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 11/01 , 2008, and ending 10/31, 20 09

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: FRANKEL JULIUS N FOUNDATION 110010677666

Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 16W

Room/suite:

City or town, state, and ZIP code: CHICAGO, IL 60603

A Employer identification number 36-6765844

B Telephone number (see page 10 of the instructions) (312) 461-7271

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)* ▶ $ 45,235,679.

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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,522,318.	1,522,318.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	663,900.			
	b Gross sales price for all assets on line 6a 3,942,306.				
	7 Capital gain net income (from Part IV, line 2)		663,900.		
	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	2,186,218.	2,186,218.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	387,413.	171,206.		216,207.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	1,750.	875.	NONE	875.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	16,173.	10,173.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	765.			765.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	406,101.	182,254.	NONE	217,847.
	25 Contributions, gifts, grants paid	1,985,000.			1,985,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,391,101.	182,254.	NONE	2,202,847.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-204,883.			
	b **Net investment income** (if negative, enter -0-)		2,003,964.		
	c **Adjusted net income** (if negative, enter -0-)				

INTERNAL REVENUE SERVICE
FIELD ASSISTANCE
ORLAND PARK, IL 60462
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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	4,466,792.	2,126,123.	2,126,123.
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)	1,284,917.	269,066.	282,480.
b	Investments - corporate stock (attach schedule)	11,837,192.	13,981,575.	35,808,395.
c	Investments - corporate bonds (attach schedule)	6,128,380.	6,123,464.	5,899,732.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)		1,000,000.	1,118,182.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)		767.	767.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	23,717,281.	23,500,995.	45,235,679.
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. ▶ X			
27	Capital stock, trust principal, or current funds	23,717,281.	23,500,995.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	23,717,281.	23,500,995.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	23,717,281.	23,500,995.	

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	23,717,281.
2	Enter amount from Part I, line 27a	2	-204,883.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,512,398.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	11,403.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,500,995.

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	SEE PART IV DETAIL			
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** 663,900.

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	2,760,903.	54,205,147.	0.05093433286
2006	3,001,348.	57,849,718.	0.05188180865
2005	2,797,710.	53,233,731.	0.05255521166
2004	2,424,129.	52,002,644.	0.04661549517
2003	2,476,698.	51,227,969.	0.04834659754

2	**Total** of line 1, column (d)	2	0.25033344588
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	0.05006668918
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	40,826,585.
5	Multiply line 4 by line 3	5	2,044,052.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,040.
7	Add lines 5 and 6	7	2,064,092.
8	Enter qualifying distributions from Part XII, line 4	8	2,202,847.

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	20,040.
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	20,040.
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	20,040.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 38,429.		
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	38,429.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	18,389.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 18,389. **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		
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) ▶ STMT 8			
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)*

		Line	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	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 9 Telephone no ▶

Located at ▶ ZIP + 4 ▶

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 ▶ 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.

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

		Line	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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ________ , ________ , ________ , ________

		Line	Yes	No
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		

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

		Line	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		
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	[X] 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	[X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes	[X] 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	[X] 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	[X] 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	
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	[X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			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	[X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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 10		387,413.	-0-	-0-

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		NONE	NONE	NONE

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

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

3 Five highest-paid independent contractors for professional services (see 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		NONE

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see 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	37,529,835.
b	Average of monthly cash balances	1b	3,918,475.
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	41,448,310.
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	41,448,310.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	621,725.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,826,585.
6	**Minimum investment return.** Enter 5% of line 5	6	2,041,329.

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	2,041,329.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	20,040.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	20,040.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,021,289.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,021,289.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,021,289.

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	2,202,847.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,202,847.
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	20,040.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,182,807.

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				2,021,289.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			1,831,420.	
b	Total for prior years 20 06 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2008:				
a	From 2003 ... NONE				
b	From 2004 ... NONE				
c	From 2005 ... NONE				
d	From 2006 ... NONE				
e	From 2007 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 2,202,847.				
a	Applied to 2007, but not more than line 2a			1,831,420.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2008 distributable amount				371,427.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see 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				1,649,862.
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)	NONE			
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2004 ... NONE				
b	Excess from 2005 ... NONE				
c	Excess from 2006 ... NONE				
d	Excess from 2007 ... NONE				
e	Excess from 2008 ... NONE				

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 ▶ ☐ 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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

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 25				
Total . . . . ▶ **3a**				1,985,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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			14	1,522,318.	
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	663,900.	
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)				2,186,218.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,186,218.

(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

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

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: 11/25/2010 — Title: Harris, N.A., Trustee

Paid Preparer's Use Only

Preparer's signature	Date 1/12/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) 30001076
Firm's name (or yours if self-employed), address, and ZIP code	FRIEDMAN & HUEY ASSOCIATES LLP 1313 WEST 175TH STREET HOMEWOOD, IL 60430		EIN ▶ 36-3382360 Phone no. 708-799-6800

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					292,704.	
		10348. AMERICAN INT'L GROUP INC PROPERTY TYPE: SECURITIES					02/26/2002	06/22/2009
14,487.00		469,593.00					-455106.00	
		3300. BURLINGTON NORTHERN SANTA FE PROPERTY TYPE: SECURITIES					05/24/1982	06/22/2009
237,373.00		32,519.00					204,854.00	
		500000. CITICORP MEDIUM TERM NOTES SER F PROPERTY TYPE: SECURITIES					06/18/1999	11/15/2008
500,000.00		500,000.00						
		10000. CITIGROUP CAPITAL VIII CAP SECS 6 PROPERTY TYPE: SECURITIES					10/10/2001	07/15/2009
164,688.00		249,688.00					-85,000.00	
		6300. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES					08/18/1986	06/22/2009
436,659.00		41,553.00					395,106.00	
		250000. FFCB 3.700% 10/1 PROPERTY TYPE: SECURITIES					10/06/2008	10/14/2009
250,000.00		250,000.00						
		250000. FHLB 3.625% 8/1 PROPERTY TYPE: SECURITIES					10/08/2008	05/19/2009
250,000.00		250,000.00						
		250000. FHLB 3.800% 10/1 PROPERTY TYPE: SECURITIES					10/06/2008	04/15/2009
250,000.00		250,000.00						
		250000. FHLB 3.000% 10/1 PROPERTY TYPE: SECURITIES					10/06/2008	04/15/2009
250,000.00		250,000.00						
		237.87 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	11/15/2008
238.00		243.00					-5.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		282.25 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	12/15/2008
282.00		288.00					-6.00	
		5457.16 GNMA PL #623006 5.500% 12/1 PROPERTY TYPE: SECURITIES					12/17/2003	01/15/2009
5,457.00		5,576.00					-119.00	
		232.52 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	02/15/2009
233.00		238.00					-5.00	
		235.13 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	03/15/2009
235.00		240.00					-5.00	
		4775.66 GNMA PL #623006 5.500% 12/1 PROPERTY TYPE: SECURITIES					12/17/2003	04/15/2009
4,776.00		4,880.00					-104.00	
		228.4 GNMA PL #623006 5.500% 12/15/ PROPERTY TYPE: SECURITIES					12/17/2003	05/15/2009
228.00		233.00					-5.00	
		255.4 GNMA PL #623006 5.500% 12/15/ PROPERTY TYPE: SECURITIES					12/17/2003	06/15/2009
255.00		261.00					-6.00	
		256.67 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	07/15/2009
257.00		262.00					-5.00	
		236.91 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	08/15/2009
237.00		242.00					-5.00	
		232.04 GNMA PL #623006 5.500% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	09/15/2009
232.00		237.00					-5.00	
		228.2 GNMA PL #623006 5.500% 12/15/ PROPERTY TYPE: SECURITIES					12/17/2003	10/15/2009
228.00		233.00					-5.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		236.11 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	11/15/2008
236.00		233.00					3.00	
		233.81 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	12/15/2008
234.00		231.00					3.00	
		243.7 GNMA PL #625550 5.000% 12/15/ PROPERTY TYPE: SECURITIES					12/17/2003	01/15/2009
244.00		241.00					3.00	
		241.96 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	02/15/2009
242.00		239.00					3.00	
		287.87 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	03/15/2009
288.00		284.00					4.00	
		235.7 GNMA PL #625550 5.000% 12/15/ PROPERTY TYPE: SECURITIES					12/17/2003	04/15/2009
236.00		233.00					3.00	
		238.88 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	05/15/2009
239.00		236.00					3.00	
		252.37 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	06/15/2009
252.00		249.00					3.00	
		243.43 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	07/15/2009
243.00		240.00					3.00	
		243.77 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	08/15/2009
244.00		241.00					3.00	
		247.22 GNMA PL #625550 5.000% 12/15 PROPERTY TYPE: SECURITIES					12/17/2003	09/15/2009
247.00		244.00					3.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		249.19 GNMA PL #625550 5.000% 12/15					12/17/2003	10/15/2009
		PROPERTY TYPE: SECURITIES						
249.00		246.00					3.00	
		10000. KEYCORP CAPITAL X 8.000% PFD					02/25/2008	07/15/2009
		PROPERTY TYPE: SECURITIES						
217,704.00		249,000.00					-31,296.00	
		24000. MOTOROLA INC					08/18/1986	06/22/2009
		PROPERTY TYPE: SECURITIES						
143,039.00		68,834.00					74,205.00	
		800. SEARS ROEBUCK 7.400% PFD					07/17/2003	11/05/2008
		PROPERTY TYPE: SECURITIES						
5,960.00		20,448.00					-14,488.00	
		3400. SEARS ROEBUCK 7.400% PFD					07/23/2003	11/06/2008
		PROPERTY TYPE: SECURITIES						
22,880.00		86,584.00					-63,704.00	
		1800. SEARS ROEBUCK 7.400% PFD					07/24/2003	11/12/2008
		PROPERTY TYPE: SECURITIES						
12,474.00		45,828.00					-33,354.00	
		.332 TIME WARNER INC					10/18/1999	04/07/2009
		PROPERTY TYPE: SECURITIES						
7.00		40.00					-33.00	
		1333. TIME WARNER INC					10/18/1999	06/22/2009
		PROPERTY TYPE: SECURITIES						
32,367.00		159,526.00					-127159.00	
		.68 TIME WARNER CABLE INC					10/18/1999	04/07/2009
		PROPERTY TYPE: SECURITIES						
19.00		107.00					-88.00	
		334. TIME WARNER CABLE INC					10/18/1999	06/22/2009
		PROPERTY TYPE: SECURITIES						
10,211.00		52,468.00					-42,257.00	
		2000. UNION PACIFIC CORPORATION					05/24/1982	06/22/2009
		PROPERTY TYPE: SECURITIES						
99,019.00		16,159.00					82,860.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2550. WELLPOINT INC PROPERTY TYPE: SECURITIES					02/22/2006	06/22/2009
124,056.00		200,321.00					-76,265.00	
		.0704 WELLS FARGO & COMPANY NEW COMMON S PROPERTY TYPE: SECURITIES					03/10/1999	01/20/2009
1.00		19.00					-18.00	
		12000. WYETH COMMON STOCK PROPERTY TYPE: SECURITIES					06/14/1983	10/16/2009
604,680.00		69,869.00					534,811.00	
TOTAL GAIN(LOSS)							663,900.	

• *Details of assets in your account*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
VIRTUS INSIGHT MONEY MARKET FUND I	1,191,397 810	1.0000	1,191,397 81	1,191,397 81	0 00	3,123 46	0 26%
VIRTUS INSIGHT MONEY MARKET FUND I (INCOME INVESTMENT)	934,725 030	1 0000	934,725 03	934,725 03	0 00	2,450 55	0 26%
TOTAL CASH & SHORT-TERM			$2,126,122.84	$2,126,122.84	$0 00	$5,574 01	26%
FIXED INCOME/LOW VOLATILITY							
U.S. government bonds							
GOVT NATL MTGE ASSN POOL #623006 30 YR GTD SINGLE FAMILY MORTGAGE DTD 12/01/2003 5.500% 12/15/2033 MOODYS: N/A S&P: N/A	135,368 040	106.2640	143,847.49	138,311 89	5,535 60	7,445 24	5 18%
GOVT NATL MTGE ASSN POOL #625550 30 YR GTD SINGLE FAMILY MORTGAGE DTD 12/01/2003 5 000% 12/15/2033 MOODYS: N/A S&P. N/A	132,383.120	104 7210	138,632.93	130,753.94	7,878 99	6,619 16	4 77%
ıl U.S. government bonds			$282,480.42	$269,065.83	$13,414 59	$14,064.40	4 98%
Corporate and other taxable							
Corporate							
BEAR STEARNS & CO DTD 11/06/2002 5 700% 11/15/2014 MOODYS: AA3 S&P. A +	250,000.000	108.6060	271,515 00	266,967.50	4,547 50	14,250 00	5 25%
BOEING CO DTD 03/13/2009 5.000% 03/15/2014 NON CALLABLE MOODYS: A2 S&P: A	200,000.000	108 7600	217,520 00	211,838.00	5,682 00	10,000 00	4 60%

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CATERPILLAR FINANCIAL SERVICES DTD 12/05/2005 5 050% 12/01/2010 NON-CALLABLE MOODYS: A2 S&P A	250,000 000	103.9630	259,907.50	249,155 00	10,752 50	12,625 00	4 86%
'O SYSTEMS INC DTD 02/22/2006 5 250% 02/22/2011 CALLABLE MOODYS: A1 S&P: A+	250,000.000	105.4370	263,592.50	250,300 00	13,292 50	13,125 00	4 98%
CONOCO FUNDING CO DTD 10/11/2001 6 350% 10/15/2011 MOODYS: A1 S&P: A	250,000.000	109 9320	274,830.00	273,480.00	1,350 00	15,875 00	5 78%
ELI LILLY & CO DTD 03/06/2009 4 200% 03/06/2014 NON CALLABLE MOODYS: A1 S&P. AA	250,000 000	106 1270	265,317 50	257,460 00	7,857 50	10,500 00	3 96%
GENERAL DYNAMICS CORP DTD 12/15/2008 5.250% 02/01/2014 NON CALLABLE MOODYS: A2 S&P A	250,000.000	109 3530	273,382.50	268,690 00	4,692 50	13,125 00	4 80%
IEYWELL INTERNATIONAL DTD 10/30/2001 6.125% 11/01/2011 NON CALLABLE MOODYS: A2 S&P: A	200,000.000	109 0570	218,114 00	219,574.00	-1,460 00	12,250.00	5 62%
HOUSEHOLD FINANCE CORPORATION DTD 07/21/2003 4.750% 07/15/2013 MOODYS: A3 S&P: A	250,000.000	103.9810	259,952.50	251,225 00	8,727 50	11,875 00	4 57%
IBM CORPORATION DTD 11/27/2002 4 750% 11/29/2012 MOODYS: A1 S&P: A+	250,000.000	108.4530	271,132.50	256,747.50	14,385 00	11,875 00	4.38%

SK

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
MCDONALD'S CORP MEDIUM TERM NOTE ˀ 02/29/2008 4.300% 03/01/2013 . ,.N CALLABLE MOODYS: A3 S&P A	200,000 000	106.1750	212,350.00	208,976 00	3,374 00	8,600 00	4.05%
ORACLE CORPORATION DTD 01/13/2006 5.000% 01/15/2011 NON CALLABLE MOODYS: A2 S&P: A	200,000.000	104.6970	209,394.00	209,900 00	-506.00	10,000.00	4 78%
UNITED TECHNOLOGIES CORP DTD 02/26/2001 6 350% 03/01/2011 CALLABLE MOODYS: A2 S&P· A	100,000.000	106.7610	106,761.00	107,431 00	-670 00	6,350 00	5.95%
WALT DISNEY COMPANY MEDIUM TERM NOTE DTD 12/22/2008 4.500% 12/15/2013 NON CALLABLE MOODYS: A2 S&P. A	250,000.000	107 2030	268,007.50	259,545.00	8,462 50	11,250 00	4 20%
national							
SYSCO INTL CO DTD 12/01/2002 6.100% 06/01/2012 NON CALLABLE MOODYS: A1 S&P A+	100,000.000	110.1270	110,127.00	109,433 00	694.00	6,100 00	5 54%
Preferred							
BAC CAPITAL TRUST III 7 000% PREFERRED DUE 08/15/2032	10,000 000	20.7300	207,300.00	266,850 00	-59,550 00	17,500 00	8 44%
BANK OF AMERICA CORPORATION PREFERRED	7,500 000	14 9000	111,750.00	181,950.00	-70,200 00	5,752 50	5 15%
BNY CAPITAL V 5.950% PREFERRED DUE 05/01/2033	10,000.000	24.1000	241,000.00	251,200.00	-10,200.00	14,870 00	6 17%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
GENERAL ELECTRIC CAPITAL CORP 5 875% PREFERRED DUE 02/18/2033	15,000 000	22.9400	344,100.00	385,230 00	-41,130 00	22,035 00	6 40%
GEORGIA POWER COMPANY 6.000% PREFERRED DUE 10/15/2033	10,000 000	25.1353	251,353 00	250,000.00	1,353 00	15,000 00	5.97%
GOLDMAN SACHS GROUP INC 3.911% PREFERRED	7,500.000	21.0500	157,875.00	185,904.75	-28,029.75	7,110 00	4 50%
JP MORGAN CHASE 5.875% PREFERRED DUE 06/15/2033	10,000 000	21.7300	217,300.00	247,140.00	-29,840 00	14,690 00	6 76%
METLIFE INC VAR PREFERRED	7,500 000	20.1000	150,750.00	186,750.00	-36,000.00	7,665 00	5 08%
NATL RURAL UTILITY CFC 6 750% PREFERRED DUE 02/15/2043	10,000.000	25 0700	250,700.00	259,820.06	-9,120 06	16,880 00	6 73%
WELLS FARGO & COMPANY PREFERRED	10,000.000	24 4500	244,500.00	257,300 00	-12,800.00	20,000 00	8.18%
WELLS FARGO CAPITAL TRUST IV 7 000% PREFERRED DUE 09/01/2031	10,000 000	24.1200	241,200.00	250,597 00	-9,397 00	17,500 00	7.25%
Total Corporate and other taxable			$5,899,731.50	$6,123,463.81	-$223,732.31	$326,802.50	5 54%
Alternatives-Low Volatility							
Opportunistic low volatility							
PIMCO HIGH YIELD FUND INSTL CL	129,870.130	8.6100	1,118,181.82	1,000,000.00	118,181 82	88,051 95	7 88%
Total Alternatives-Low Volatility			$1,118,181.82	$1,000,000 00	$118,181.82	$88,051.95	7.87%
TOTAL FIXED INCOME/LOW VOLATILITY			$7,300,393.74	$7,392,529.64	-$92,135.90	$428,918.85	5.88%
EQUITY/HIGH VOLATILITY							
U.S. equity							

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• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AMEREN CORP Utilities	AEE	7,200.000	24.3400	175,248.00	172,288.80	2,959.20	11,088 00	6 33%
, JEN INC Health care	AMGN	8,500.000	53.6200	455,770.00	499,545.00	-43,775 00	0 00	0 00%
AON CORP Financials	AOC	18,625 000	38.5100	717,248 75	51,818.89	665,429 86	11,175 00	1 56%
AT & T INC Telecommunication services	T	32,080 000	25.6700	823,493 60	383,435.25	440,058 35	52,611 20	6 39%
BANK AMERICA CORP Financials	BAC	16,840.000	14.5800	245,527.20	149,982 19	95,545 01	673 60	0 27%
BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT Energy	BP	26,600.000	56.6200	1,506,092.00	253,010.66	1,253,081.34	89,376 00	5 93%
BRASCAN LTD FRACTIONAL SCRIP CERTIFICATES *HF'D IN TRUST VAULT 0 20* .er assets		0 200	0 0000	0 00	0 00	0 00	0 00	0 00%
BURLINGTON NORTHN SANTA FE CORP Industrials	BNI	23,000.000	75 3200	1,732,360.00	226,645 83	1,505,714.17	36,800 00	2 12%
CHEVRON CORPORATION Energy	CVX	6,500 000	76 5400	497,510 00	430,639 30	66,870.70	17,680.00	3 55%
COCA COLA CO Consumer staples	KO	14,000 000	53.3100	746,340 00	25,774.58	720,565 42	22,960 00	3 08%
COLGATE PALMOLIVE CO Consumer staples	CL	20,000 000	78 6300	1,572,600 00	49,312 50	1,523,287 50	35,200 00	2 24%
CONOCOPHILLIPS Energy	COP	23,700 000	50.1800	1,189,266.00	54,559 64	1,134,706 36	47,400 00	3 99%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DEERE & CO Industrials	DE	11,904 000	45 5500	542,227 20	58,698 70	483,528 50	13,332 48	2 46%
DISNEY WALT CO NEW Consumer discretionary	DIS	10,000 000	27.3700	273,700.00	227,777 00	45,923 00	3,500.00	1 28%
DOW CHEMICAL COMPANY Materials	DOW	29,268 000	23.4800	687,212.64	165,040 00	522,172 64	17,560 80	2 55%
DU PONT E I DE NEMOURS & CO Materials	DD	13,516 000	31.8200	430,079 12	79,631 77	350,447 35	22,166 24	5 15%
EXELON CORP Utilities	EXC	5,000 000	46 9600	234,800 00	246,747 50	-11,947 50	10,500 00	4 47%
EXXON MOBIL CORPORATION Energy	XOM	40,000.000	71.6700	2,866,800.00	228,998 57	2,637,801 43	67,200 00	2 34%
FPL GROUP INC Utilities	FPL	10,000.000	49.1000	491,000.00	203,226.94	287,773 06	18,900 00	3.85%
GENERAL ELECTRIC CORP Industrials	GE	64,800.000	14.2600	924,048.00	175,178 75	748,869 25	25,920 00	2 80%
' "EL CORP ormation technology	INTC	50,000 000	19.1100	955,500.00	1,238,155 00	-282,655 00	28,000 00	2 93%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	22,000 000	120 6100	2,653,420.00	466,722.88	2,186,697 12	48,400 00	1 82%
INTERNATIONAL SPACE CORP Other assets	2290T	10.000	0.0000	0.00	0 00	0.00	0 00	0 00%
JOHNSON & JOHNSON Health care	JNJ	4,500.000	59.0500	265,725.00	250,167 15	15,557 85	8,820.00	3 32%
JP MORGAN CHASE & CO Financials	JPM	22,200.000	41.7700	927,294.00	105,587.50	821,706 50	4,440.00	0 48%

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• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
LILLY ELI & CO Health care	LLY	16,000.000	34.0100	544,160 00	210,740.00	333,420 00	31,360 00	5.76%
. CK & CO INC Health care	MRK	16,000 000	30.9300	494,880.00	225,411 30	269,468 70	24,320 00	4 91%
MICROSOFT CORP Information technology	MSFT	22,600.000	27.7300	626,698 00	591,109.00	35,589 00	11,752 00	1 88%
MONSANTO CO NEW Materials	MON	5,082.000	67.1800	341,408.76	3,366.65	338,042.11	5,386.92	1 58%
MORGAN COOPER IN Consumer discretionary	MCII	1.000	0 0000	0.00	1 01	-1 01	0 00	0 00%
PFIZER INC Health care	PFE	79,820.000	17 0300	1,359,334.60	326,813.54	1,032,521 06	51,084 80	3 76%
PROCTER & GAMBLE CO Consumer staples	PG	17,500.000	58.0000	1,015,000.00	928,550 00	86,450.00	30,800 00	3.03%
PROGRESS ENERGY INC ties	PGN	9,000.000	37.5300	337,770.00	298,792 08	38,977 92	22,320.00	6 61%
QUALCOMM INC Information technology	QCOM	5,000.000	41 3300	206,650.00	222,789.50	-16,139 50	3,400 00	1 64%
REMEDCO INC *HELD IN TRUST VAULT 1 000.00* Health care		1,000 000	0.0000	0.00	125.00	-125 00	0 00	0 00%
TARGET CORP Consumer discretionary	TGT	43,200.000	48.4300	2,092,176.00	245,916 00	1,846,260 00	29,376 00	1 40%
TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT Health care	TEVA	10,300.000	50.4800	519,944.00	485,867.12	34,076.88	4,635 00	0.89%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNION PAC CORP Industrials	UNP	6,000.000	55.1400	330,840.00	48,475.84	282,364 16	6,480 00	1 96%
US BANCORP NEW Financials	USB	73,979.000	23.2200	1,717,792 38	232,563 45	1,490,752.97	14,795 80	0 86%
VʟʀIZON COMMUNICATIONS Telecommunication services	VZ	22,000.000	29.5900	650,980 00	342,704 16	308,275 84	41,800 00	6 42%
WAL MART STORES INC Consumer staples	WMT	5,000.000	49.6800	248,400.00	242,449 50	5,950 50	5,450 00	2 19%
WELLS FARGO & CO Financials	WFC	12,816 000	27 5200	352,696.32	734,103 54	-381,407 22	2,563 20	0 73%
3M CO Industrials	MMM	5,500.000	73.5700	404,635.00	51,259 18	353,375 82	11,220 00	2 77%
Total U.S. equity				$32,156,626.57	$ 10,933,981 27	$21,228,169.34	$890,447 04	2 77%
International								
ACCENTURE PLC CL A Information technology	ACN	8,000.000	37.0800	296,640.00	249,191.20	47,448.80	6,000 00	2 02%
:RSOLL-RAND PLC ..dustrials	IR	25,200.000	31.5900	796,068.00	31,176 50	764,891 50	7,056 00	0 89%
T ROWE PRICE INSTITUTIONAL INTERNATIONAL EMERGING MARKETS FUND Emerging	IEMFX	24,276.261	25 0600	608,363.10	340,353.18	268,009 92	12,138 13	1 99%
TEMPLETON FOREIGN FUND Developed large cap	TFFAX	224,426.468	6 3200	1,418,375.28	1,926,872 92	-508,497 64	77,875 98	5 49%
Total International				$3,119,446.38	$2,547,593.80	$571,852.58	$103,070.11	3 30%

Commodities

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY X	CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX - COST	UNREALIZED = GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PIMCO COMMODITY REALRETURN STRATEGY FUND	PCRIX	65,963 061	8.0700	532,321.90	500,000 00	32,321 90	25,791 56	4 84%
mmodities								
Total Commodities				$532,321.90	$500,000.00	$32,321.90	$25,791 56	4 85%
TOTAL EQUITY/HIGH VOLATILITY				$35,808,394.85	$ 13,981,575.07	$21,832,343.82	$1,019,308 71	2.85%
TOTAL ASSETS IN YOUR ACCOUNT				$45,234,911.43	$ 23,500,227.55	$21,740,207.92	$1,453,801.57	3.21%

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT & T INC	52,290.	52,290.
AMEREN CORP	12,888.	12,888.
AON CORPORATION COMMON STOCK	11,175.	11,175.
BAC CAP TR VII GTD CAP SECS 7%	17,500.	17,500.
BP AMOCO PLC SPONSORED ADR	89,376.	89,376.
BANK AMERICA CORP COMMON STOCK	5,894.	5,894.
BANK OF AMERICA CORPORATION PFD	4,266.	4,266.
BEAR STEARNS & CO 5.700% 11/15/14	14,250.	14,250.
BNY CAPITAL V 5.950% PFD	14,875.	14,875.
BOEING CO 5.000% 3/15/14	2,083.	2,083.
BURLINGTON NORTHERN SANTA FE	40,760.	40,760.
CATERPILLAR FIN 5.050% 12/01/10	12,625.	12,625.
CHEVRON TEXACO INC COMMON STOCK	4,420.	4,420.
CISCO SYSTEMS INC 5.250% 2/22/11	13,125.	13,125.
CITICORP MEDIUM TERM NOTES SER F	36,243.	36,243.
CITIGROUP CAPITAL VIII CAP SECS 6.95% TR	13,031.	13,031.
COCA COLA COMPANY COMMON STOCK	22,540.	22,540.
COLGATE-PALMOLIVE CO	33,600.	33,600.
CONOCOPHILLIPS	44,556.	44,556.
CONOCO FUNDING COMPANY NOTES	4,807.	4,807.
DEERE & CO	13,332.	13,332.
DOW CHEM CO	25,463.	25,463.
DU PONT E I DE NEMOURS & COMPANY COMMON	22,166.	22,166.
EXELON CORPORATION COMMON STOCK	2,625.	2,625.
EXXON MOBIL CORP COMMON STOCK	73,286.	73,286.
FPL GROUP INC COMMON STOCK	18,625.	18,625.
FFCB 3.700% 10/14/11	9,250.	9,250.
FHLB 3.625% 8/19/11	5,538.	5,538.
FHLB 3.800% 10/15/10	4,750.	4,750.
FHLB 3.000% 10/15/09	3,750.	3,750.
GNMA PL #623006 5.500% 12/15/33	7,727.	7,727.
GNMA PL #625550 5.000% 12/15/33	6,700.	6,700.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL DYNAMICS 5.250% 2/01/14	1,276.	1,276.
GENERAL ELECTRIC COMPANY COMMON STOCK	53,136.	53,136.
GE CAPITAL CORP 5.875% PFD	22,031.	22,031.
GEORGIA POWER CO 6.000% PFD	15,000.	15,000.
GOLDMAN SACHS GROUP INC 3.911% PFD	7,109.	7,109.
HOUSEHOLD FIN CORP 4.750% 7/15/13	11,875.	11,875.
INTEL CORPORATION COMMON STOCK	28,000.	28,000.
IBM CORP	46,200.	46,200.
IBM CORP 4.750% 11/29/12	11,875.	11,875.
J P MORGAN CHASE & COCOMMON STOCK	10,656.	10,656.
JP MORGAN CHASE 5.875% PFD	14,688.	14,688.
JOHNSON & JOHNSON COMMON STOCK	2,205.	2,205.
KEYCORP CAPITAL X 8.000% PFD	15,000.	15,000.
LILLY ELI & COMPANY COMMON STOCK	31,040.	31,040.
ELI LILLY & CO 4.200% 3/06/14	2,042.	2,042.
MCDONALD'S CORP MTN 4.300% 3/01/13	1,481.	1,481.
MERCK & CO INC	24,320.	24,320.
MERRILL LYNCH & CO INC 3.000% PFD	1,706.	1,706.
METLIFE INC VAR PFD	7,604.	7,604.
MICROSOFT CORP	9,802.	9,802.
MONSANTO CO NEW COMMON STOCK	5,260.	5,260.
MOTOROLA INC	1,200.	1,200.
NATL RURAL UTIL 6.750% PFD	16,875.	16,875.
ORACLE CORP 5.000% 1/15/11	444.	444.
PIMCO FDS PAC INVT MGMT SER HIGH YIELD F	96,320.	96,320.
PFIZER INC COMMON STOCK	65,280.	65,280.
T ROWE PRICE INST INTL EMER MKTS FD	13,416.	13,416.
PROCTER AND GAMBLE COMPANY	29,400.	29,400.
PROGRESS ENERGY INC COMMON STOCK	22,275.	22,275.
QUALCOMM, INC.	850.	850.
SEARS ROEBUCK 7.400% PFD	2,775.	2,775.
TARGET CORP COMMON STOCK	28,080.	28,080.
TEMPLETON FDS INC FOREIGN FD ADVISOR CL	58,927.	58,927.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEVA PHARMACEUTICAL ADR	3,736.	3,736.
3M COMPANY COMMON STOCK	11,165.	11,165.
TIME WARNER INC NEW	500.	500.
TIME WARNER INC	250.	250.
US BANCORP COMMON STOCK	42,538.	42,538.
UNION PACIFIC CORPORATION	8,100.	8,100.
UNITED TECHNOLOGIES CORP NOTES	1,094.	1,094.
VERIZON COMMUNICATIONS COMMON STOCK	40,480.	40,480.
VIRTUS INSIGHT MONEY MARKET FD I	38,946.	38,946.
WACHOVIA CORP 2ND NEW COMMON STOCK	707.	707.
WACHOVIA CORP 8.000% PFD SER J	5,000.	5,000.
WAL-MART STORES INC	1,363.	1,363.
WELLS FARGO & COMPANY NEW COMMON STOCK	9,039.	9,039.
WELLS FARGO & CO PFD	15,000.	15,000.
WELLS FARGO CAP TRUST IV GTD CAP SECS	17,500.	17,500.
WYETH COMMON STOCK	14,400.	14,400.
INGERSOLL RAND COMPANY CL A COMMON STOCK	9,072.	9,072.
INGERSOLL-RAND PLC	1,764.	1,764.
TOTAL	1,522,318.	1,522,318.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,750.	875.		875.
TOTALS	1,750.	875.	NONE	875.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	727.	727.
FEDERAL ESTIMATES - PRINCIPAL	6,000.	
FOREIGN TAXES ON QUALIFIED FOR	7,047.	7,047.
FOREIGN TAXES ON NONQUALIFIED	2,399.	2,399.
TOTALS	16,173.	10,173.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	750.	750.
OTHER NON-ALLOCABLE EXPENSE -	15.	15.
TOTALS	765.	765.

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCE		11,403.
	TOTAL	11,403.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IL

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: SUZANNE FLAVIN

ADDRESS: 111 W. MONROE STREET, TAX DIV 16W
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-7271

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

OFFICER NAME:
MR. JOHN L. GEORGAS
ADDRESS:
111. W. MONROE ST.,TAX DIVISION 16W
CHICAGO, IL 60603
TITLE:
CO-TRUSTEE
COMPENSATION .... 175,292.

OFFICER NAME:
HARRIS N.A.
ADDRESS:
111 W. MONROE ST.,TAX DIVISION 16W
CHICAGO, IL 60603
TITLE:
TRUSTEE
COMPENSATION .... 212,121.

TOTAL COMPENSATION: 387,413.

STATEMENT 10

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
THE FRANKEL FOUNDATION C/O HARRIS N.A.
ADDRESS:
111 W. MONROE STREET, TAX DIVISION 16W
CHICAGO, IL 60603
RECIPIENT'S PHONE NUMBER: 312-461-7271
FORM, INFORMATION AND MATERIALS:
THE FRANKEL FOUNDATION GIVES GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. CO-TRUSTEES REVIEW WRITTEN GRANT PROPOSALS ON A REGULAR BASIS, AND MEET TO DISCUSS GRANT REQUESTS AT LEAST FIVE TIMES PER YEAR
SUBMISSION DEADLINES:
PROPOSALS MAY BE SUBMITTED AT ANY TIME IN WRITING TO THE FRANKEL FOUNDATION ADMINISTRATOR.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO OPERA THEATER
ADDRESS:
70 E. LAKE STREET STE 540
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
CHICAGO CHAMBER MUSICIANS
ADDRESS:
180 N. STETSON AVENUE #1330
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COURT THEATRE
ADDRESS:
5535 S. ELLIS AVE
CHICAGO, IL 60637
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
WTTW CHANNEL 11
ADDRESS:
5400 N. ST. LOUIS AVE
CHICAGO, IL 60625
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
RAVINIA FESTIVAL
ADDRESS:
400 IRIS LANE
HIGHLAND PARK, IL 60035
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
JACKSONVILLE SYMPHONY ORCHESTRA
ADDRESS:
300 W. WATER STREET STE 200
JACKSONVILLE, FL 32202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 125,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO SYMPHONTY ORCHESTRA
ADDRESS:
220 S. MICHIGAN AVENUE
CHICAGO, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
JOBS FOR YOUTH, CHICAGO
ADDRESS:
50 E. WASHINGTON, 4TH FLOOR
CHICAGO, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CHICAGO YOUTH CENTERS
ADDRESS:
104 S. MICHIGAN AVENUE
CHICAGO, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LAWRENCE HALL YOUTH SERVICES
ADDRESS:
4833 N. FRANCISCO AVENUE
CHICAGO, IL 60625-3698
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
BUILD, INC.
ADDRESS:
1223 N. MILWAUKEE AVENUE
CHICAGO, IL 60642
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
METROPOLITAN FAMILY SERVICES
ADDRESS:
14 EAST JACKSON BLVD
CHICAGO, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
ENTERPRISING KITCHEN
ADDRESS:
4426 N RAVENSWOOD
CHICAGO, IL 60640
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
DEBORAH'S PLACE
ADDRESS:
2822 WEST JACKSON
CHICAGO, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MUSEUM OF CONTEMPORARY ART
ADDRESS:
220 E. CHICAGO AVE
CHICAGO, IL 60611-2604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO SHAKESPEARE THEATER
ADDRESS:
800 EAST GRAND AVE
CHICAGO, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
GLENWOOD SCHOOL
ADDRESS:
18700 S. HALSTED STREET
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
CHICAGO LIGHTHOUSE
ADDRESS:
1850 W. ROOSEVELT RD
CHICAGO, IL 60608-1298
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
REHABILITATION INSTITUTE OF CHICAGO
ADDRESS:
345 E. SUPERIOR STREET, STE 1640
CHICAGO, IL 60611-4496
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
THE UNIVERSITY OF CHICAGO
MEDICAL CENTER
ADDRESS:
5841 S. MARYLAND AVE
CHICAGO, IL 60637
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
HUBBARD STREET DANCE CHICAGO
ADDRESS:
1147 W. JACKSON BLVD
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LYRIC OPERA OF CHICAGO
ADDRESS:
20 N. WACKER DRIVE
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 155,000.

RECIPIENT NAME:
MUSIC OF THE BAROQUE
ADDRESS:
100 N. LASALLE ST. STE 1610
CHICAGO, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
THE GOODMAN THEATER
ADDRESS:
200 S. COLUMBUS DRIVE
CHICAGO, IL 60603-6402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 80,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHICAGO ARCHITECTURE FOUNDATION
ADDRESS:
224 S. MICHIGAN AVENUE
CHICAGO, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
STEPPENWOLF THEATRE COMPANY
ADDRESS:
1650 N. HALSTED STREET
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
THE NIGHT MINISTRY
ADDRESS:
4711 NORTH RAVENSWOOD AVE
CHICAGO, IL 60640
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
RECORDING FOR THE BLIND AND DYSLEXIC
ADDRESS:
20 ROSZEL ROAD
PRINCETON, NJ 08540
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MERCY HOME FOR BOYS AND GIRLS
ADDRESS:
1140 W. JACKSON BLVD
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
THRESHOLDS
ADDRESS:
4101 N. RAVENSWOOD AVE
CHICAGO, IL 60613
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ERIE FAMILY HEALTH
ADDRESS:
1701 W. SUPERIOR
CHICAGO, IL 60622
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CHICAGO YOUTH SYMPHONY ORCHESTRA
ADDRESS:
410 S. MICHIGAN AVENUE, ROOM 833
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SHEDD AQUARIUM
ADDRESS:
1200 S. LAKE SHORE DRIVE
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE JOFFREY BALLET OF CHICAGO
ADDRESS:
70 E. LAKE STREET STE 1300
CHICAGO, IL 60601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 80,000.

RECIPIENT NAME:
ST. MARY'S HOME
LITTLE SISTERS OF TEH POOR
ADDRESS:
2325 N. LAKEWOOD AVE
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
ST. VINCENT DE PAUL CENTER
ADDRESS:
2145 N. HALSTED STREET
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LITTLE BROTHERS FRIENDS OF THE
ELDERLY
ADDRESS:
355 N. ASHLAND AVE
CHICAGO, IL 60607-1019
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
H.O.M.E
ADDRESS:
5414B W. ROOSEVELT RD
CHICAGO, IL 60644
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
THE FIELD MUSEUM
ADDRESS:
1400 S. LAKE SHORE DRIVE
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HORIZON HOSPICE
ADDRESS:
833 W. CHICAGO AVE
CHICAGO, IL 60622
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
INFANT WELFARE SOCIETY OF CHICAGO
ADDRESS:
1931 N. HALSTED ST
CHICAGO, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

TOTAL GRANTS PAID: 1,985,000.