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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE GEORGE A BATES MEMORIAL FOUNDATION		A Employer identification number 36-3747609			
Number and street (or P O box number if mail is not delivered to street address) C/O CAROL SCHROEDER PO BOX 728		B Telephone number (see instructions) (815) 986-4481			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
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 instructions))		(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 (attach schedule)				
	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.	115,117	115,117		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	80,695			
	b Gross sales price for all assets on line 6a 679,493				
	7 Capital gain net income (from Part IV, line 2)		80,695		
	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	195,812	195,812			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,000	4,000	12,000	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,454	0	6,454	
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	30,040	30,040	0	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,893	359	0	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	995	980	15	
	24 Total operating and administrative expenses.	55,382	35,379	18,469	
25 Contributions, gifts, grants paid	190,000		190,000		
26 Total expenses and disbursements. Add lines 24 and 25	245,382	35,379	208,469		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-49,570				
b Net investment income (if negative, enter -0-)		160,433			
c Adjusted net income (if negative, enter -0-)					

Part III 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	28,188	32,490	32,490
2	Savings and temporary cash investments	234,288	166,795	166,795
3	Accounts receivable ► 3,124			
	Less allowance for doubtful accounts ►	618	3,124	3,124
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)	533,372	537,303	586,510
b	Investments—corporate stock (attach schedule)	1,510,118	1,630,086	2,024,801
c	Investments—corporate bonds (attach schedule)	424,808	309,005	325,766
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,158,838	1,161,857	1,217,775
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)	3,890,230	3,840,660	4,357,261
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 (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
24	Unrestricted	3,890,230	3,840,660	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ►			
	and complete lines 24 through 26 and lines 30 and 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 (see page 17 of the instructions)	3,890,230	3,840,660	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,890,230	3,840,660	

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	3,890,230
2	Enter amount from Part I, line 27a	2	-49,570
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	3,840,660
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	3,840,660

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)	
1 a	PUBLICLY TRADED SECURITIES		P		
b	CAPITAL GAINS DIVIDENDS		P		
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	676,817		598,798	78,019	
b	2,676			2,676	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				78,019	
b				2,676	
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	80,695
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 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))	
2011	219,629	4,313,760	0 050914	
2010	220,482	4,121,121	0 053500	
2009	220,864	3,781,297	0 058410	
2008	295,628	4,537,851	0 065147	
2007	298,268	5,099,890	0 058485	
2			2	0 286456
3			3	0 057291
4			4	4,347,490
5			5	249,072
6			6	1,604
7			7	250,676
8			8	208,469

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	3,209
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2.		3	3,209
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	3,209
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,480	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	729	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	3,209
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 <input type="checkbox"/>		9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<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		Yes	
	● By language in the governing instrument, or			
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► CAROL SCHROEDER	Telephone no ► (815) 986-4481
	Located at ► PO BOX 728 ROSCOE IL	ZIP +4 ► 610730728

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2012, 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
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See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes ► No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
1b	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)? Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No		
	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 instructions)		
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? ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2012?		No
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 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 instructions)?		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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

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

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

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

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

Part 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	4,103,200
b	Average of monthly cash balances.	1b	310,495
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,413,695
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,413,695
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	66,205
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,347,490
6	Minimum investment return. Enter 5% of line 5.	6	217,375

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	217,375
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,209
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,209
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	214,166
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	214,166
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	214,166

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	208,469
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	208,469
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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 instructions).	6	208,469
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				214,166
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	45,567			
b From 2008.	72,141			
c From 2009.	33,927			
d From 2010.	17,796			
e From 2011.	6,395			
f Total of lines 3a through e.	175,826			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 208,469			0	
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.			208,469	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	5,697			5,697
6 Enter the net total of each column as indicated below:	170,129			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	39,870			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	130,259			
10 Analysis of line 9				
a Excess from 2008.	72,141			
b Excess from 2009.	33,927			
c Excess from 2010.	17,796			
d Excess from 2011.	6,395			
e Excess from 2012.				

Part XIV Private Operating Foundations (see 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 2012, enter the date of the ruling. <input type="text"/>			
2a	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 instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

CO CAROL SCHROEDER
PO BOX 728
ROSCOE, IL 610730728
(815) 986-4481

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

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

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	190,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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				
ADULT AND CHILD REHABILITATION CENTER OF WOODSTOCK 708 WASHINGTON ST PO BOX 326 WOODSTOCK, IL 60098	NONE	PUBLIC CHARITY	GENERAL	5,000
BEREA COLLEGE 107 JACKSON STREET BEREAL, KY 40404	NONE	PUBLIC CHARITY	GENERAL	25,000
BREHEM PREPARATORY SCHOOL INC 1245 EAST GRAND CARBONDALE, IL 62901	NONE	PUBLIC CHARITY	GENERAL	5,000
CHILDREN'S HOME & AID SOCIETY 125 S WACKER DRIVE 14TH FLOOR CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL	5,000
CHILDSERV 8765 WHIGGINS ROAD SUITE 450 CHICAGO, IL 60631	NONE	PUBLIC CHARITY	GENERAL	5,000
CONNECT SI FOUNDATION INC 3000 WEST DEYOUNG ST SUITE 800B MARION, IL 62959	NONE	PUBLIC CHARITY	GENERAL	5,000
GIFT OF HOPE 425 SPRING LAKE DRIVE ITASCA, IL 60143	NONE	PUBLIC CHARITY	GENERAL	5,000
GLENWOOD SCHOOL FOR BOYS AND GIRLS 500 W 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC CHARITY	GENERAL	5,000
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE	PUBLIC CHARITY	GENERAL	5,000
HOPE LIGHT FOUNDATION 908 HAZELVALLEY DRIVE HAZELWOOD, MO 63042	NONE	PUBLIC CHARITY	GENERAL	10,000
HOSPICE FOUNDATION OF NORTHEASTERN ILLINOIS INC 410 S HAGER AVENUE BARRINGTON, IL 60010	NONE	PUBLIC CHARITY	GENERAL	10,000
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVENUE CHICAGO, IL 60647	NONE	PUBLIC CHARITY	GENERAL	5,000
INTERNATIONAL FUND FOR ANIMAL WELFARE INC 411 MAIN ST YARMOUTH, MA 02675	NONE	PUBLIC CHARITY	GENERAL	5,000
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED CHICAGO, IL 60614	NONE	PUBLIC CHARITY	GENERAL	25,000
MCHENRY COUNTY PADS 1411 KISHWAUKEE VALLEY ROAD WOODSTOCK, IL 60098	NONE	PUBLIC CHARITY	GENERAL	5,000

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				
OAKEN ACRES WILDLIFE REFUGE & REHABILITATION CENTER 2250 BARBER GREENE ROAD DEKALB, IL 60115	NONE	PUBLIC CHARITY	GENERAL	10,000
ORPHANS OF THE STORM 2200 RIVERWOODS ROAD DEERFIELD, IL 60015	NONE	PUBLIC CHARITY	GENERAL	5,000
RAUE CENTER FOR THE ARTS 26 N WILLIAM STREET CRYSTAL LAKE, IL 60014	NONE	PUBLIC CHARITY	GENERAL	5,000
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL	25,000
SALVATION ARMY OF CRYSTAL LAKE 290 W CRYSTAL LAKE AVENUE CRYSTAL LAKE, IL 60014	NONE	PUBLIC CHARITY	GENERAL	5,000
SOUTHERN ILLINOIS UNIVERSITY FOUNDATION OF ENGINEERING MAIL CODE 6603 CARBONDALE, IL 62901	NONE	PUBLIC CHARITY	GENERAL	10,000
SWEDISH COVENANT HOSPITAL 5145 N CALIFORNIA AVENUE CHICAGO, IL 60625	NONE	PUBLIC CHARITY	GENERAL	5,000
Total			► 3a	190,000

TY 2012 Investments Corporate Bonds Schedule

Name: THE GEORGE A BATES MEMORIAL FOUNDATION

EIN: 36-3747609

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE 3.15% 7/5/16	51,008	52,870
MORGAN STANLEY 4.75% 3/22/17	53,776	54,405
ORACLE 5.25% DUE 2016	99,504	113,034
VERIZON 3.5% 11/1/21	51,919	54,760
WALMART 4.55%	52,798	50,697

**TY 2012 Investments Corporate
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC	39,368	49,552
ALLIANCE DATA SYSYEMS	7,650	19,832
ANADARKO PETRO CORP	41,800	48,673
APACHE	38,751	34,148
APPLE	65,190	96,855
AUTO DATA PROCESSING	30,373	49,814
BANK OF AMERICA	16,916	16,486
BLACKROCK	18,535	23,152
BMC SOFTWARE	26,686	22,782
C V S CAREMARK	22,486	31,814
CHECK PT SOFTWARE TECH	19,659	19,771
CISCO SYSTEMS	45,133	45,095
CITIGROUP	40,208	35,644
CME GROUP	16,708	16,721
COMCAST CORP	17,513	37,920
COVIDIEN PLC	31,355	38,686
CROWN HOLDINGS INC	32,272	34,049
DANAHER CORP	28,827	41,366
EMC CORP	30,637	32,004
EQT CORP	10,255	17,694
EXPRESS SCRIPTS	42,015	54,000
FIDELITY NATL INFO SYS	11,022	20,503
FISERV	23,003	37,934
FORD MOTORS	26,770	23,634
FREEPORT MCMORAN COPPER GOLD	25,830	25,992
GENERAL ELECTRIC	53,587	55,099
GOOGLE	41,997	53,054
HEINZ H J	33,401	49,605
JOHNSON & JOHNSON	30,639	31,545
JP MORGAN CHASE	39,604	49,905

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KINDER MORGAN INC	35,279	37,097
MCDONALDS	38,171	43,223
MERCK	25,042	36,723
MICROSOFT	47,332	49,947
NETAPP INC	19,395	17,278
NIKE INC	10,581	19,092
ORACLE	40,426	61,475
PEPSICO	23,452	28,056
PG & E CORP	27,603	26,318
PRAXAIR INC	39,200	48,705
QEP RESOURCES	37,484	41,773
REPUBLIC SERVICE	35,777	37,836
SPECTRA ENERGY	21,034	24,642
STRYKER CORP	23,470	31,247
TARGET	40,806	45,561
TJX COS	8,711	17,192
US BANCORP	20,639	19,803
UNION PACIFIC CORP	14,919	16,972
UNITED TECHNOLOGIES	33,219	47,156
UNITEDHEALTH GROUP	19,629	47,189
V F CORP	18,984	31,704
VISA INC	10,845	24,253
WALGREENS	34,700	41,451
WELLS FARGO	42,309	51,954
WILLIAMS COS	52,889	64,825

TY 2012 Investments Government Obligations Schedule

Name: THE GEORGE A BATES MEMORIAL FOUNDATION

EIN: 36-3747609

US Government Securities - End of

Year Book Value: 537,303

US Government Securities - End of

Year Fair Market Value: 586,510

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2012 Investments - Other Schedule

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

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ABSOLUTE STRATEGIES FD	AT COST	150,745	153,595
ISH CORE US BOND (BARCLAY BOND FD)	AT COST	303,796	333,240
DREYFUS EMERGING MRKTS DEBTS	AT COST	101,255	104,660
IBOXX \$ HIGH YIELD	AT COST	97,238	93,350
LAZARD EMERGING MKTS	AT COST	79,046	72,981
MATTHEWS PACIFIC TIGER FD	AT COST	76,152	79,900
PIMCO COMMODITY REAL RTN FD	AT COST	77,255	60,240
RIDGEWORTH SEIX FLOAT	AT COST	100,050	100,899
SPDR DOW JONES REIT	AT COST	176,320	218,910

TY 2012 Legal Fees Schedule

Name: THE GEORGE A BATES MEMORIAL FOUNDATION

EIN: 36-3747609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY LLP-LEGAL FEES	6,454	0		6,454

TY 2012 Other Expenses Schedule

Name: THE GEORGE A BATES MEMORIAL FOUNDATION

EIN: 36-3747609

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	247	247		0
OFFICE EXPENSES	733	733		0
ILLINOIS ATTORNEY GENERAL	15	0		15

TY 2012 Other Professional Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	30,040	30,040		0

TY 2012 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	359	359		0
EXCISE TAXES	1,534	0		0