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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

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		Room/suite
City or town, state or province, country, and ZIP or foreign postal code ROSCOE, IL 610730728		
G 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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,751,444	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

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 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.	106,065	106,065		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	83,707			
	b Gross sales price for all assets on line 6a 693,276				
	7 Capital gain net income (from Part IV, line 2) . . .		83,707		
	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	189,772	189,772		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,000	4,500		13,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	8,249	0		8,249
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	31,091	31,091		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,406	437		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	500	0		500
	22 Printing and publications				
	23 Other expenses (attach schedule)	894	879		15
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	63,140	36,907		22,264
	25 Contributions, gifts, grants paid.	200,000			200,000
	26 Total expenses and disbursements. Add lines 24 and 25	263,140	36,907		222,264
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-73,368			
	b Net investment income (if negative, enter -0-) . . .		152,865		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	32,490	30,887	30,887
2	Savings and temporary cash investments	166,795	178,296	178,296
3	Accounts receivable ► <u>1,243</u>			
	Less allowance for doubtful accounts ► _____	3,124	1,243	1,243
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			
10a	Investments—U S and state government obligations (attach schedule)	537,303	538,336	560,963
b	Investments—corporate stock (attach schedule)	1,630,086	2,108,808	3,057,567
c	Investments—corporate bonds (attach schedule)	309,005	909,722	922,488
11	Investments—land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,161,857		
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)	3,840,660	3,767,292	4,751,444
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	3,840,660	3,767,292	
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
28	Capital stock, trust principal, or current funds			
29	Paid-in or capital surplus, or land, bldg., and equipment fund			
30	Total net assets or fund balances (see page 17 of the instructions)	3,840,660	3,767,292	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,840,660	3,767,292	

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	3,840,660
2	Enter amount from Part I, line 27a	2	-73,368
3	Other increases not included in line 2 (itemize) ► _____	3	0
4	Add lines 1, 2, and 3	4	3,767,292
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	3,767,292

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	LITIGATION SETTLEMENTS	P		
b	PUBLICLY TRADED SECURITIES-ST COVERED	P		2013-12-31
c	PUBLICLY TRADED SECURITIES-LT COVERED	P		2013-12-31
d	PUBLICLY TRADED SECURITIES-LT NOT COVERED	P		2013-12-31
e	CAPITAL GAINS DIVIDENDS	P		
(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	133			133
b	12,520		10,878	1,642
c	158,271		134,494	23,777
d	519,840		464,197	55,643
e	2,512			2,512
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				133
b				1,642
c				23,777
d				55,643
e				2,512
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	83,707
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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

 Yes No

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

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))
2012	208,469	4,347,490	0 047952
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
2			2 0 275923
3			3 0 055185
4			4 4,550,886
5			5 251,141
6			6 1,529
7			7 252,670
8			8 222,264

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		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,057
c	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	3,057
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	3,057
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,240
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	3,240
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	181
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 181 Refunded <input type="checkbox"/> 11	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	
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>	<input type="checkbox"/> 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>	<input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► N/A

14	The books are in care of ► CAROL SCHROEDER Located at ► PO BOX 728 ROSCOE IL	Telephone no ► (815) 986-4481 ZIP +4 ► 610730728
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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	<input checked="" type="checkbox"/> 15
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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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> 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?	<input type="checkbox"/> 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 <input type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		
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 2013?		

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 5b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <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)? Organizations relying on a current notice regarding disaster assistance check here. 6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d). 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
See Additional Data Table				

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 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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

3 _____

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	4,416,219
b	Average of monthly cash balances.	1b	203,970
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,620,189
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	4,620,189
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	69,303
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,550,886
6	Minimum investment return. Enter 5% of line 5.	6	227,544

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	227,544
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,057
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,057
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	224,487
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	224,487
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	224,487

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	222,264
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	222,264
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	222,264
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				224,487
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	72,141			
b From 2009.	33,927			
c From 2010.	17,796			
d From 2011.	6,395			
e From 2012.				
f Total of lines 3a through e.	130,259			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 222,264			0	
a Applied to 2012, but not more than line 2a				
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 2013 distributable amount.				222,264
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,223			2,223
6 Enter the net total of each column as indicated below:	128,036			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	69,918			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	58,118			
10 Analysis of line 9				
a Excess from 2009.	33,927			
b Excess from 2010.	17,796			
c Excess from 2011.	6,395			
d Excess from 2012.				
e Excess from 2013.				

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 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 address 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	200,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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	106,065
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	83,707
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		189,772
13 Total. Add line 12, columns (b), (d), and (e).				13	189,772

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

a Transfers from the reporting foundation to a noncharitable exempt organization or to a charitable organization that is not a public charity

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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

* * * * *

2014-05-15

* * * * *

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

Signature of officer or trustee

Date

Title

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P0131739
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SARAH M LINSLEY		employed	PO1517392
Firm's name ► QUARLES & BRADY LLP		Firm's EIN ► 39-0432630	
Firm's address ► 300 N LASALLE STREET SUITE 4000 CHICAGO, IL 60654		Phone no (312) 715-5000	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL SCHROEDER PO BOX 728 ROSCOE, IL 610730728	TRUSTEE/BOOKKEEPER 0 75	10,500	0	0
ROBERT A WOODS RETIRED 2013 PO BOX 728 ROSCOE, IL 610730728	TRUSTEE 0 25	2,500	0	0
JAMES H STACKE PO BOX 728 ROSCOE, IL 610730728	TRUSTEE 0 25	0	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

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	PC	GENERAL OPERATING	5,000
BEREA COLLEGE 107 JACKSON STREET BEREAL, KY 40404	NONE	PC	GENERAL OPERATING	25,000
BREHEM PREPARATORY SCHOOL INC 1245 EAST GRAND CARBONDALE, IL 62901	NONE	PC	GENERAL OPERATING	7,500
CHILDREN'S HOME & AID SOCIETY 125 S WACKER DRIVE 14TH FLOOR CHICAGO, IL 60606	NONE	PC	GENERAL OPERATING	5,000
CHILDSERV 8765 W HIGGINS ROAD SUITE 450 CHICAGO, IL 60631	NONE	PC	GENERAL OPERATING	7,500
CONNECT SI FOUNDATION INC 3000 WEST DEYOUNG ST SUITE 800B MARION, IL 62959	NONE	PC	GENERAL OPERATING	5,000
GIFT OF HOPE 425 SPRING LAKE DRIVE ITASCA, IL 60143	NONE	PC	GENERAL OPERATING	7,500
GLENWOOD SCHOOL FOR BOYS AND GIRLS 500 W 187TH STREET GLENWOOD, IL 60425	NONE	PC	GENERAL OPERATING	5,000
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE	PC	GENERAL OPERATING	7,500
HOPE LIGHT FOUNDATION 908 HAZELVALLEY DRIVE HAZELWOOD, MO 63042	NONE	PC	GENERAL OPERATING	10,000
HOSPICE FOUNDATION OF NORTHEASTERN ILLINOIS INC 410 S HAGER AVENUE BARRINGTON, IL 60010	NONE	PC	GENERAL OPERATING	10,000
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVENUE CHICAGO, IL 60647	NONE	PC	GENERAL OPERATING	5,000
INTERNATIONAL FUND FOR ANIMAL WELFARE INC 411 MAIN ST YARMOUTH, MA 02675	NONE	PC	GENERAL OPERATING	5,000
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED CHICAGO, IL 60614	NONE	PC	GENERAL OPERATING	25,000
LAKE FOREST ACADEMY 1550 W KENNEDY ROAD LAKE FOREST, IL 60045	NONE	PC	GENERAL OPERATING	5,000
Total			► 3a	200,000

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				
MCHENRY COUNTY PADS 1411 KISHWAUKEE VALLEY ROAD WOODSTOCK, IL 60098	NONE	PC	GENERAL OPERATING	5,000
OAKEN ACRES WILDLIFE REFUGE & REHABILITATION CENTER 2250 BARBER GREENE ROAD DEKALB, IL 60115	NONE	PC	GENERAL OPERATING	10,000
RAUE CENTER FOR THE ARTS 26 N WILLIAM STREET CRYSTAL LAKE, IL 60014	NONE	PC	GENERAL OPERATING	5,000
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611	NONE	PC	GENERAL OPERATING	25,000
SALVATION ARMY OF CRYSTAL LAKE 290 W CRYSTAL LAKE AVENUE CRYSTAL LAKE, IL 60014	NONE	PC	GENERAL OPERATING	5,000
SOUTHERN ILLINOIS UNIVERSITY FOUNDATION OF ENGINEERING MAIL CODE 6603 CARBONDALE, IL 62901	NONE	PC	GENERAL OPERATING	10,000
SWEDISH COVENANT HOSPITAL 5145 N CALIFORNIA AVENUE CHICAGO, IL 60625	NONE	PC	GENERAL OPERATING	5,000
Total			► 3a	200,000

TY 2013 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
BERKSHIRE HATHAWAY 3%	52,046	47,815
DREYFUS EMERGING MRKTS DEBTS	101,711	95,086
IBOXX \$ HIGH YIELD	97,238	92,880
ISH CORE US BOND (BARCLAY BOND FD)	303,796	319,290
JP MORGAN CHASE 3.15% 7/5/16	50,730	52,348
MORGAN STANLEY 4.75% 3/22/17	52,921	54,652
ORACLE 5.25% DUE 2016	99,504	109,060
RIDGEWORTH SEIX FLOAT	100,050	101,798
VERIZON 3.5% 11/1/21	51,726	49,559

**TY 2013 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	30,752	60,016
ALLIANCE DATA SYSEMS	7,650	36,021
ANADARKO PETRO CORP	41,800	51,955
APACHE	35,912	37,384
APPLE	65,190	102,106
AUTO DATA PROCESSING	30,373	70,699
AVALONBAY CMNTYS	18,943	15,961
BANK OF AMERICA	16,916	22,109
BLACKROCK	18,535	35,445
BOEING	27,786	50,501
C V S CAREMARK	22,486	47,093
CAPITAL ONE FINL	32,477	47,498
CHECK PT SOFTWARE TECH	19,659	26,768
CISCO SYSTEMS	28,208	34,654
CITRIX	32,249	33,523
CITIGROUP	40,208	46,951
COMCAST CORP	17,513	52,744
COVIDIEN PLC	28,614	45,627
CROWN HOLDINGS INC	32,272	41,227
DANAHER CORP	28,827	57,128
DIRECT TV	22,438	31,422
DISNEY	37,564	44,694
DOLLAR GENERAL	32,922	44,034
EMC CORP	41,308	43,132
EQT CORP	10,255	26,934
EXPRESS SCRIPTS	53,996	83,937
FIDELITY NATL INFO SYS	11,022	31,618
FISERV	23,003	56,688
FREEPORT MCMORAN COPPER GOLD	36,750	41,514
GENERAL ELECTRIC	53,587	73,579

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOOGLE	34,337	69,484
HOME DEPOT	46,375	48,992
JOHNSON & JOHNSON	30,639	41,215
JP MORGAN CHASE	39,604	66,375
KELLOGG	25,640	25,649
KINDER MORGAN INC	35,279	37,800
LAZARD EMERGING MKTS	80,372	71,061
MARATHON	40,318	39,360
MATTHEWS PACIFIC TIGER FD	76,675	82,258
MCDONALDS	30,147	37,357
MERCK	25,042	44,895
MICROSOFT	37,125	55,554
NETAPP INC	19,395	21,187
ORACLE	51,516	83,981
PEPSICO	15,444	22,394
PG & E CORP	27,603	26,383
PRAXAIR INC	39,200	57,863
REPUBLIC SERVICE	27,293	33,001
SIMON PPTY GROUP	37,013	35,453
SPDR DOW JONES REIT	176,320	213,810
STRYKER CORP	23,471	42,830
TARGET	31,044	37,329
TJX COS	24,706	48,435
TERADATA	23,844	20,698
UNION PACIFIC CORP	28,597	36,960
UNITED TECHNOLOGIES	33,219	65,435
UNITEDHEALTH GROUP	14,077	51,581
US BANCORP	32,470	39,592
V F CORP	10,195	36,157
VISA INC	10,845	35,629

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALGREENS	17,395	31,879
WELLS FARGO	32,539	54,253
WILLIAMS COS	31,854	49,755

TY 2013 Investments Government Obligations Schedule

Name: THE GEORGE A BATES MEMORIAL FOUNDATION

EIN: 36-3747609

US Government Securities - End of

Year Book Value: 538,336

US Government Securities - End of

Year Fair Market Value: 560,963

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2013 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	8,249	0		8,249

TY 2013 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	217	217		0
OFFICE EXPENSES	524	524		0
ILLINOIS ATTORNEY GENERAL	15	0		15
PO BOX RENTAL	128	128		0
BROKERAGE WIRE FEE	10	10		0

TY 2013 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	31,091	31,091		0

TY 2013 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	437	437		0
EXCISE TAXES	3,969	0		0