Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 10/01 **, 2008, and ending** 09/30 **, 2009**

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
MILLER COOPER & CO., LTD CHARITABLE
FOUNDATION C/O MARIANNE PHALIN

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1751 LAKE COOK ROAD, SUITE 400

City or town, state, and ZIP code
DEERFIELD, IL 60015

A Employer identification number: 36-3851204

B Telephone number (see page 10 of the instructions): (312) 344-2829

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 104,906.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)	101,700.	STMT 1		
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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	101,700.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	15.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15.			
	25 Contributions, gifts, grants paid	127,705.			127,705.
	26 **Total expenses and disbursements.** Add lines 24 and 25	127,720.			127,705.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-26,020.			
	b **Net investment income** (if negative, enter -0-)		-0-		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	130,926.	104,906.	104,906.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (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			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
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)	130,926.	104,906.	104,906.
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)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	130,926.	104,906.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	130,926.	104,906.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	130,926.	104,906.	

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	130,926.
2 Enter amount from Part I, line 27a	2	-26,020.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	104,906.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,906.

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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				
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				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8. . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	58,255.	140,626.	0.414255
2006	113,970.	110,895.	1.027729
2005	66,126.	97,669.	0.677042
2004	82,328.	91,200.	0.902719
2003	59,542.	72,934.	0.816382

2	**Total** of line 1, column (d)	2	3.838127
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	0.767625
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	142,941.
5	Multiply line 4 by line 3	5	109,725.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	109,725.
8	Enter qualifying distributions from Part XII, line 4	8	127,705.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	NONE
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	
3	Add lines 1 and 2	3	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	NONE
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a		
b	Exempt foreign organizations-tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	NONE
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	XN/A	

Website address ▶ N/A

14 The books are in care of ▶ MARIANNE PHALIN Telephone no ▶ 312-344-2829

Located at ▶ 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL ZIP + 4 ▶ 60015

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	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 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ 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 page 20 of the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*		3b	N/A	
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 2008?		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 page 22 of the 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 page 22 of the instructions)? **5b** N/A

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? **6b** No: X

If you answered "Yes" to 6b, also 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? **7b** No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	145,118.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	145,118.
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	145,118.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	2,177.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	142,941.
6	**Minimum investment return.** Enter 5% of line 5	6	7,147.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	7,147.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	NONE		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	NONE
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,147.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,147.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	7,147.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	127,705.
b	Program-related investments - total from Part IX-B	1b	NONE
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	127,705.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,705.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				7,147.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only				
b	Total for prior years 20 06 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2008				
a	From 2003 ... 55,895.				
b	From 2004 ... 77,768.				
c	From 2005 ... 61,243.				
d	From 2006 ... 108,425.				
e	From 2007 ... 51,224.				
f	**Total** of lines 3a through e	354,555.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 127,705.				
a	Applied to 2007, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2008 distributable amount				7,147.
e	Remaining amount distributed out of corpus	120,558.			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	475,113.			
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				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	55,895.			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	419,218.			
10	Analysis of line 9				
a	Excess from 2004 ... 77,768.				
b	Excess from 2005 ... 61,243.				
c	Excess from 2006 ... 108,425.				
d	Excess from 2007 ... 51,224.				
e	Excess from 2008 ... 120,558.				

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

N/A

c Any submission deadlines

N/A

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

N/A

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Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 6				
Total . . . . . ▶ **3a**				127,705.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
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					
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)					

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

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date 12-22-09 — Title Trustee

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ☐ | Preparer's identifying number (See **Signature** on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code | EIN | Phone no

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, and 990-PF.**

OMB No 1545-0047

2008

Name of the organization

MILLER COOPER & CO., LTD CHARITABLE
FOUNDATION C/O MARIANNE PHALIN

Employer identification number

36-3851204

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions)

General Rule

[X] For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year) . . . . ▶ $ ____________

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: MILLER COOPER & CO., LTD CHARITABLE FOUNDATION C/O MARIANNE PHALIN

Employer identification number: 36-3851204

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROSS S. PEARLSTEIN 6 DEVONSHIRE LANE LINCOLNSHIRE, IL 60069	$ 16,400.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	PETER F. CIESLAK BOX 5616 R.F.D LONG GROVE, IL 60047	$ 6,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	CHARLES COHEN 312 WHYTEGATE COURT LAKE FOREST, IL 60045	$ 13,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	BRIAN KAYMAN 1155 KNOLLWOOD ROAD DEERFIELD, IL 60015	$ 5,400.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ROSS S. PEARLSTEIN 6 DEVONSHIRE LANE LINCOLNSHIRE, IL 60069	12/15/2008	16,400.
MARIANNE E. PHALIN 2122 WINCHESTER LANE GLENVIEW, IL 60025	12/13/2008	4,400.
CECIL LEVY 8 FOXTAIL LANE RIVERWOODS, IL 60015	12/12/2008	4,100.
IRWIN A. LYONS 3057 SPRINGDALE ROAD GLENVIEW, IL 60025	12/13/2008	2,200.
CHRISTOPHER B. POWERS 2518 RIDGEWAY AVENUE EVANSTON, IL 60201	12/15/2008	4,100.
PETER F. CIESLAK BOX 5616 R.F.D LONG GROVE, IL 60047	12/15/2008	6,500.
ROBERT L. SABIN 4332 TERRI-LYN LANE NORTHBROOK, IL 60062	12/14/2008	4,800.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
THERESA PIOTROWSKI 802 S. EDWARD ST. MOUNT PROSPECT, IL 60056	12/15/2008	2,300.
JEFFREY FELD 2905 BAYBERRY DR. BUFFALO GROVE, IL 60089	12/17/2008	4,200.
MITCHELL D. PAWLAN, LTD 55 W MONROE ST, STE 3330 CHICAGO, IL 60603	12/04/2008	2,000.
JAMES G. REDIGER 815 INDIGO CT LAKE ZURICH, IL 60047	12/15/2008	4,200.
WILLIAM WIERSEMA P.O. BOX 912 LIBERTYVILLE, IL 60048	12/15/2008	3,000.
RICKY L. MAX 1509 QUAKER HOLLOW CT. S. BUFFALO GROVE, IL 60089	12/12/2008	4,200.
TODD PERLMAN 1455 WAUKEGAN ROAD DEERFIELD, IL 60015	12/15/2008	3,600.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
CHARLES COHEN 312 WHYTEGATE COURT LAKE FOREST, IL 60045	12/17/2008	13,000.
MICHAEL RADIN 1733 HEATHER LANE HIGHLAND PARK, IL 60035	12/15/2008	4,100.
BRIAN KAYMAN 1155 KNOLLWOOD ROAD DEERFIELD, IL 60015	12/17/2008	5,400.
KRISTEN L. FITZPATRICK 363 W. DEVON AVENUE ROSELLE, IL 60172	12/15/2008	4,200.
STEVEN R. MADDEN 62 W. MICHIGAN AVENUE PALATINE, IL 60067	12/15/2008	4,300.
FOTENE LIAKATAS 212 W. WASHINGTON, APT. 1603 CHICAGO, IL 60606	12/15/2008	2,400.
DAN NIFORATOS 84 HILLCREST AVE. GLEN ELLYN, IL 60137	12/12/2008	2,300.
TOTAL CONTRIBUTION AMOUNTS		101,700.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
ILLINOIS CHARITY BUREAU FUND		15.
	TOTALS	15.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROSS PEARLSTEIN 6 DEVONSHIRE LANE LINCOLNSHIRE, IL 60069	PRESIDENT AS NEEDED	NONE	NONE	NONE
ROBERT SABIN 4332 TERRI-LYN LANE NORTHBROOK, IL 60062	SECRETARY AS NEEDED	NONE	NONE	NONE
PETER CIESLAK BOX 5616 RFD LONG GROVE, IL 60047	TREASURER AS NEEDED	NONE	NONE	NONE
MARIANNE PHALIN 2122 WINCHESTER LANE GLENVIEW, IL 60026	DIRECTOR AS NEEDED	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH UNITED FUND BEN GURION WAY, 1 S. FRANKLIN ST. CHICAGO, IL 60206	N/A PUBLIC	RELIGIOUS	51,400.
LOEFFEL EPILEPSY FOUNDATION P.O. BOX 2100 BARRINGTON, IL 60011	N/A PUBLIC	CHARITABLE/RESEARCH	1,100.
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	N/A PUBLIC	CHARITABLE	3,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	N/A PUBLIC	CHARITABLE	10,000.
GLENKIRK 3504 COMMERCIAL AVENUE NORTHBROOK, IL 60062	N/A PUBLIC	CHARITABLE	3,375.
NIU FOUNDATION - ACCOUNTANCY SCHOLARSHIP NORTHERN ILLINOIS UNIVERSITY FOUNDATION DEKALB, IL 60115-2882	N/A PUBLIC	CHARITABLE/EDUCATIONAL	2,200.
MARCH OF DIMES C/O LASALLE BANK, 77 S DEARBORN ST CHICAGO, IL 60603	N/A PUBLIC	CHARITABLE	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTH OUTREACH SERVICES 6417 W IRVING PARK ROAD CHICAGO, IL 60634	N/A PUBLIC	CHARITABLE	280.
NATIONAL RUNAWAY SWITCHBOARD 3080 N. LINCOLN AVE CHICAGO, IL 60656	N/A PUBLIC	CHARITABLE	1,300.
K.I.D.D.S. FOR KIDS, INC. 1510 JERSEY COURT BUFFALO GROVE, IL 60089	N/A PUBLIC	CHARITABLE	800.
UCAN (UHLICH CHILDREN'S ADVANTAGE NETWORK) 3737 N. MOZART STREET CHICAGO, IL 60618	N/A PUBLIC	CHARITABLE	500.
CHICAGO PHILHARMONIC 1123 EMERSON ST. #207 EVANSTON, IL 60201	N/A EXEMPT	CHARITABLE	250.
MUSCULAR DYSTROPHY ASSOCIATION NATIONAL HEADQUARTERS 3300 EAST SUNRISE DRIVE TUCSON, AZ 85718	N/A PUBLIC	CHARITABLE	250.
AVON WALK FOR BREAST CANCER 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	N/A PUBLIC	CHARITABLE	300.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MIDWEST YOUNG ARTISTS 878 LYSTER ROAD HIGHWOOD, IL 60040	N/A PUBLIC	CHARITABLE	500.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE., FLOOR 17 CHICAGO, IL 60601	N/A PUBLIC	CHARITABLE	3,000.
BLACK ENSEMBLE THEATER 4520 NORTH BEACON STREET CHICAGO, IL 60640	N/A PUBLIC	CHARITABLE	100.
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA, BOX 4 CHICAGO, IL 60614	N/A PUBLIC	CHARITABLE	50.
PAWS CHICAGO 1110 W. 35TH ST CHICAGO, IL 60601	N/A PUBLIC	CHARITABLE	3,500.
RESURRECTION 7500 WEST TALCOTT AVENUE CHICAGO, IL 60631	N/A PUBLIC	CHARITABLE	750.
THE ANCONA SCHOOL 4770 SOUTH DORCHESTER AVE. CHICAGO, IL 60615	N/A PUBLIC	CHARITABLE	1,400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORWEGIAN AMERICAN HOSPITAL FOUNDATION 1044 NORTH FRANCISCO AVENUE CHICAGO, IL 60622	N/A PUBLIC	CHARITABLE	850.
AMERICAN LIVER FOUNDATION 180 N. MICHIGAN AVENUE, SUITE 1870 CHICAGO, IL 60601	N/A PUBLIC	CHARITABLE	3,400.
JOEY'S ANGELS 570 CHECKER DRIVE BUFFALO GROVE, IL 6089	N/A PUBLIC	CHARITABLE	250.
NORTH SHORE CONGREGATION ISRAEL 535 WILLGATE TERRACE GLENCOE, IL 60022	N/A PUBLIC	CHARITABLE	100.
CHILDREN'S ONCOLOGY SERVICES, INC. 213 W. INSTITUTE PLACE, SUITE 209 CHICAGO, IL 60610	N/A PUBLIC	CHARITABLE	500.
SAVE A STAR DRUG AWARENESS FOUNDATION 210 SKOKIE VALLEY ROAD SUITE 12 HIGHLAND PARK, IL 60035	N/A PUBLIC	CHARITABLE	250.
CATHOLIC CHARITIES 721 NORTH LASALLE STREET CHICAGO, IL 60654	N/A PUBLIC	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JAMESON REAL ESTATE 425 W. NORTH AVE. CHICAGO, IL 60610	N/A EXEMPT	CHARITABLE	500.
FIRST PRESBYTERIAN CHURCH OF EVANSTON 1425 CHICAGO AVE. EVANSTON, IL 60201	N/A PUBLIC	CHARITABLE	200.
TOYS FOR TOTS 4927 N. DAMEN AVE. #2B CHICAGO, IL 60625	N/A PUBLIC	CHARITABLE	200.
BLADDER CANCER ADVOCACY NETWORK, INC 4813 ST. ELMO AVENUE BETHESDA, MD 20814	N/A PUBLIC	CHARITABLE	100.
NAH FOUNDATION 1044 N. FRANCISCO STE 602A CHICAGO, IL 606222	N/A PUBLIC	CHARITABLE	100.
SAINT AGNES PARISH 1501 CHICAGO RD CHICAGO HEIGHTS, IL 60411	N/A PUBLIC	CHARITABLE	100.
NATURE CONSERVANCY IN ILLINOIS 4245 NORTH FAIRFAX DRIVE STE 100 ARLINGTON, VA 22203-1606	N/A PUBLIC	CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAKE A WISH 640 NORTH LASALLE, SUITE 280 CHICAGO, IL 60054	N/A PUBLIC	CHARITABLE	200.
MMRF 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851	N/A PUBLIC	CHARITABLE	100.
KARTEMQUIN EDUCATIONAL FILMS 1901 WEST WELLINGTON AVENUE CHICAGO, IL 60657	N/A PUBLIC	CHARITABLE	1,000.
INTERIOR INVESTMENTS LLC 625 HEATHROW DRIVE LINCOLNSHIRE, IL 60069	N/A EXEMPT	CHARITABLE	500.
AMERICAN HEART ASSOCIATION 3816 PAYSPHERE CIRCLE CHICAGO, IL 60674	N/A PUBLIC	CHARITABLE	200.
CONCERN WORLDWIDE 104 EAST 40TH STREETK, STE 903 NEW YORK, NY 10016	N/A PUBLIC	CHARITABLE	250.
ALS LES TURNER FOUNDATION 5550 W. TOUHY AVENUE, STE 302 SKOKIE, IL 60077	N/A PUBLIC	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. VIATOR HIGH SCHOOL FOUNDATION 1213 EAST OAKTON STREET ARLINGTON HEIGHTS, IL 60004-5099	N/A PUBLIC	CHARITABLE	100.
MASSAGE THERAPY FOUNDATION 500 DAVIS STREET, STE 900 EVANSTON, IL 60201-4695	N/A PUBLIC	CHARITABLE	250.
LEUKEMIA RESEARCH FOUNDATION 3520 LAKE AVE, STE 202 WILMETTE, IL 60091	N/A PUBLIC	CHARITABLE RESEARCH	100.
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY ROAD WINNETKA, IL 60093-4094	N/A PUBLIC	CHARITABLE	700.
MACCABI USA 1926 ARCH ST STE 4R PHILADELPHIA, PA 19103	N/A PUBLIC	CHARITABLE	1,400.
DASH TO CURE DIABETES 60 EAST STATE PARKWAY SCHAUMBURG, IL 60173	N/A PUBLIC	CHARITABLE	100.
JOBS FOR YOUTH 17 NORTH STATE STREET, 6TH FLOOR CHICAGO, IL 60602-3315	N/A PUBLIC	CHARITABLE	250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOUGLAS HUDSON SR BILTMORE SCHOLARSHIP FUND 160 BILTMORE DR. BARRINGTON, IL 60010	N/A EXEMPT	CHARITABLE/SCHOLARSHIPS	100.
BISONCARES 3850 OHIO AVEN ST. CHARLES, IL 60174	N/A PUBLIC	CHARITABLE	250.
CANCER WELLNESS CENTERS 215 REVERE DR. NORTHBROOK, IL 60062	N/A PUBLIC	CHARITABLE	200.
RABINE GROUP FOUNDATION P.O. BOX 370 SPRING GROVE, IL 60081	N/A PUBLIC	CHARITABLE	18,800.
ALBERT & CHARLOTTE MIGDOW CHARITABLE FUND 3070 PHEASANT CIRCLE DRIVE, UNIT 204 NORTHBROOK, IL 60002	N/A PUBLIC	CHARITABLE	100.
GRANT A WISH P.O. BOX 17698 CHICAGO, IL 60617	N/A PUBLIC	CHARITABLE	500.
SOUTH SIDE MISSION 1127 SOUTH LARAMIE ST. PEORIA, IL 61605	N/A PUBLIC	CHARITABLE	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
		TOTAL CONTRIBUTIONS PAID	127,705.