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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: **TOM W. BENNETT ESTATE**

Number and street (or P O box number if mail is not delivered to street address): **231 S LASALLE ST IL1-231-10-05**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **CHICAGO, IL 60697**

Employer identification number: **30-6311068**

Telephone number (see instructions): **866-752-2127**

Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **17,179,836.**

Accounting method: Cash Accrual
 Other (specify) _____

Check if exemption application is pending, check here X

1 Foreign organizations, check here

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

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

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

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input 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	330,197.	329,042.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	570,625.			
b Gross sales price for all assets on line 6a 2,936,562.				
7 Capital gain net income (from Part IV, line 2)		570,625.		
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)	19,255.	19,255.		STMT 2
12 Total. Add lines 1 through 11	920,077.	918,922.		
13 Compensation of officers, directors, trustees, etc.	19,416.	11,650.		7,766.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	890.	NONE	NONE	890.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	45,565.	4,502.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	66.	46.		
24 Total operating and administrative expenses. Add lines 13 through 23	65,937.	16,198.	NONE	8,656.
25 Contributions, gifts, grants paid	342,426.			342,426.
26 Total expenses and disbursements. Add lines 24 and 25	408,363.	16,198.	NONE	351,082.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	511,714.			
b Net investment income (if negative, enter -0-)		902,724.		
c Adjusted net income (if negative, enter -0-)				

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SCANNED MAY 21 2014 Revenue Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	499,026.	670,082.	670,082.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	8,092,387.	11,953,216.	16,509,754.
	c	Investments - corporate bonds (attach schedule)	2,994,644.		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	371,240.		
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	150,000.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item l)	12,107,297.	12,623,298.	17,179,836.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	12,107,297.	12,623,298.	
	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 instructions)	12,107,297.	12,623,298.		
31	Total liabilities and net assets/fund balances (see instructions)	12,107,297.	12,623,298.		

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 12,107,297.
2	Enter amount from Part I, line 27a	2 511,714.
3	Other increases not included in line 2 (itemize) ▶ BEGINNING DEF. INCOME	3 10,154.
4	Add lines 1, 2, and 3	4 12,629,165.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 5,867.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 12,623,298.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,936,562.		2,365,937.	570,625.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			570,625.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	570,625.	
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 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))
2012	317,427.	13,745,532.	0.023093
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2 0.023093
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.023093
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,476,243.
5 Multiply line 4 by line 3			5 357,393.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,027.
7 Add lines 5 and 6			7 366,420.
8 Enter qualifying distributions from Part XII, line 4 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			8 351,082.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total amount owed is 90.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and substantial contributors. Includes 'Yes' and 'No' columns with 'X' marks.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 BANK OF AMERICA Telephone no (866) 752-2127
Located at 231 S. LASALLE ST. IL1-231-10-05, CHICAGO, IL ZIP+4 60697
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 1b X
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 2013? 1c X
2 Taxes on failure to distribute income (section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
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) 2b X
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 X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 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)? (see instructions) 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)? Yes No

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? 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? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
BANK OF AMERICA 901 MAIN ST, DALLAS, TX 75202-3714	TRUSTEE 1	19,416.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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		NONE

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	15,461,526.
b	Average of monthly cash balances	1b	250,396.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,711,922.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,711,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,679.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,476,243.
6	Minimum investment return. Enter 5% of line 5	6	773,812.

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	773,812.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,054.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,054.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	755,758.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	755,758.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	755,758.

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	351,082.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	351,082.
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)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	351,082.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				755,758.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			346,984.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>351,082.</u>				
a Applied to 2012, but not more than line 2a			346,984.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				4,098.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				751,660.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

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

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2b, 2c, 2d, 2e, 3a, 3b, 3c, 3d, 3e, 3f, 3g, 3h, 3i, 3j, 3k, 3l, 3m, 3n, 3o, 3p, 3q, 3r, 3s, 3t, 3u, 3v, 3w, 3x, 3y, 3z.

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))

N/A

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.

N/A

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

Check here [X] 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 address of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 <i>Paid during the year</i> SEE STATEMENT 18				342,426.
Total ▶ 3a				342,426.
b <i>Approved for future payment</i>				
Total ▶ 3b				

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	4,396.	4,396.
FOREIGN DIVIDENDS	48,375.	48,375.
NONDIVIDEND DISTRIBUTIONS	1,155.	
DOMESTIC DIVIDENDS	156,989.	156,989.
OTHER INTEREST	969.	969.
NONQUALIFIED FOREIGN DIVIDENDS	4,034.	4,034.
NONQUALIFIED DOMESTIC DIVIDENDS	114,279.	114,279.
TOTAL	330,197.	329,042.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK FEE CREDIT- MUTUAL FUND ADVISORY	19,255.	19,255.
TOTALS	19,255.	19,255.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	890.			890.
TOTALS	890.	NONE	NONE	890.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,322.	1,322.
EXCISE TAX - PRIOR YEAR	23,098.	
EXCISE TAX ESTIMATES	17,965.	
FOREIGN TAXES ON QUALIFIED FOR	3,009.	3,009.
FOREIGN TAXES ON NONQUALIFIED	171.	171.
TOTALS	45,565.	4,502.

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INVESTMENT EXPENSES	46.	46.
MISC. ADMIN. EXPENSE	20.	
TOTALS	66.	46.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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464287739 ISHARES U S REAL EST	248,291.	236,550.
464288448 ISHARES INTL SELECT	251,100.	284,550.
032511107 ANADARKO PETE CORP C	119,699.	130,481.
26875P101 EOG RES INC COM	135,782.	214,835.
56585A102 MARATHON PETE CORP C	65,051.	73,384.
637071101 NATIONAL OILWELL VAR	75,155.	97,027.
674599105 OCCIDENTAL PETE CORP	59,100.	115,547.
780259206 ROYAL DUTCH SHELL PL	181,518.	176,393.
806857108 SCHLUMBERGER LTD COM	141,470.	186,978.
260543103 DOW CHEM CO COM	114,349.	171,384.
G29183103 EATON CORP PLC COM	103,514.	136,635.
H89128104 TYCO INTL LTD NEW F	55,342.	128,455.
31428X106 FEDEX CORP COM	104,650.	142,332.
438516106 HONEYWELL INTL INC C	157,233.	229,339.
445658107 HUNT J B TRANS SVCS	53,810.	93,920.
907818108 UNION PAC CORP COM	159,465.	169,680.
913017109 UNITED TECHNOLOGIES	72,312.	215,651.
254687106 DISNEY WALT CO COM D	113,815.	248,682.
25470M109 DISH NETWORK CORP CO	106,714.	166,230.
548661107 LOWES COS INC COM	118,958.	184,574.
580135101 MCDONALDS CORP COM	120,118.	127,109.
85590A401 STARWOOD HOTELS & RE	125,123.	155,722.
872540109 TJX COS INC NEW COM	72,067.	222,099.
918204108 V F CORP COM	96,320.	148,369.
22160K105 COSTCO WHSL CORP NEW	86,613.	138,658.
518439104 LAUDER ESTEE COS INC	88,804.	97,916.
713448108 PEPSICO INC COM	166,440.	215,229.
718172109 PHILIP MORRIS INTL I	115,983.	257,905.
742718109 PROCTER & GAMBLE CO	230,907.	270,281.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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125509109 CIGNA CORP COM	104,188.	198,142.
30219G108 EXPRESS SCRIPTS HLDG	135,861.	172,790.
375558103 GILEAD SCIENCES INC	59,700.	230,933.
478160104 JOHNSON & JOHNSON CO	227,164.	304,995.
58155Q103 MCKESSON CORP COM	40,825.	161,400.
883556102 THERMO FISHER SCIENT	63,376.	144,198.
92532F100 VERTEX PHARMACEUTICA	30,631.	46,066.
H0023R105 ACE LTD COM	141,196.	174,966.
172967424 CITIGROUP INC NEW CO	133,303.	250,649.
38141G104 GOLDMAN SACHS GROUP	163,781.	202,076.
46625H100 J P MORGAN CHASE & C	170,595.	249,125.
693475105 PNC FINL SVCS GROUP	141,910.	234,292.
74144T108 PRICE T ROWE GROUP I	66,628.	111,833.
744320102 PRUDENTIAL FINL INC	137,410.	179,829.
949746101 WELLS FARGO & CO NEW	179,492.	277,848.
G1151C101 ACCENTURE PLC CL A C	87,744.	131,963.
Y0486S104 AVAGO TECHNOLOGIES L	64,023.	98,619.
037833100 APPLE INC COM	96,949.	277,705.
177376100 CITRIX SYS INC COM	111,018.	96,456.
268648102 EMC CORP COM	142,174.	228,488.
278642103 EBAY INC COM	86,195.	90,527.
38259P508 GOOGLE INC CL A COM	174,291.	313,799.
459200101 INTERNATIONAL BUSINE	40,323.	96,599.
461202103 INTUIT COM	60,327.	100,361.
594918104 MICROSOFT CORP COM	167,747.	245,110.
68389X105 ORACLE CORP COM	162,247.	185,178.
747525103 QUALCOMM INC COM	144,263.	183,398.
92343V104 VERIZON COMMUNICATIO	200,299.	253,317.
92857W209 VODAFONE GROUP PLC S	62,343.	91,199.

TOM W. BENNETT ESTATE

30-63111068

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
748356102 QUESTAR CORP COM	64,402.	94,259.
816851109 SEMPRA ENERGY COM	61,749.	113,098.
197199805 COLUMBIA ACORN USA F	50,000.	94,028.
19765J814 COLUMBIA SMALL CAP I	510,000.	665,628.
19765J830 COLUMBIA MID CAP VAL	279,498.	578,262.
19765P232 COLUMBIA MID CAP GRO	327,926.	673,556.
19765P547 COLUMBIA REAL ESTATE	225,000.	217,640.
315807552 FIDELITY ADVISOR FLO	250,000.	250,755.
693390700 PIMCO TOTAL RETURN F	500,000.	507,116.
880208400 TEMPLETON GLOBAL BD	250,000.	252,313.
19765N468 COLUMBIA INTERMEDIAT	1,500,218.	1,551,570.
19766J607 COLUMBIA US GOVT MTG	198,717.	227,597.
68380L407 OPPENHEIMER INTL GRO	250,000.	267,752.
197199763 COLUMBIA ACORN INTL	150,000.	224,288.
19765Y852 COLUMBIA EMERGING MA	400,000.	424,116.
TOTALS	11,953,216.	16,509,754.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION -----	AMOUNT -----
ENDING DEF. INCOME	5,477.
REIT ROC BASIS ADJUSTMENT	390.

TOTAL	5,867.
	=====

RECIPIENT NAME:
AMERICAN LUNG ASSN OF EASTERN MO
ADDRESS:
1118 HAMPTON AVE
ST. LOUIS, MO 63139-3147
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
AMERICAN NATIONAL RED CROSS &ITS
ADDRESS:
2025 E ST NW
WASHINGTON, DC 20006
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
BARNARD CANCER INSTITUTE
ADDRESS:
660 S EUCLID AVE # 8092
SAINT LOUIS, MO 63110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
BETHESDA HEALTH GROUP
ADDRESS:
1630 DES PERES ROAD STE 290
ST. LOUIS, MO 63131-1800
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
ADDRESS:
4568 W PINE BLVD
SAINT LOUIS, MO 63108-2186
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
CALEDONIA UNITED METH.CHURCH
ADDRESS:
PO BOX 44
CALEDONIA, MO 63631-0044
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
CENTRAL INSTITUTE FOR THE DEAF
ADDRESS:
825 S. TAYLOR
ST. LOUIS, MO 63110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
EPWORTH CHILDREN & FAMILY SERVICE
ADDRESS:
110 N ELM AVENUE
ST. LOUIS, MO 63119-2418
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
GIRL SCOUTS OF EASTERN MISSOURI
ADDRESS:
2300 BALL DRIVE
ST. LOUIS, MO 63146
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
GOOD SHEPHERD CHILDREN
ADDRESS:
1340 PARTRIDGE AVE
SAINT LOUIS, MO 63130-1943
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
GOODWILL INDUSTRIES
ADDRESS:
1727 LOCUST STREET
ST. LOUIS, MO 63103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
HUMANE SOCIETY OF MISSOURI
ADDRESS:
1201 MACKLIND AVENUE
ST. LOUIS, MO 63110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
LIFE CRISIS SERVICES INC
ADDRESS:
2650 OLIVE STREET
ST. LOUIS, MO 63103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
MARYGROVE SCHOOL
ADDRESS:
2705 MULLANPHY LANE
FLORISSANT, MO 63031-3727
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
PROVIDENT COUNSELING
ADDRESS:
2650 OLIVE STREET
ST. LOUIS, MO 63103-1424
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
SALVATION ARMY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
ST LOUIS CHILDRENS HOSPITAL
ADDRESS:
1 CHILDRENS PL RM E254
ST. LOUIS, MO 63110-1002
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
ST LOUIS INTERNSHIP PROGRAM
ADDRESS:
4232 FOREST PARK AVE
ST. LOUIS, MO 63108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
ST. LOUIS COMMUNITY FOUNDATION
ADDRESS:
319 N 4TH ST STE 300
SAINT LOUIS, MO 63102-1930
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
THE LIGHTHOUSE FOR THE BLIND
ADDRESS:
10440 TRENTON AVENUE
ST. LOUIS, MO 63132
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
UNITED WAY
ADDRESS:
910 N 11TH STREET
ST. LOUIS, MO 63101-1018
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,682.

RECIPIENT NAME:
VISITING NURSE ASSOCIATION
ADDRESS:
11440 OLIVE BLVD, SUITE 200
CREVE COEUR, MO 63141
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
YMCA OF ST LOUIS
ADDRESS:
1528 LOCUST STREET
ST. LOUIS, MO 63103-1816
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,121.

RECIPIENT NAME:
YOUNG WOMANS CHRISTIAN ASSN
ADDRESS:
3820 WEST PINE BLVD
ST. LOUIS, MO 63108-3308
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

RECIPIENT NAME:
BOYS CLUB OF ST LOUIS INC
ADDRESS:
2524 S 11TH ST
SAINT LOUIS, MO 63104-4308
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,561.

TOTAL GRANTS PAID: 342,426.
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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.