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

OMB No 1545-0052

2008Department of the Treasury
Internal Revenue Service (77)**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2008, or tax year beginning** 10/01, **2008, and ending** 9/30, **2009****G** Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.Version Foundation
c/o Judi Version
10640 Hollow Tree Road
Orland Park, IL 60462**A** Employer identification number

36-6057362

B Telephone number (see the instructions)

708/367-8012

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: ☒ 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, column (c), line 16)

>\$ 120,299.

J Accounting method: ☒ 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 the instructions).)**(a)** Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

2,108.

2,108.

2,108.

4 Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

-18,367.

b Gross sales price for all assets on line 6a

69,896.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

0.

9 Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12** Total. Add lines 1 through 11

-16,259.

2,108.

2,108.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) See St 1

1,215.

c Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule) See Stmt 2

25.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 3

172.

24 Total operating and administrative expenses. Add lines 13 through 23

1,412.

25 Contributions, gifts, grants paid Part XV

2,006.

26 Total expenses and disbursements. Add lines 24 and 25

3,418.

0.

0.

2,006.

27 Subtract line 26 from line 12:**a** Excess revenue over expenses and disbursements

-19,677.

b Net investment income (if negative, enter -0-).

2,108.

c Adjusted net income (if negative, enter -0-)

2,108.

SCANNED MAR 11 2010

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES

610
RECEIVED
02/17/2010
FRESNO, CA

17

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	5,365.	6,951.	6,951.
	2 Savings and temporary cash investments	40,262.	61,017.	61,017.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)			
	b Investments — corporate stock (attach schedule)	88,264.	46,246.	52,331.
	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 instructions. Also, see page 1, item I)	133,891.	114,214.	120,299.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 ASSET 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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	133,891.	114,214.	
	30 Total net assets or fund balances (see the instructions)	133,891.	114,214.	
	31 Total liabilities and net assets/fund balances (see the instructions)	133,891.	114,214.	

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	133,891.
2 Enter amount from Part I, line 27a	2	-19,677.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	114,214.
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	114,214.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a (see attached)		P	Various	Various
b (see attached)		P	Various	Various
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 17,233.		21,026.	-3,793.
b 52,663.		67,237.	-14,574.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-3,793.
b			-14,574.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-18,367.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	-18,367.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	9,825.	123,753.	0.079392
2006	8,890.	139,584.	0.063689
2005	8,820.	141,069.	0.062523
2004	11,069.	138,140.	0.080129
2003	8,785.	137,823.	0.063741

2 Total of line 1, column (d)	2	0.349474
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	0.069895
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	75,602.
5 Multiply line 4 by line 3	5	5,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21.
7 Add lines 5 and 6	7	5,305.
8 Enter qualifying distributions from Part XII, line 4	8	2,006.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	42.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	42.
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	42.
6 Credits/Payments:			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		42.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ... \$ 0. (2) On foundation managers ... \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Form 990-PF (2008)

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Judi Verson</u> Telephone no <u>708/460-3102</u> Located at <u>10640 Hollow Tree Road Orland Park IL</u> ZIP + 4 <u>60462</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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
1 a 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? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
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 the instructions.)	2 b	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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3 a 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 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2008)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b 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? ☐ Yes ☒ No

7b N/A

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
Judi Verson 10640 Hollow Tree Road Orland Park, IL 60462	President 0	0.	0.	0.
David Verson Banks 10640 Hollow Tree Road Orland Park, IL 60462	Vice-President 0 Secretary Treasurer	0.	0.	0.
David C. Verson II 7179 Hunters Creek Drive Dayton, OH 45459	Secretary 0	0.	0.	0.
Kimberly Floss 17359 Elk Drive Orland Park, IL 60467	Director 0	0	0	0

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2008)

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	46,615.
b Average of monthly cash balances	1b	30,138.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	76,753.
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	76,753.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,151.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,602.
6 Minimum investment return. Enter 5% of line 5	6	3,780.

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	3,780.
2a Tax on investment income for 2008 from Part VI, line 5	2a	42.
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	42.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,738.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,738.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,738.

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	2,006.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,006.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,006.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,738.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	1,913.			
b From 2004	4,418.			
c From 2005	2,130.			
d From 2006	2,320.			
e From 2007	3,687.			
f Total of lines 3a through e	14,468.			
4 Qualifying distributions for 2008 from Part XII, line 4: \$	2,006.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2008 distributable amount.				2,006.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a).)	1,732.			1,732.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	12,736.			
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 2007. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				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 2003 not applied on line 5 or line 7 (see instructions)	181.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	12,555.			
10 Analysis of line 9:				
a Excess from 2004	4,418.			
b Excess from 2005	2,130.			
c Excess from 2006	2,320.			
d Excess from 2007	3,687.			
e Excess from 2008				

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 4				
Total			3a	2,006.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in the instructions for line 13 to verify calculations)

Verson Foundation
c/o Judi Verson

36-6057362

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ballen & Company	\$ 1,215.			
Total	\$ 1,215.	\$ 0.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	\$ 25.			
Total	\$ 25.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Fees	\$ 30.			
Filing Fees - state of Illinois	110.			
Postage	32.			
Total	\$ 172.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Reform Jewish Appeal 633 Third Ave. New York, NY 10017	None	501C3	General	\$ 100.
Channel 11-WTTW 5400 North St. Louis Ave Chicago, IL 60625	None	501C3	General	60.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Illinois Charity Bureau/IL AG 100 W. Randolph Chicago, IL 60601	None	501C3	General	\$ 15.
Downs Syndrome of Dallas 701 N. Central Expressway, Bldg. 5 Richardson, TX 75080	None	501C3	General	100.
Chicago Sinai Congregation 15 West Delaware Pl. Chicago, IL 60610	None	501C3	General	1,726.
PAWS 8301 W. 191st Street Tinley Park, IL	None	501C3	General	5.
Total				\$ <u>2,006.</u>

William Blair & Company L.L.C.
REALIZED GAINS AND LOSSES
Verson Foundation
409-91503
From 10-01-08 Through 9-30-08

Purchase Date	Sale Date	Quantity	Security	Gain Or Loss		
				Cost Basis	Proceeds	Short Term Long Term
5/16/2007	10/24/2008	60	LIFE TIME FITNESS INC COM	3,075.73	1,148.73	-1,927.00
2/1/2007	11/7/2008	10	APPLE INC COM	869.44	985.59	116.15
10/16/2007	11/7/2008	60	ADOBE SYS INC COM	2,794.59	1,475.39	-1,319.20
2/8/2008	11/7/2008	50	ALLIANCE DATA SYS CORP COM	2,798.55	2,520.48	-278.07
10/5/2007	11/7/2008	30	AFFILIATED MANAGERS	4,004.09	1,237.49	-2,766.60
11/6/1996	11/7/2008	40	BED BATH & BEYOND INC COM	298.47	922.39	623.92
10/4/2007	11/7/2008	90	BROOKDALE SR LIVING COM	3,725.64	539.09	-3,186.55
1/14/2008	11/7/2008	50	CELGENE CORP COM	2,775.23	3,036.48	261.25
5/19/2006	11/7/2008	50	ROCKWELL COLLINS INC COM	2,770.49	1,728.99	-1,041.50
10/4/2007	11/7/2008	50	CVS CAREMARK CORP COM	1,973.02	1,513.49	-459.53
12/11/2001	11/7/2008	33	CVS CAREMARK CORP COM	311.01	998.90	687.89
5/11/2004	11/7/2008	30	DANAHER CORP DEL COM	1,366.34	1,697.09	330.76
4/12/2007	11/7/2008	60	ECOLAB INC COM	2,691.65	2,187.58	-504.07
3/11/2008	11/7/2008	50	EXPRESS SCRIPTS INC. CL A	2,947.79	2,964.48	16.69
10/26/2000	11/7/2008	80	FASTENAL CO COM	1,048.99	2,843.98	1,794.99
12/10/2007	11/7/2008	50	FISERV INC COM	2,793.52	1,647.49	-1,146.03
6/2/2008	11/7/2008	60	FLIR SYS INC COM	2,360.85	1,778.49	-582.36
7/12/2007	11/7/2008	70	GILEAD SCIENCES INC COM	2,824.63	3,170.98	346.35
5/22/2008	11/7/2008	20	GAMESTOP CORP CL A	985.52	498.00	-487.52
11/6/2007	11/7/2008	50	GAMESTOP CORP CL A	2,948.25	1,244.99	-1,703.26
10/8/2007	11/7/2008	30	GLOBAL PMTS INC COM	1,345.67	1,239.89	-105.78
6/13/2000	11/7/2008	50	GLOBAL PMTS INC COM	283.97	2,066.49	1,782.52
8/9/2007	11/7/2008	10	GOLDMAN SACHS GROUP COM	1,859.07	767.39	-1,091.68
5/30/2008	11/7/2008	50	GENOPTIX INC COM	1,395.92	1,838.48	442.56
5/1/2008	11/7/2008	40	HOLOGIC INC COM	998.56	509.20	-489.36

10/24/2007	11/7/2008	80 HOLOGIC INC COM	2,723.59	1,018.39	-1,705.20
1/5/2007	11/7/2008	70 HEALTHWAYS INC COM	3,227.31	719.59	-2,507.72
3/19/2008	11/7/2008	20 INTERCONTINENTALEXCHANGE COM	2,507.24	1,527.79	-979.45
4/6/2001	11/7/2008	90 INTUIT COM	1,349.60	2,158.18	808.58
7/15/1999	11/7/2008	142 IRON MTN INC PA COM	1,342.02	3,335.56	1,993.54
8/21/2006	11/7/2008	160 J2 GLOBAL COMMUNICATNS COM NI	3,994.25	2,623.98	-1,370.27
6/9/2005	11/7/2008	75 KNIGHT TRANSN INC COM	1,170.00	1,050.35	-119.65
4/21/2004	11/7/2008	135 KNIGHT TRANSN INC COM	1,521.39	1,890.64	369.25
7/18/1997	11/7/2008	30 LOWES COS INC COM	137.32	584.09	446.77
2/28/2007	11/7/2008	30 PRECISION CASTPARTS CP COM	2,778.86	1,666.19	-1,112.67
11/8/2002	11/7/2008	70 RESMED INC COM	1,187.83	2,443.68	1,255.85
5/16/2008	11/7/2008	50 SCANSOURCE, INC	1,463.31	912.49	-550.82
8/27/2007	11/7/2008	80 SILICON LABORATORIES COM	2,841.50	1,928.78	-912.72
4/4/2001	11/7/2008	45 STATE STR CORP COM	1,321.68	1,854.23	532.55
5/19/2006	11/7/2008	40 SUNCOR ENERGY INC COM	1,542.17	841.99	-700.18
7/20/2007	11/7/2008	80 VISTAPRINT LIMITED SHS	3,130.41	1,275.99	-1,854.42
4/25/2006	11/7/2008	100 WEATHERFORD INTL INC COM	2,674.38	1,475.99	-1,198.39
6/27/2006	11/7/2008	40 ZEBRA TECHNOLOGIES CP CL A	1,368.30	757.59	-610.71
2/24/1998	11/7/2008	67 ZEBRA TECHNOLOGIES CP CL A	735.76	1,268.97	533.21

TOTAL GAINS

720.50 11,622.32

TOTAL LOSSES

-4,513.61 -26,197.10

TOTAL PORTFOLIO

88,263.91 69,896.02 -3,793.11 -14,574.78

TOTAL GAINS

0.00 0.00

TOTAL LOSSES

0.00 0.00

TOTAL ASSETS NOT UNDER FEE

0.00 0.00 0.00 0.00

TOTAL REALIZED GAINS/LOSSES

-18,367.89