DEVICES	550	3/24/2010	16,246.31	3/1/2012	21,521.32	5,275.01
CARDINAL HEALTH	500	10/29/2010	17,413.45	3/1/2012	20,825.10	3,411.65
COCA COLA COMPANY	15	4/14/2008	18.27	3/1/2012	1,043.97	1,025.70
COCA COLA COMPANY	100	4/14/2008	121.79	3/1/2012	6,959.66	6,837.87
COCA COLA COMPANY	4160	4/14/2008	154,352.91	3/1/2012	289,526.24	135,173.33
CONTINENTAL RESOURCES	140	2/18/2011	8,919.78	3/1/2012	12,838.57	3,918.79
DANAHER CORP DEL	70	10/14/2008	2,182.44	3/1/2012	3,705.08	1,522.64
DANAHER CORP DEL	70	10/14/2008	2,182.45	3/1/2012	3,705.08	1,522.63
DANAHER CORP DEL	100	10/14/2008	3,117.78	3/1/2012	5,292.90	2,175.12
DANAHER CORP DEL	100	10/14/2008	3,117.78	3/1/2012	5,292.90	2,175.12
DANAHER CORP DEL	300	10/14/2008	9,353.33	3/1/2012	15,878.92	6,525.59
DEERE & CO	20	11/23/2009	1,043.70	3/1/2012	1,664.60	620.90
DEERE & CO	50	2/12/2010	2,635.65	3/1/2012	4,161.51	1,525.86
DEERE & CO	75	8/18/2010	4,985.15	3/1/2012	6,242.26	1,257.11
DU PONT E I DE NEMOUR	350	8/5/2010	14,873.91	3/1/2012	17,996.37	3,122.46
DU PONT E I DE NEMOUR	165	9/3/2010	7,006.27	3/1/2012	8,484.00	1,477.73
FORD MOTOR CO	1000	12/21/2010	17,008.14	3/1/2012	12,697.06	(4,311.08)
FORD MOTOR CO	900	2/11/2011	14,777.05	3/1/2012	11,427.36	(3,349.69)
HALLIBURTON CO HLDG	170	3/20/2009	2,886.84	3/1/2012	6,215.35	3,328.51
HALLIBURTON CO HLDG	300	3/20/2009	5,094.43	3/1/2012	10,968.28	5,873.85
HOME DEPOT	340	2/6/2009	8,098.47	3/1/2012	16,137.50	8,039.03
HONEYWELL INTERNATIONAL	350	4/14/2008	15,213.29	3/1/2012	21,041.00	5,827.71
HONEYWELL INTERNATIONAL	100	8/18/2010	4,194.85	3/1/2012	6,011.72	1,816.87
INTL BUSINESS MACHINES	120	8/18/2010	15,381.22	3/1/2012	23,743.26	8,362.04
INTL BUSINESS MACHINES	120	8/18/2010	15,381.22	3/1/2012	23,743.25	8,362.03
MEAD JOHNSON NUTRITION	55	10/8/2010	3,115.92	3/1/2012	4,287.50	1,171.58
MEAD JOHNSON NUTRITION	70	10/8/2010	3,965.72	3/1/2012	5,456 82	1,491.10
MICROSOFT CORP	480	4/14/2008	12,904.70	3/1/2012	15,483.85	2,579.15

ILLGES FOUNDATION		TOTAL:	722,664.45		1,043,956.19	321,291.74
WEDGEWOOD - LONG TERM				NET MISC Settlements		143.62
LIST OF STOCKS AT COST						321,435.36
AS OF 09/30/2012						

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
MICROSOFT CORP	250	8/18/2010	6,146.33	3/1/2012	8,064 50	1,918 17
MOTOROLA SOLUTIONS	314.2857	8/2/2010	9,762.61	3/1/2012	15,742.46	5,979.85
MOTOROLA SOLUTIONS	142.7142	11/22/2010	4,625.68	3/1/2012	7,148.51	2,522.83
OCCIDENTAL PETE CORP	290	1/21/2011	28,405.29	3/1/2012	30,389 97	1,984.68
OCCIDENTAL PETE CORP	40	2/15/2011	4,127.32	3/1/2012	4,191.72	64.40
PHILIP MORRIS INTL	120	10/10/2008	4,528.13	3/1/2012	10,098.92	5,570.79
PHILIP MORRIS INTL	280	10/10/2008	10,565.62	3/1/2012	23,564.16	12,998.54
PHILIP MORRIS INTL	80	2/15/2011	4,800.79	3/1/2012	6,732.62	1,931.83
TERADYNE INC	1100	12/3/2010	13,898.13	3/1/2012	18,043.93	4,145.80
U S BANCORP	400	12/10/2010	10,291.58	3/1/2012	11,884.60	1,593.02
UNITED TECHNOLOGIES	100	4/21/2010	7,558.37	3/1/2012	8,406.85	848.48
UNITED TECHNOLOGIES	100	4/21/2010	7,558.38	3/1/2012	8,406.84	848.46
UNITED TECHNOLOGIES	25	5/11/2010	1,843.50	3/1/2012	2,101.71	258.21
UNITED TECHNOLOGIES	200	5/11/2010	14,748.04	3/1/2012	16,813.69	2,065.65
YUM BRANDS	350	8/5/2010	14,841.37	3/1/2012	23,189.33	8,347.96
APPLE INC	14	4/18/2008	2,257.53	3/15/2012	8,165.56	5,908.03
						0.00

CHANGE FROM GLOBALT TO WEDGEWOOD PARTNERS

AMERICAN EXPRESS COMPANY	25	04/05/10	1,060.66	8/16/2012	1,433.74	373.08
AMERICAN EXPRESS COMPANY	185	09/03/10	7,713.89	8/16/2012	10,609.70	2,895.81
AMERICAN EXPRESS COMPANY	310	05/02/11	14,786.03	8/16/2012	17,778.42	2,992.39
GOOGLE	31	01/20/11	19,491.79	8/23/2012	21,035.23	1,543.44
						0.00
TOTAL			**722,664.45**		**1,043,956.19**	**321,291.74**

£0= 1044099.81

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ILLGES FOUNDATION
WEDGEWOOD - SHORT TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
		TOTAL:	1,296,443.10		1,401,031.26	104,588.16✓
GOODRICH CORP	60	04/21/11	5,279.91	10/3/2011	7,201.74	1,921.83
GOODRICH CORP	90	06/02/11	7,705.57	10/3/2011	10,802.61	3,097.04
						0.00
FAMILY DOLLAR STORES	300	09/20/11	16,102.46	11/15/2011	17,301.92	1,199.46
DELL INC	1,150	04/27/11	18,038.65	11/16/2011	17,517.01	(521.64)
DELL INC	40	06/02/11	634.12	11/16/2011	609.29	(24.83)
UNITEDHEALTH GROUP	250	08/31/11	11,995.95	11/16/2011	11,316.70	(679.25)
						0.00
INTUITIVE SURGICAL NEW	60	02/11/11	20,784.55	12/9/2011	26,056.93	5,272.38
INTUITIVE SURGICAL NEW	30	02/18/11	10,253.65	12/9/2011	13,028.47	2,774.82
UNION PACIFIC	250	12/21/2010	23,050.95	12/9/2011	25,038.07	1,987.12
						0.00
CONTINENTAL RESOURCES	100	2/18/2011	6,371.27	1/11/2012	7,450.35	1,079.08
CONTINENTAL RESOURCES	150	3/4/2011	10,227.85	1/11/2012	11,175.52	947.67
						0.00
EXPEDIA INC	200	7/20/2011	5,946.84	2/1/2012	6,591.32	644.48
QUALCOMM	190	6/2/2011	11,032.20	2/1/2012	11,326.61	294.41
TRIPADVISOR	210	7/20/2011	6,460.16	2/1/2012	7,360.02	899.86
EXPEDIA INC	110	7/20/2011	3,270.76	2/3/2012	3,756.39	485.63
TRIP ADVISOR	120	7/20/2011	3,691.52	2/3/2012	4,263.33	571.81
						0.00
ABBOTT LABORATORIES	170	9/30/2011	8,855.41	3/1/2012	9,750.01	894.60
AGILENT TECHNOLOGIES	100	5/18/2011	5,163.79	3/1/2012	4,416.74	(747.05)
AGILENT TECHNOLOGIES	350	5/18/2011	18,073.26	3/1/2012	15,458.95	(2,614.31)
AGILENT TECHNOLOGIES	100	8/8/2011	3,356.38	3/1/2012	4,416.74	1,060.36
AGILENT TECHNOLOGIES	150	8/8/2011	5,034.57	3/1/2012	6,625.26	1,590.69
AMAZON COM	30	6/8/2011	5,616.55	3/1/2012	5,400.00	(216.55)
ANALOG DEVICES	220	6/29/2011	8,489.51	3/1/2012	8,608.53	119.02
BORG WARNER	250	7/20/2011	18,843.58	3/1/2012	21,016.17	2,172.59
CAMERON INTL	200	11/9/2011	9,964.39	3/1/2012	11,283.25	1,318.86
CARDINAL HEALTH	250	8/4/2011	10,083.45	3/1/2012	10,412.55	329.10
CARDINAL HEALTH	60	8/31/2011	2,564.52	3/1/2012	2,499.01	(65.51)
CBRE GROUP	100	1/19/2012	1,735.59	3/1/2012	1,876.28	140.69
CBRE GROUP	1200	1/19/2012	20,827.06	3/1/2012	22,517.73	1,690.67
CISCO SYSTEMS	1400	1/19/2012	27,713.55	3/1/2012	27,755.35	41.80
COMCAST CORP	730	9/20/2011	16,600.39	3/1/2012	21,468.72	4,868.33
CONTINENTAL RESOURCES	100	11/3/2011	6,356.65	3/1/2012	9,170.40	2,813.75
DANAHER CORP DEL	130	1/3/2011	6,381.29	3/1/2012	6,880.87	499.58
DANAHER CORP DEL	100	1/10/2012	4,961.86	3/1/2012	5,292.98	331.12
DEERE & CO	150	8/22/2011	10,515.55	3/1/2012	12,484.53	1,968.98
DR PEPPER SNAPPLE GROUP	440	9/20/2011	16,807.27	3/1/2012	16,784.82	(22.45)
DR PEPPER SNAPPLE GROUP	200	9/27/2011	7,450.71	3/1/2012	7,629.47	178.76
DU PONT E I DE NEMOUR	180	8/18/2011	7,977.19	3/1/2012	9,255.28	1,278.09
EBAY INC	450	7/20/2011	14,980.00	3/1/2012	16,367.37	1,387.37
EBAY INC	52	7/21/2011	1,754.27	3/1/2012	1,891.24	136.97
EBAY INC	448	7/21/2011	15,113.68	3/1/2012	16,294.62	1,180.94
EQT CORP	100	11/30/2011	6,095.46	3/1/2012	5,386.41	(709.05)
EQT CORP	100	11/30/2011	6,095.46	3/1/2012	5,386.44	(709.02)
EQT CORP	150	11/30/2011	9,143.18	3/1/2012	8,079.67	(1,063.51)
EXPEDIA INC	165	7/20/2011	4,906.14	3/1/2012	5,614.86	708.72
EXPEDIA INC	115	8/4/2011	3,269.03	3/1/2012	3,913.38	644.35
FAMILY DOLLAR STORES	10	9/20/2011	536.75	3/1/2012	545.52	8.77

ILLGES FOUNDATION
WEDGEWOOD - SHORT TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

TOTAL: 1,296,443.10 1,401,031.26 104,588.16

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
FAMILY DOLLAR STORES	90	9/22/2011	4,661.18	3/1/2012	4,909.65	248.47
FAMILY DOLLAR STORES	140	9/22/2011	7,250.73	3/1/2012	7,637.52	386.79
HALLIBURTON CO HLDG	150	6/29/2011	7,555.15	3/1/2012	5,484.14	(2,071.01)
HALLIBURTON CO HLDG	60	7/20/2011	3,298.22	3/1/2012	2,193.66	(1,104.56)
HALLIBURTON CO HLDG	180	11/16/2011	7,069.99	3/1/2012	6,580.97	(489.02)
HOME DEPOT INC	360	10/20/2011	12,857.35	3/1/2012	17,086.76	4,229.41
HOME DEPOT INC	230	10/26/2011	8,364.55	3/1/2012	10,916.54	2,551.99
HOME DEPOT INC	200	11/16/2011	7,680.55	3/1/2012	9,492.64	1,812.09
HONEYWELL INTERNATIONAL	200	1/10/2012	11,390.55	3/1/2012	12,023.43	632.88
INTERNATIONAL PAPER	200	9/21/2011	5,417.56	3/1/2012	7,033.71	1,616.15
INTERNATIONAL PAPER	260	9/21/2011	7,042.82	3/1/2012	9,143.84	2,101.02
INTERNATIONAL PAPER	300	9/21/2011	8,126.33	3/1/2012	10,550.58	2,424.25
INTL BUSINESS MACHINES	80	9/27/2011	14,214.39	3/1/2012	15,828.84	1,614.45
INTUIT INC	360	6/29/2011	18,623.11	3/1/2012	20,864.19	2,241.08
JOY GLOBAL	290	11/3/2011	26,029.49	3/1/2012	25,395.75	(633.74)
KRAFT FOODS	790	8/4/2011	26,667.50	3/1/2012	30,086.10	3,418.60
KRAFT FOODS	200	8/18/2011	6,754.55	3/1/2012	7,616.73	862.18
KRAFT FOODS	180	2/1/2012	6,945.79	3/1/2012	6,855.06	(90.73)
LAS VEGAS SANDS	450	6/29/2011	18,841.41	3/1/2012	25,585.19	6,743.78
LAS VEGAS SANDS	190	7/8/2011	8,695.56	3/1/2012	10,802.64	2,107.08
LILLY ELI & CO	900	2/1/2012	35,836.15	3/1/2012	35,452.21	(383.94)
MC DONALDS	270	9/30/2011	24,254.41	3/1/2012	26,850.71	2,596.30
MEAD JOHNSON NUTRITION	30	3/4/2011	1,773.21	3/1/2012	2,338.63	565.42
MEAD JOHNSON NUTRITION	100	3/4/2011	5,910.72	3/1/2012	7,795.95	1,885.23
MICROSOFT CORP	494	7/20/2011	13,379.69	3/1/2012	15,934.96	2,555.27
MICROSOFT CORP	906	7/20/2011	24,538.46	3/1/2012	29,225.76	4,687.30
MICROSOFT CORP	500	9/14/2011	13,252.95	3/1/2012	16,128.51	2,875.56
MOSAIC CO NEW	310	8/25/2011	20,985.72	3/1/2012	17,971.54	(3,014.18)
MOSAIC CO NEW	180	9/14/2011	12,818.83	3/1/2012	10,435.08	(2,383.75)
MOTOROLA SOLUTIONS	60	3/4/2011	2,407.95	3/1/2012	3,005.39	597.44
MOTOROLA SOLUTIONS	340	8/4/2011	14,046.87	3/1/2012	17,030.48	2,983.61
PFIZER INC	190	12/6/2011	3,868.25	3/1/2012	4,091.90	223.65
PFIZER INC	610	12/6/2011	12,419.10	3/1/2012	13,135.94	716.84
PFIZER INC	500	12/9/2011	10,263.95	3/1/2012	10,767.16	503.21
PFIZER INC	390	2/1/2012	8,334.67	3/1/2012	8,398.38	63.71
PHILIP MORRIS INTL	220	8/23/2011	15,434.91	3/1/2012	18,514.69	3,079.78
ROCKWELL AUTOMATION	170	3/4/2011	14,908.35	3/1/2012	13,827.78	(1,080.57)
SANDISK CORP	70	12/2/2011	3,542.25	3/1/2012	3,531.00	(11.25)
SANDISK CORP	280	12/2/2011	14,169.00	3/1/2012	14,124.55	(44.45)
SANDISK CORP	200	1/10/2012	10,206.95	3/1/2012	10,088.96	(117.99)
SARA LEE CORP	970	9/20/2011	16,962.61	3/1/2012	19,809.73	2,847.12
TERADATA CORP	290	9/27/2011	16,588.83	3/1/2012	19,469.24	2,880.41
TERADATA CORP	170	11/15/2011	9,696.57	3/1/2012	11,413.01	1,716.44
TRIPADVISOR	145	7/20/2011	4,460.58	3/1/2012	4,641.45	180.87
TRIPADVISOR	115	8/4/2011	3,382.09	3/1/2012	3,681.15	299.06
U S BANCORP DEL NEW	8	11/16/2011	207.89	3/1/2012	237.70	29.81
U S BANCORP DEL NEW	92	11/16/2011	2,390.70	3/1/2012	2,733.46	342.76
U S BANCORP DEL NEW	100	11/16/2011	2,598.59	3/1/2012	2,971.16	372.57
U S BANCORP DEL NEW	300	11/16/2011	7,795.77	3/1/2012	8,913.46	1,117.69

0.00

ILLGES FOUNDATION		TOTAL:	1,296,443.10		1,401,031.26	104,588.16
WEDGEWOOD - SHORT TERM						
LIST OF STOCKS AT COST						
AS OF 09/30/2012						
STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
CHANGE FROM GLOBALT TO WEDGEWOOD PARTNERS						
						0.00
INTUITIVE SURGICAL NEW	103	03/01/12	53,581.65	03/30/12	55,600.33	2,018.68
VISA INC	185	03/01/12	21,666.32	04/19/12	22,578.87	912.55
						0.00
TEVA PHARM INDS	2360	03/01/12	106,824.20	05/09/12	99,375.74	(7,448.46)
PERRIGO CO	215	03/01/12	23,005.48	06/07/12	22,669.00	(336.48)
						0.00
VERISK ANALYTICS INC	745	03/01/12	32,123.29	07/05/12	37,480.77	5,357.48
						0.00
GILEAD SCIENCES INC	470	03/01/12	21,834.71	08/01/12	25,301.44	3,466.73
AMERICAN EXPRESS COMPANY	10	03/01/12	534.62	08/16/12	573.50	38.88
						0.00
NATIONAL OILWELL VARCO	350	03/01/12	29,415.82	9/7/2012	28,612.05	(803.77)
GILEAD SCIENCES INC	375	03/01/12	17,421.31	09/18/12	24,952.25	7,530.94
						0.00
TOTAL			**1,296,443.10**		**1,401,031.26**	**104,588.16**
						0.00

C

ILLGES FOUNDATION		TOTAL:	385,992.19		544,736.37	158,744.18
CRAWFORD - LONG TERM				Net MISC Settlements		0
LIST OF STOCKS AT COST						158,744.18 √
AS OF 09/30/2012						

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
GENUINE PARTS CO	300	11/06/07	14,679.36	12/6/2011	18,078.90	3,399.54
GRAINGER W W INC	90	08/31/05	5,686.33	12/6/2011	16,815.33	11,129.00
INTL BUSINESS MACHINES	40	10/6/2005	3,187.60	12/6/2011	7,721.14	4,533.54
INTL BUSINESS MACHINES	100	10/06/05	7,969.00	12/6/2011	19,302.34	11,333.34
						0.00
INTL BUSINESS MACHINES	360	10/6/2005	28,688.40	1/18/2012	65,110.85	36,422.45
						0.00
CULLEN FROST BANKERS	600	4/7/2009	28,100.05	3/30/2012	35,011.66	6,911.61
CULLEN FROST BANKERS	450	10/19/2010	23,935.90	3/30/2012	26,258.75	2,322.85
ILLINOIS TOOL WORKS	1,175	6/9/2009	43,708.96	4/10/2012	64,478.08	20,769.12
						0.00
WOLVERINE WORLD WIDE	2,000	12/13/2005	44,749.51	4/30/2012	82,266.81	37,517.30
						0.00
BROWN & BROWN INC	400	05/07/10	7,651.70	6/13/2012	10,495.61	2,843.91
GENUINE PARTS CO	150	11/06/07	7,339.68	6/13/2012	9,125.25	1,785.57
						0.00
INTEL CORP	2,175	10/27/09	42,976.29	7/19/2012	56,246.60	13,270.31
BROWN & BROWN INC	2,240	05/07/10	42,849.53	7/26/2012	56,870.10	14,020.57
						0.00
BROWN & BROWN INC	110	05/07/10	2,104.22	7/27/2012	2,793.32	689.10
						0.00
CARDINAL HEALTH	1,260	08/17/11	53,021.06	9/13/2012	47,644.19	(5,376.87)
BAKER HUGHES INC	565	03/18/10	29,344.60	9/24/2012	26,517.44	(2,827.16)
						0.00
TOTAL			**385,992.19**		**544,736.37**	**158,744.18**

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ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			317,825.06		480,747.25	162,922.19
VARIAN MEDICAL SYSTEMS	2	11/10/05	94.83	11/4/11	113.18	18.35
VARIAN MEDICAL SYSTEMS	96	11/10/05	4,576.32	11/4/11	5,432.40	856.08
						0.00
VARIAN MEDICAL SYSTEMS	45	11/11/05	2,145.15	12/12/11	2,878.12	732.97
VARIAN MEDICAL SYSTEMS	36	11/11/05	1,779.70	12/12/11	2,302.50	522.80
VARIAN MEDICAL SYSTEMS	28	11/11/05	1,384.21	12/14/11	1,769.02	384.81
GOOGLE INC	5	04/20/05	994.47	12/20/11	3,138.79	2,144.32
GOOGLE INC	5	04/20/05	994.47	12/22/11	3,146.14	2,151.67
						0.00
INTUITIVE SURGICAL NEW	7	10/20/08	1,340.33	1/10/12	3,135.39	1,795.06
INTUITIVE SURGICAL NEW	6	11/10/08	1,062.35	1/10/12	2,687.48	1,625.13
VARIAN MEDICAL SYSTEMS	9	11/15/05	444.93	1/10/12	619.77	174.84
VARIAN MEDICAL SYSTEMS	57	11/16/05	2,802.39	1/10/12	3,925.19	1,122.80
						0.00
CH ROBINSON WORKWIDE	99	01/08/07	4,267.78	2/1/12	6,338.49	2,070.71
CH ROBINSON WORKWIDE	62	02/27/07	3,281.03	2/1/12	3,969.56	688.53
ROCKWELL AUTOMATION	53	07/10/09	1,630.16	2/1/12	4,251.05	2,620.89
ROCKWELL AUTOMATION	80	9/24/2009	3,456.75	2/1/12	6,416.68	2,959.93
ROCKWELL AUTOMATION	147	9/24/2009	6,351.79	2/1/12	11,790.65	5,438.86
INTUITIVE SURGICAL NEW	14	11/10/2008	2,478.83	2/13/12	6,976.92	4,498.09
VARIAN MEDICAL SYSTEMS	73	11/16/2005	3,589.03	2/14/12	4,787.59	1,198.56
VARIAN MEDICAL SYSTEMS	12	11/17/2005	596.45	2/14/12	787.00	190.55
						0.00
CERNER CORP	91	2/8/2007	2,277.64	3/9/12	6,936.95	4,659.31
GOOGLE INC	8	4/20/2005	1,591.15	3/9/12	4,855.04	3,263.89
INTUITIVE SURGICAL NEW	3	11/10/2008	531.18	3/9/12	1,566.39	1,035.21
INTUITIVE SURGICAL NEW	2	1/23/2009	185.63	3/9/12	1,044.26	858.63
VARIAN MEDICAL SYSTEMS	36	11/17/2005	1,789.33	3/9/12	2,424.29	634.96
ROCKWELL AUTOMATION	36	9/24/2009	1,555.54	3/15/12	3,017.88	1,462.34
CERNER CORP	26	2/8/2007	650.75	3/16/12	1,995.62	1,344.87
CERNER CORP	14	2/29/2008	304.71	3/16/12	1,074.57	769.86
CERNER CORP	60	2/29/2008	1,305.90	3/19/12	4,572.57	3,266.67
						0.00
APPLE	10	2/13/2008	1,289.00	4/10/12	6,411.01	5,122.01
ROCKWELL AUTOMATION INC	41	9/24/2009	1,771.59	4/17/12	3,275.48	1,503.89
ROCKWELL AUTOMATION INC	28	10/22/2009	1,223.87	4/17/12	2,236.91	1,013.04
ROCKWELL AUTOMATION INC	58	11/11/2009	2,550.70	4/17/12	4,633.60	2,082.90
ROCKWELL AUTOMATION INC	47	11/11/2009	2,066.94	4/18/12	3,703.97	1,637.03
						0.00
ROCKWELL AUTOMATION INC	9	11/11/2009	395.80	4/26/12	697.24	301.44
ROCKWELL AUTOMATION INC	100	1/20/2010	4,816.85	4/26/12	7,747.10	2,930.25
ROCKWELL AUTOMATION INC	42	7/28/2010	2,281.15	4/26/12	3,253.78	972.63
CERNER CORP	61	2/29/2008	1,327.67	5/1/12	5,087.49	3,759.82
PRICELINE.COM	2	6/29/2010	369.14	5/1/12	1,497.28	1,128.14
CERNER CORP	18	2/29/2008	391.77	5/2/12	1,477.82	1,086.05
PRICELINE.COM	5	6/29/2010	922.85	5/2/12	3,758.77	2,835.92
ACE LIMITED NEW	16	11/14/2008	849.43	5/10/12	1,207.02	357.59
ALLERGAN	17	12/19/2008	617.14	5/10/12	1,570.48	953.34
AMAZON COM	4	3/13/2007	153.68	5/10/12	900.91	747.23
AMERICAN TOWER CORP	30	2/25/2010	1,286.85	5/10/12	2,019.60	732.75
APPLE INC	4	2/13/2008	515.60	5/10/12	2,278.16	1,762.56
ARM HOLDINGS PLC	35	4/7/2011	1,000.87	5/10/12	845.38	(155.49)

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

TOTAL: 317,825.06 480,747.25 162,922.19

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
BAIDU INC ADR	7	2/11/2011	890.03	5/10/12	857.56	(32.47)
C H ROBINSON WORLDWIDE	17	2/27/2007	899.64	5/10/12	1,020.38	120.74
CERNER CORP	19	2/29/2008	413.53	5/10/12	1,495.82	1,082.29
COGNIZANT TECH	16	6/25/2008	552.26	5/10/12	961.43	409.17
COSTCO WHSL	9	6/23/2008	617.35	5/10/12	746.13	128.78
EXPEDITORS INTL	17	3/29/2006	725.93	5/10/12	651.15	(74.78)
FMC TECHNOOLOGIES	18	6/17/2009	334.86	5/10/12	798.15	463.29
GOOGLE INC	2	4/20/2002	397.79	5/10/12	1,219.32	821.53
INTUITIVE SURGICAL NEW	1	1/23/2009	92.81	5/10/12	546.89	454.08
LIFE TECHNOLOGIES	20	4/3/2009	648.21	5/10/12	871.03	222.82
MEAD JOHNSON NUTRITION	15	10/6/2010	843.80	5/10/12	1,235.87	392.07
OCCIDENTAL PETE CORP	13	3/31/2009	739.21	5/10/12	1,096.94	357.73
OCEANEERING INTL	17	10/22/2008	217.35	5/10/12	832.70	615.35
PRAXAIR INC	11	12/9/2009	899.96	5/10/12	1,222.25	322.29
PRECISION CASTPARTS CORP	8	11/9/2010	1,118.22	5/10/12	1,346.94	228.72
PRICELINE.COM	2	6/29/2010	369.14	5/10/12	1,361.22	992.08
QUALCOMM	33	9/29/2006	1,219.49	5/10/12	2,053.17	833.68
SCHUMBERGER LTD	15	3/27/2006	912.92	5/10/12	1,032.78	119.86
SILVER WHEATON CORP	13	2/2/2011	420.58	5/10/12	335.80	(84.78)
THE CHARLES SCHWAB	160	10/15/2009	2,962.49	5/10/12	2,079.00	(883.49)
VARIAN MEDICAL SYSTEMS	12	11/17/2005	596.45	5/10/12	762.99	166.54
VISA INC	9	4/15/2008	593.73	5/10/12	1,055.46	461.73
GOOGLE INC	1	4/20/2005	198.89	5/22/12	601.03	402.14
GOOGLE INC	11	6/9/2006	4,331.82	5/22/12	6,611.34	2,279.52
VARIAN MEDICAL SYSTEMS	1	11/17/2005	49.70	5/22/12	62.43	12.73
VARIAN MEDICAL SYSTEMS	61	7/6/2006	2,839.60	5/22/12	3,808.48	968.88
VARIAN MEDICAL SYSTEMS	86	7/7/2006	3,957.81	5/22/12	5,369.34	1,411.53
						0.00
ACE LIMITED NEW	22	11/14/08	1,167.97	6/14/12	1,582.10	414.13
ACE LIMITED NEW	24	11/14/08	1,274.15	6/14/12	1,725.93	451.78
ALLERGAN INC	35	12/19/08	1,270.59	6/14/12	3,188.93	1,918.34
AMAZON COM INC	15	03/13/07	576.30	6/14/12	3,180.88	2,604.58
AMERICAN TOWER CORP - REIT	76	02/25/10	3,260.02	6/14/12	5,065.46	1,805.44
APPLE INC	15	02/13/08	1,933.50	6/14/12	8,505.61	6,572.11
ARM HOLDINGS PLC	94	04/12/11	2,688.04	6/14/12	2,137.02	(551.02)
BAIDU INC ADR	16	02/16/11	2,034.35	6/14/12	1,863.33	(171.02)
CH ROBINSON WORLDWIDE INC	83	02/27/07	4,392.35	6/14/12	4,784.96	392.61
CH ROBINSON WORLDWIDE INC	37	04/27/07	2,045.39	6/14/12	2,133.05	87.66
CERNER CORP	52	02/29/08	1,131.78	6/14/12	4,185.80	3,054.02
COGNIZANT TECH SOL CL A	16	06/25/08	552.25	6/14/12	937.17	384.92
COGNIZANT TECH SOL CL A	22	06/25/08	759.35	6/14/12	1,288.61	529.26
COSTCO WHSL CORP NEW	25	06/23/08	1,714.85	6/14/12	2,224.50	509.65
EXPEDITORS INTL OF WASH INC	49	03/29/06	2,092.40	6/14/12	1,914.75	(177.65)
FMC TECHNOLOGIES INC:FTI	55	06/17/09	1,023.19	6/14/12	2,249.85	1,226.66
GOOGLE INC CLASS A	7	06/09/06	2,756.62	6/14/12	3,888.84	1,132.22
INTUITIVE SURGICAL NEW	4	01/23/09	371.26	6/14/12	2,099.56	1,728.30
LIFE TECHNOLOGIES CORP: LIFE	60	04/03/09	1,944.63	6/14/12	2,488.79	544.16
MEAD JOHNSON NUTRITION	41	10/06/10	2,306.39	6/14/12	3,487.45	1,181.06
OCCIDENTAL PETE CORP: OXY	50	03/31/09	2,843.13	6/14/12	4,126.46	1,283.33
OCEANEERING INTL INC: OIL	61	10/22/08	779.89	6/14/12	2,682.31	1,902.42
PRAXAIAR INC	29	12/09/09	2,372.62	6/14/12	3,010.46	637.84
PRECISION CASTPARTS CORP	18	11/09/10	2,516.00	6/14/12	2,975.38	459.38
PRICELINE.COM INC	11	06/29/10	2,030.28	6/14/12	7,073.80	5,043.52

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
TOTAL:			317,825.06		480,747.25	162,922.19
QUALCOMM INC.	105	09/29/06	3,880.21	6/14/12	5,880.58	2,000.37
SALESFORCE.COM INC	33	04/19/07	1,378.28	6/14/12	4,195.82	2,817.54
SCHLUMBERGER LTD	41	03/27/06	2,495.32	6/14/12	2,643.10	147.78
SCHLUMBERGER LTD	8	03/28/06	501.80	6/14/12	515.73	13.93
SILVER WHEATON CORP	84	02/07/11	2,717.57	6/14/12	2,321.16	(396.41)
THE CHARLES SCHWAB CORP	129	10/15/09	2,388.50	6/14/12	1,571.52	(816.98)
VARIAN MEDICAL SYSTEMS INC	12	07/07/06	552.25	6/14/12	715.20	162.95
VARIAN MEDICAL SYSTEMS INC	31	05/07/08	1,451.07	6/14/12	1,847.61	396.54
VARIAN MEDICAL SYSTEMS INC	25	06/03/09	941.20	6/14/12	1,490.00	548.80
VARIAN MEDICAL SYSTEMS INC	40	06/11/09	1,508.95	6/14/12	2,384.01	875.06
VARIAN MEDICAL SYSTEMS INC	6	06/22/09	217.49	6/14/12	357.60	140.11
VISA INC COM CL A	11	04/15/08	725.67	6/14/12	1,270.92	545.25
VISA INC COM CL A	12	04/15/08	791.64	6/14/12	1,386.46	594.82
CERNER CORP	84	02/29/08	1,828.26	6/19/12	7,298.89	5,470.63
VARIAN MEDICAL SYSTEMS INC	96	06/22/09	3,479.78	6/25/12	5,578.76	2,098.98
VARIAN MEDICAL SYSTEMS INC	253	08/13/09	9,346.42	6/25/12	14,702.35	5,355.93
						0.00
FMC TECHNOLOGIES INC:FTI	471	06/17/09	8,762.23	6/29/12	18,502.30	9,740.07
FMC TECHNOLOGIES INC:FTI	172	06/25/09	3,312.12	6/29/12	6,755.71	3,443.59
FMC TECHNOLOGIES INC:FTI	130	07/22/09	2,631.05	6/29/12	5,106.06	2,475.01
FMC TECHNOLOGIES INC:FTI	84	07/28/10	2,540.29	6/29/12	3,299.30	759.01
FMC TECHNOLOGIES INC:FTI	204	08/06/10	6,477.59	6/29/12	8,012.59	1,535.00
FMC TECHNOLOGIES INC:FTI	102	08/12/10	3,160.75	6/29/12	4,006.31	845.56
MEAD JOHNSON NUTRITION	71	10/06/10	3,993.99	7/9/12	5,587.85	1,593.86
CH ROBINSON WORLDWIDE INC	79	04/27/07	4,367.18	7/20/12	4,506.59	139.41
CH ROBINSON WORLDWIDE INC	32	04/27/07	1,768.99	7/24/12	1,786.21	17.22
						0.00
CH ROBINSON WORLDWIDE INC	116	04/27/07	6,412.57	7/27/12	6,199.18	(213.39)
CH ROBINSON WORLDWIDE INC	9	01/07/08	457.92	7/27/12	480.97	23.05
EXPEDITORS INTL OF WASH INC	61	03/29/06	2,604.82	7/27/12	2,208.77	(396.05)
EXPEDITORS INTL OF WASH INC	153	03/30/06	6,596.28	7/27/12	5,540.04	(1,056.24)
OCCIDENTAL PETE CORP: OXY	175	03/31/09	9,950.96	8/10/12	15,816.83	5,865.87
						0.00
CH ROBINSON WORLDWIDE INC	16	01/07/08	814.08	8/30/12	893.75	79.67
EXPEDITORS INTL OF WASH INC	3	03/30/06	129.34	9/4/12	108.41	(20.93)
EXPEDITORS INTL OF WASH INC	60	03/31/06	2,585.28	9/4/12	2,168.23	(417.05)
EXPEDITORS INTL OF WASH INC	69	03/31/06	2,973.07	9/7/12	2,572.28	(400.79)
CH ROBINSON WORLDWIDE INC	60	01/07/08	3,052.79	9/11/12	3,443.80	391.01
CH ROBINSON WORLDWIDE INC	100	01/07/08	5,087.99	9/11/12	5,739.28	651.29
BAIDU INC ADR	87	02/16/11	11,061.80	9/14/12	10,016.80	(1,045.00)
						0.00
CH ROBINSON WORLDWIDE INC	197	1/7/2008	10,023.34	9/28/12	11,564.93	1,541.59
EXPEDITORS INTL OF WASH INC	4	3/31/2006	172.35	9/28/12	145.39	(26.96)
EXPEDITORS INTL OF WASH INC	7	3/31/2006	301.62	9/28/12	254.43	(47.19)
EXPEDITORS INTL OF WASH INC	90	4/3/2006	3,938.09	9/28/12	3,271.28	(666.81)
EXPEDITORS INTL OF WASH INC	4	5/10/2006	215.74	9/28/12	145.39	(70.35)
EXPEDITORS INTL OF WASH INC	6	5/10/2006	323.61	9/28/12	218.08	(105.53)
EXPEDITORS INTL OF WASH INC	71	10/16/2007	3,483.26	9/28/12	2,580.75	(902.51)
EXPEDITORS INTL OF WASH INC	96	10/16/2007	4,709.76	9/28/12	3,489.36	(1,220.40)
EXPEDITORS INTL OF WASH INC	100	10/16/2007	4,906.00	9/28/12	3,634.75	(1,271.25)
EXPEDITORS INTL OF WASH INC	130	1/19/2010	4,486.02	9/28/12	4,725.31	239.29
EXPEDITORS INTL OF WASH INC	37	3/25/2010	1,399.04	9/28/12	1,344.90	(54.14)
EXPEDITORS INTL OF WASH INC	106	7/26/2011	5,257.86	9/28/12	3,852.95	(1,404.91)

ILLGES FOUNDATION
TCW - LONG TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

	TOTAL:		317,825.06		480,747.25	162,922.19
STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
EXPEDITORS INTL OF WASH INC	56	8/3/2011	2,584.39	9/28/12	2,035.51	(548.88)
OCCIDENTAL PETE CORP	37	3/31/2009	2,103.91	9/28/12	3,181.16	1,077.25
TOTAL SALES			**317,825.06**		**480,747.25**	**162,922.19**

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ILLGES FOUNDATION	TOTAL:	6,169.15	5,325.75	(843.40) ✓

ILLGES FOUNDATION
TCW - SHORT TERM
LIST OF STOCKS AT COST
AS OF 09/30/2012

STOCK	# SHARES	DATE OF ACQUISTION	COST	DATE OF SALE	PROCEEDS	GAIN (LOSS)
FASTENAL CO	59	03/14/12	3,113.00	06/14/12	2,270.17	(842.83)
VMWARE INC	35	08/15/11	3,056.15	06/14/12	3,055.58	(0.57)
TOTAL			**6,169.15**		**5,325.75**	**(843.40)**

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2011 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
ABBOTT LABORATORIES	350	$ 17,008
ACE LIMITED NEW	1,817	113,328
AGILENT TECHNOLOGIES	700	31,628
AIR PROD & CHEMICALS	640	58,071
ALLERGAN INC	867	41,018
AMAZON COM INC	481	40,573
AMERICAN EXPRESS COMPANY	520	23,561
AMERICAN TOWER CORP CLASS A	1,764	81,481
ANALOG DEVICES INC	770	24,736
APPLE INC	600	80,153
ARM HOLDINGS PLC	1,750	48,587
AT & T	1,825	42,568
BAIDU INC ADR	372	47,713
BAKER HUGHES INC	565	29,345
BORG WARNER INC	250	18,844
BROWN & BROWN INC	2,750	52,605
CARDINAL HEALTH	2,070	83,082
CATERPILLAR INC	150	9,788
CERNER CORP	1,389	34,129
CH ROBINSON WORLD WIDE NEW	1,296	68,154
CHEVRON CORP	625	22,907
COCA-COLA CO	4,275	154,493
COGNIZANT TECH SOL CL A	914	29,363
COMCAST CORP	730	16,600
CONTINENTAL RESOURCES	390	25,519
COSTCO WHSL CORP NEW	571	39,473
CULLEN FROST BANKERS: CFR	1,050	52,036
DANAHER CORP DE	640	19,954
DEERE & CO	295	19,180
DELL INC	1,190	18,673
DR PEPPER SNAPPLE GROUP	640	24,258
DUPONT E I DE NEMOUR & CO	695	29,857
EBAY INC	950	31,848
EMC CORP-MASS	1,565	28,577
ENERGEN CORP	1,150	51,321
ENSCO PLC	750	41,357
EXPDIA INC.	1,180	35,387

John P. & Dorothy S. Illges Foundation, Inc.
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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
EXPEDITORS INTL OF WASH INC	1,119	49,485
EXXON MOBIL CORP	700	25,293
FAMILY DOLLAR STORES	540	28,551
FMC TECHNOLOGIES INC:FTI	1,236	28,242
FORD MOTOR COMPANY NEW	1,900	31,785
GENERAL DYNAMICS CORP	750	23,314
GENUINE PARTS CO	1,450	70,950
GILEAD SCIENCES INC	500	18,668
GOODRICH CORP	150	12,985
GOOGLE INC CLASS A	233	105,631
GRIEF INC	900	58,498
HALLIBURTON CO HLDG CO	680	18,835
HOLOGIC INC: HOLX	1,100	15,582
HOME DEPOT INC	340	8,098
HONEYWELL INTL INC	450	19,408
ILLINOIS TOOL WORKS INC:ITW	1,175	43,709
INTEL CORP	2,175	42,976
INTERNATIONAL PAPER CO	760	20,587
INTL BUSINESS MACHINES CORP	820	84,822
INTUIT INC	360	18,623
INTUITIVE SURGICAL NEW	205	52,306
JOHNSON & JOHNSON	1,050	53,309
KRAFT FOODS INC	990	33,422
LAS VEGAS SANDS CORP	640	27,537
LIFE TECHNOLOGIES CORP: LIFE	1,358	57,185
LILLY ELI & COMPANY	1,475	50,269
LINEAR TECHNOLOGY CORPORATION	1,925	59,068
MEAD JOHNSON NUTRITION	1,379	80,144
MERCK & CO INC	1,650	49,950
MICROSOFT CORP	2,630	70,222
MOSAIC CO NEW	490	33,805
MOTOROLA SOLUTIONS INC	857	30,843
NATIONAL OILWELL VARCO	280	22,941
OCCIDENTAL PETE CORP	1,144	88,223
OCEANEERING INTL INC: OIL	1,237	23,197
OMNICOM GROUP, INC	1,170	56,766
ORACLE CORP	1,450	32,724

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
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MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
PARTNERRE LTD	725	47,215
PAYCHEX INC	2,050	59,382
PEPSICO INC	950	59,898
PERRIGO CO	200	15,207
PHILIP MORRIS INTL INC	700	35,329
PRAXAIAR INC	674	55,290
PRECISION CASTPARTS CORP	421	59,168
PRICELINE.COM INC	119	25,456
PROCTER & GAMBLE CO	900	56,826
QAULCOMM INC	2,863	124,814
ROCKWELL AUTOMATION INC	811	43,009
ROWE T PRICE GROUP INC	1,050	54,971
SALESFORCE.COM INC	501	22,459
SARA LEE CORP	970	16,963
SCHLUMBERGER LTD	967	65,106
SILVER WHEATON CORP	881	29,677
STRYKER CORP	1,000	62,878
TARGET CORPORATION	1,050	56,472
TERADATA CORP	290	16,589
TERADYNE INC	1,600	20,215
TEVA PHARM INDS LTD	1,240	67,770
THE CHARLES SCHWAB CORP	3,079	51,639
U S BANCORP DEL NEW	900	23,156
UNION PACIFIC CORP	250	23,051
UNITED HEALTH GROUP INC	625	22,276
UNITED PARCEL SERVICE B	860	51,061
UNITED TECHNOLOGIES CORP	425	31,708
VARIAN MEDICAL SYSTEMS INC	1,017	44,143
VISA INC COM CL A	539	38,272
VMWARE INC	409	35,516
WOLVERINE WORLD-WIDE INC	2,000	44,750
WW GRAINGER INC	460	29,063
YUM BRANDS INC	600	25,442
Total marketable securities		$ 4,549,899

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
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AGILENT TECHNOLOGIES	700	31,628
AIR PROD & CHEMICALS	640	58,071
ALLERGAN INC	867	41,018
AMAZON COM INC	481	40,573
AMERICAN EXPRESS COMPANY	520	23,561
AMERICAN TOWER CORP CLASS A	1,764	81,481
ANALOG DEVICES INC	770	24,736
APPLE INC	600	80,153
ARM HOLDINGS PLC	1,750	48,587
AT & T	1,825	42,568
BAIDU INC ADR	372	47,713
BAKER HUGHES INC	565	29,345
BORG WARNER INC	250	18,844
BROWN & BROWN INC	2,750	52,605
CARDINAL HEALTH	2,070	83,082
CATERPILLAR INC	150	9,788
CERNER CORP	1,389	34,129
CH ROBINSON WORLD WIDE NEW	1,296	68,154
CHEVRON CORP	625	22,907
COCA-COLA CO	4,275	154,493
COGNIZANT TECH SOL CL A	914	29,363
COMCAST CORP	730	16,600
CONTINENTAL RESOURCES	390	25,519
COSTCO WHSL CORP NEW	571	39,473
CULLEN FROST BANKERS: CFR	1,050	52,036
DANAHER CORP DE	640	19,954
DEERE & CO	295	19,180
DELL INC	1,190	18,673
DR PEPPER SNAPPLE GROUP	640	24,258
DUPONT E I DE NEMOUR & CO	695	29,857
EBAY INC	950	31,848
EMC CORP-MASS	1,565	28,577
ENERGEN CORP	1,150	51,321
ENSCO PLC	750	41,357
EXPDIA INC.	1,180	35,387

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EXPEDITORS INTL OF WASH INC	1,119	49,485
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FAMILY DOLLAR STORES	540	28,551
FMC TECHNOLOGIES INC:FTI	1,236	28,242
FORD MOTOR COMPANY NEW	1,900	31,785
GENERAL DYNAMICS CORP	750	23,314
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GOODRICH CORP	150	12,985
GOOGLE INC CLASS A	233	105,631
GRIEF INC	900	58,498
HALLIBURTON CO HLDG CO	680	18,835
HOLOGIC INC: HOLX	1,100	15,582
HOME DEPOT INC	340	8,098
HONEYWELL INTL INC	450	19,408
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LILLY ELI & COMPANY	1,475	50,269
LINEAR TECHNOLOGY CORPORATION	1,925	59,068
MEAD JOHNSON NUTRITION	1,379	80,144
MERCK & CO INC	1,650	49,950
MICROSOFT CORP	2,630	70,222
MOSAIC CO NEW	490	33,805
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NATIONAL OILWELL VARCO	280	22,941
OCCIDENTAL PETE CORP	1,144	88,223
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OMNICOM GROUP, INC	1,170	56,766
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John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2010 Form 990-PF
Page 2, Part II, Line 10b, col.a

MARKETABLE EQUITY SECURITIES	NUMBER OF SHARES	COST
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PAYCHEX INC	2,050	59,382
PEPSICO INC	950	59,898
PERRIGO CO	200	15,207
PHILIP MORRIS INTL INC	700	35,329
PRAXAIAR INC	674	55,290
PRECISION CASTPARTS CORP	421	59,168
PRICELINE.COM INC	119	25,456
PROCTER & GAMBLE CO	900	56,826
QAULCOMM INC	2,863	124,814
ROCKWELL AUTOMATION INC	811	43,009
ROWE T PRICE GROUP INC	1,050	54,971
SALESFORCE.COM INC	501	22,459
SARA LEE CORP	970	16,963
SCHLUMBERGER LTD	967	65,106
SILVER WHEATON CORP	881	29,677
STRYKER CORP	1,000	62,878
TARGET CORPORATION	1,050	56,472
TERADATA CORP	290	16,589
TERADYNE INC	1,600	20,215
TEVA PHARM INDS LTD	1,240	67,770
THE CHARLES SCHWAB CORP	3,079	51,639
U S BANCORP DEL NEW	900	23,156
UNION PACIFIC CORP	250	23,051
UNITED HEALTH GROUP INC	625	22,276
UNITED PARCEL SERVICE B	860	51,061
UNITED TECHNOLOGIES CORP	425	31,708
VARIAN MEDICAL SYSTEMS INC	1,017	44,143
VISA INC COM CL A	539	38,272
VMWARE INC	409	35,516
WOLVERINE WORLD-WIDE INC	2,000	44,750
WW GRAINGER INC	460	29,063
YUM BRANDS INC	600	25,442
Total marketable securities		$ 4,549,899

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
Attachment to 2011 Form 990-PF
Page 2, Part II, Line 10b, col.b and col. c

	NUMBER OF SHARES	COST	MARKET VALUE
ACE LIMITED NEW	1,906	$ 120,989	$ 144,094
AIR PROD & CHEMICALS	640	58,071	52,928
ALBEMARLE CORP	1,110	59,910	58,475
ALLERGAN INC	845	41,869	77,385
AMAZON COM INC	287	12,748	72,990
AMERICAN EXPRESS COMPANY	2,640	145,905	150,110
AMERICAN TOWN CORP - REIT	1,658	76,934	118,365
APPLE INC	637	117,640	424,946
ARM HOLDINGS PLC	2,222	59,944	62,172
AT & T	1,825	42,568	68,803
BAIDU INC ADR	262	33,727	30,625
BAXTER INTERNATIONAL INC	970	58,709	58,462
BERKSHIRE HATHAWAY B NEW	2,180	171,630	192,276
BLACKROCK INC	310	54,801	55,273
CERNER CORP	964	24,497	74,602
CH ROBINSON WORLDWIDE INC	389	21,283	22,788
CHEVRON CORP	625	22,907	72,850
COACH INC	1,740	93,436	97,475
COGNIZANT TECH SOL	2,560	141,055	178,918
COSTCO WHSL CORP NEW	537	37,141	53,786
CUMMINS INC	1,300	143,396	119,873
DARDEN RESTAURANTS INC	1,200	58,553	66,900
EMC CORP-MASS	2,645	59,095	72,129
ENERGEN CORP	1,150	51,321	60,272
ENSCO PLC	750	41,357	40,920
EQUINOX INC	215	40,368	44,301
EXPEDITORS INTL WASH	2,205	93,377	80,152
EXPRESS SCRIPTS	2,220	117,665	139,039
EXXON MOBIL CORP	700	25,293	64,015
FASTENAL CO	1,545	75,398	66,420
GENERAL DYNAMICS CORP	750	23,314	49,590
GENUINE PARTS CO	1,000	48,931	61,030
GILEAD SCIENCES INC	1,220	56,677	80,923
GOOGLE	350	190,387	264,075
GRIEF INC	900	58,498	39,762
INTUITIVE SURGICAL NEW	78	15,206	38,659

John P. & Dorothy S. Illges Foundation, Inc.
Federal Employer I.D. # 58-0691476
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JOHNSON & JOHNSON	1,050	53,309	72,356
LIFE TECHNOLOGIES CORP: LIFE	1,278	54,592	62,437
LILLY ELI & COMPANY	1,475	50,269	69,930
LINEAR TECHNOLOGY CORPORATION	1,925	59,068	61,254
MEAD JOHNSON NUTRITION	790	47,050	57,891
MERCK & CO INC	1,650	49,950	74,407
MICROSOFT CORP	2,020	59,415	60,115
NATIONAL OILWELL VARCO	1,412	94,943	113,115
OCCIDENTAL PETE CORP: OXY	771	60,729	66,352
OCEANEERING INTL INC: OIL	1,159	22,199	64,035
OMNICOM GROUP, INC	1,170	56,766	60,325
PARTNERRE LTD	725	47,215	53,853
PAYCHEX INC	2,050	59,382	68,245
PEPSICO INC	950	59,898	67,232
PERRIGO CO	585	56,402	67,959
PRAXAIAR INC	634	52,018	65,860
PRECISION CASTPARTS CORP	403	56,841	65,826
PRICELINE.COM INC	99	21,764	61,288
PROCTER & GAMBLE CO	900	56,826	62,424
QAULCOMM INC	4,225	215,072	263,936
ROWE T PRICE GROUP INC	1,050	54,971	66,465
SALESFORCE.COM INC	553	32,655	84,438
SCHLUMBERGER LTD	2,191	158,289	158,475
SILVER WHEATON CORP	1,675	53,708	66,514
STARBUCKS CORP	1,126	56,516	57,099
STERICYCLE INC	740	63,970	66,957
STRYKER CORP	1,000	62,878	55,660
TARGET CORPORATION	1,050	56,472	66,643
TEVA PHARM INDS LTD	1,240	67,770	51,348
TEXAS INSTRUMENTS INC	2,110	56,165	58,141
THE CHARLES SCHWAB CORP	9,680	141,922	123,758
UNITED PARCEL SERVICE B	860	51,061	61,550
VARIAN MEDICAL SYSTEMS	1,550	101,434	93,496
VERISK ANALYTICS INC	2,425	109,560	115,454
VISA INC CL A	1,232	121,069	165,432
VMWARE INC	602	52,011	58,237
WILLIS GRP HLDGS PUBLICF	1,500	55,473	55,380
WW GRAINGER INC	370	23,376	77,096
TOTAL MARKETABLE SECURITIES		$ 5,047,608	$ 6,376,366