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

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply:  Initial return  Initial Return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>DREAM MAKERZ FOUNDATION</b>	A Employer identification number <b>20-5585809</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite <b>200</b>
	485 HALF DAY ROAD	
	City or town <b>BUFFALO GROVE</b>	State ZIP code <b>IL 60089</b>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
► \$ <b>1,587,794.</b>	(Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

**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)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	275.	275.	
	4 Dividends and interest from securities	10,630.	35,159.	
	5a Gross rents b Net rental income or (loss)		E-6a Stmt.	
	6a Net gain/(loss) from sale of assets not on line 10	-150,271.		
	b Gross sales price for all assets on line 6a	656,014.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances b Less Cost of goods sold			
A D M I N I S T R U T I V E O P E R A T I V E A N D E X P E N S E S S E S	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule) See Line 11 Stmt.	22,437.	-723.	
	12 Total. Add lines 1 through 11	-116,929.	34,711.	
	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	375.		375.
	b Accounting fees (attach sch)			
	c Other prof fees (attach sch)	17,040.		17,040.
	17 Interest			
	18 Taxes (attach schedule) See Line 18 Stmt		885.	
	19 Depreciation (attach sch) and depletion	197.		
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) See Line 23 Stmt	42.	817.	42.
	24 Total operating and administrative expenses. Add lines 13 through 23	17,654.	1,702.	17,457.
	25 Contributions, gifts, grants paid	55,000.		55,000.
	26 Total expenses and disbursements. Add lines 24 and 25	72,654.	1,702.	72,457.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0) c Adjusted net income (if negative, enter -0)	-189,583.	33,009.	

<b>Part II</b> 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
<b>ASSETS</b>	1	59,206.	92,211.	92,211.	
	2				
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b				
	c				
	11				
	12				
	13	L-13 Stmt	1,505,500.	1,728,784.	1,495,289.
	14	Land, buildings, and equipment basis L-14 Stmt	1,033.	739.	491.
Less accumulated depreciation (attach schedule)				294.	
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	2,010,872.	1,821,289.	1,587,794.	
<b>LIABILITIES</b>	17				
	18				
	19				
	20				
	21				
	22				
	23	<b>Total liabilities</b> (add lines 17 through 22)			
<b>NET ASSETS</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	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	2,010,872.	1,821,289.	
	30	<b>Total net assets or fund balances</b> (see the instructions)	2,010,872.	1,821,289.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	2,010,872.	1,821,289.	

**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	2,010,872.
2	Enter amount from Part I, line 27a	2	-189,583.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,821,289.
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	1,821,289.

**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)	
1 a FROM SCHEDULE K-1 - MF INTERNATIONAL EMERGING MRKTS FUND LLC		P	Various	Various	
b FROM SCHEDULE K-1 - MF LARGE CAP GROWTH FUND LLC		P	Various	Various	
c FROM SCHEDULE K-1 - MF LARGE CAP VALUE FUND LLC		P	Various	Various	
d FROM SCHEDULE K-1 - MF SMALL CAP GROWTH FUND LLC		P	Various	Various	
e See Columns (a) thru (d)					
(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	0.		6,973.	-6,973.	
b	0.		115,177.	-115,177.	
c	0.		69,104.	-69,104.	
d	0.		6,927.	-6,927.	
e	See Columns (e) thru (h)		78,043.	-66,142.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				-6,973.	
b				-115,177.	
c				-69,104.	
d				-6,927.	
e	See Columns (i) thru (l)	0.	0.	-66,142.	
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	-264,323.
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 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 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))
2008	88,877.	1,502,229.	0.059163
2007	30,004.	1,007,059.	0.029794
2006	0.	619,271.	0.000000
2005			
2004			

2 Total of line 1, column (d)	2	0.088957
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	0.029652
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,439,768.
5 Multiply line 4 by line 3	5	42,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	330.
7 Add lines 5 and 6	7	43,022.
8 Enter qualifying distributions from Part XII, line 4	8	72,457.

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 or determination letter _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 330.
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 ..	3 330.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4 0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5 330.
6	<b>Credits/Payments</b>	
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 .....	6a 10,365.
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 10,365.
8	Enter any <b>penalty</b> 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
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 10,035.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 1,035. Refunded	11 9,000.

**Part VII-A | Statements Regarding Activities**

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?	Yes X
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	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		
1 c	Did the foundation file <b>Form 1120-POL</b> 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 ► \$ _____	(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?	X
If 'Yes,' attach a detailed description of the activities		
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	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 <b>Form 990-T</b> for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	
If 'Yes,' attach the statement required by General Instruction T.		
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ►	
IL - Illinois		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X

**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 13 X

14 The books are in care of ► ERIC F. ACHEPOHL Telephone no ► (847) 883-9700  
Located at ► 485 HALF DAY RD., SUITE 200 BUFFALO GROVE IL ZIP + 4 ► 60089

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? X Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? □ Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) □ Yes  No

b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b X

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 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? □ Yes  No  
If 'Yes,' list the years ► 20\_\_ , 20\_\_ , 20\_\_ , 20\_\_

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions) 2b X

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20\_\_ , 20\_\_ , 20\_\_ , 20\_\_

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes  No

b If 'Yes,' did it have excess business holdings in 2009 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 2009) 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 2009? 4b X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?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?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)  Yes  No6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870  Yes  No7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDITH NAN JOY 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR/PRES 1.00	0.	0.	0.
BETHANY JO SHINER 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
JONATHAN TYLER BERNSTEIN 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		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				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

**Total number of others receiving over \$50,000 for professional services**

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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

Organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	
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	<hr/> <hr/>
2	<hr/>

All other program-related investments. See instructions

For other programs related to Section 107, see instructions  
**3** \_\_\_\_\_

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**Total:** Add lines 1 through 3

**BAA**

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Form 990-PF (2009)

**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
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d **Total** (add lines 1a, b, and c)
- e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3  
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	1,347,605.
1b	114,088.
1c	
1d	1,461,693.
1e	
2	
3	1,461,693.
4	21,925.
5	1,439,768.
6	71,988.

**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
- 2a Tax on investment income for 2009 from Part VI, line 5
- b Income tax for 2009. (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments. Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	71,988.
2a	330.
2b	
2c	330.
3	71,658.
4	
5	71,658.
6	
7	71,658.

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

1a	72,457.
1b	
2	
3a	
3b	
4	72,457.
5	330.
6	72,127.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				71,658.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			3,530.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004 0.				
b From 2005 0.				
c From 2006 0.				
d From 2007 0.				
e From 2008 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 72,457.				
a Applied to 2008, but not more than line 2a 3,530.				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount 68,927.				
e Remaining amount distributed out of corpus 0.				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 0.				
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 2,731.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 0.				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 0.				
10 Analysis of line 9:				
a Excess from 2005 0.				
b Excess from 2006 0.				
c Excess from 2007 0.				
d Excess from 2008 0.				
e Excess from 2009 0.				

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

N/A

<b>a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling	►			
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 4942(j)(5)	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year			
	Prior 3 years			
	<b>(a) 2009</b>	<b>(b) 2008</b>	<b>(c) 2007</b>	<b>(d) 2006</b>
				<b>(e) Total</b>
<b>b</b> 85% of line 2a.				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> 'Assets' alternative test – enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> 'Support' alternative test – enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

**Part XV** | **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

## 1 Information Regarding Foundation Managers:

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

JUDITH NAN JOI

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

**NONE**

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

Check here ▶  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

### c Any submission deadlines

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

**Part XVI** 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
<b>a Paid during the year</b>				
JEWISH COUNCIL FOR YOUTH SERVICES 100 N. LASALLE, SUITE 400 CHICAGO IL 60602		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	15,000.
POLARIS PROJECT PO BOB 77892 WASHINGTON DC 20013		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
MAKE-A-WISH FOUNDATION 640 N. LASALLE DR. SUITE 280 CHICAGO IL 60654		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
CHICAGO TRAINING CENTER PO BOX 7076 CHICAGO IL 60680		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
INVISIBLE CHILDREN 1620 5TH AVE SAN DIEGO CA 92101		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
THE ASSOCIATION OF HOLE IN THE WALL CAMPS 265 CHURCH ST., SUITE 503 NEW HAVEN CT 06510		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
PLAYWORKS 517 FOURTH STREET OAKLAND CA 94607		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA FUND PO BOX 827790 PHILADELPHIA PA 19162		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS SUPPORT ORGANIZATION'S PROGRAMS	5,000.
HEIFER INTERNATIONAL PO BOX 8058 LITTLE ROCK AK 72203		PUBLIC	SUPPORT ORGANIZATION'S PROGRAMS	5,000.
<b>Total</b>				► 3a 55,000.
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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			14	275.	
4 Dividends and interest from securities			14	10,630.	
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			14	-150,271.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME			14	22,437.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-116,929.	
13 Total Add line 12, columns (b), (d), and (e)					13 -116,929.

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

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

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

**a** Transfers from the reporting foundation to a noncharitable exempt organization of.

- (1) Cash
- (2) Other assets

### → Other transactions

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

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

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

**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

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.

11/12/10

TREASURER

SIGN

---

**Signature of officer or trustee**

Daf

—  
Title

Signature of filer or Justice		Date	File
Paid Pre- parer's Use Only	Preparer's signature	Date	Preparer's Identifying number (See Signature in the instrs)
	► 	11/11/10	Check if self- employed ► <input type="checkbox"/> P012/S756
	Firm's name (or yours if self- employed), address, and ZIP code	THE BENIDA GROUP LLC 485 HALF DAY ROAD SUITE #200 BUFFALO GROVE IL 60089	EIN ► 36-4232037 Phone no ► (847) 883-9700

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BAA

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**Form 990-PF (2009)**

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

OMB No 1545-0047

**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF

**2009**

Name of the organization <b>DREAM MAKERZ FOUNDATION</b>	Employer identification number <b>20-5585809</b>
Organization type (check one)	
Form 990 or 990-EZ	<b>Section:</b> <input type="checkbox"/> 501(c)( ____ ) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

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

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

**Special Rules —**

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

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

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

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990EZ, or 990-PF.****Schedule B** (Form 990, 990-EZ, or 990-PF) (2009)

Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<b>OTHER INCOME</b>	<b>22,437.</b>		
FROM SCHEDULE K-1 - MF INTERNATI		-161.	
FROM SCHEDULE K-1 - MF LARGE CAP		47.	
FROM SCHEDULE K-1 - MF SMALL CAP		10.	
FROM SCHEDULE K-1 - MF SMALL CAP		17.	
FROM SCHEDULE K-1 - MF INTERNATI		-636.	
<b>Total</b>	<b>22,437.</b>	<b>-723.</b>	

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>2008 ESTIMATED TAXES</b>				
FROM SCHEDULE K-1 INTERNATIONAL		223.		
FROM SCHEDULE K-1 - MF LARGE CAP		5.		
FROM SCHEDULE K-1 - MF LARGE CAP		657.		
FROM SCHEDULE K-1 - MF INTERNATI				
FROM SCHEDULE K-1 - MM SMALL CAP				
<b>Total</b>		<b>885.</b>		

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>POSTAGE, MAILING SERVICE</b>	<b>17.</b>			<b>17.</b>
<b>BUSINESS REGISTRATION</b>	<b>25.</b>			<b>25.</b>
FROM SCHEDULE K-1 - MF INTL EMER		51.		
FROM SCHEDULE K-1 - MF INTERNATI		738.		
FROM SCHEDULE K-1 - MF HIGH YIEL		2.		
FROM SCHEDULE K-1 - MF LARGE CAP		2.		
FROM SCHEDULE K-1 - MF LARGE CAP		2.		
FROM SCHEDULE K-1 - MF SMALL CAP		1.		
FROM SCHEDULE K-1 - MF SMALL CAP		1.		
FROM SCHEDULE K-1 - MF TAXABLE B		19.		
NORTHERN TRUST ACCNT #26-53314		1.		
<b>Total</b>	<b>42.</b>	<b>817.</b>		<b>42.</b>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (a) thru (d)**

(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)
FROM SCHEDULE K-1 - MF SMALL CAP VALUE FUND LLC	P	Various	Various
FROM SCHEDULE K-1 - MF INTERNATIONAL FUND LLC	P	Various	Various
FROM SCHEDULE K-1 - MF TAXABLE BOND FUND LLC	P	Various	Various
FROM SCHEDULE K-1 - MF HIGH YIELD DEBT FUND LLC	P	Various	Various
MFB NORTHERN FUNDS BD INDEX FD	P	Various	Various

Depreciation and Amortization  
(Including Information on Listed Property)

2009

Attachment  
Sequence No 67

Name(s) shown on return

DREAM MAKERZ FOUNDATION

Business or activity to which this form relates

Form 990-PF page 1

## Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	\$250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the <b>smaller</b> of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

## Part III MACRS Depreciation (Do not include listed property) (See instructions)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	197.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

## Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

## Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

## Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	197.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles )**

<b>24a</b> Do you have evidence to support the business/investment use claimed?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	<b>24b</b> If 'Yes,' is the evidence written?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
<b>(a)</b> Type of property (list vehicles first)	<b>(b)</b> Date placed in service	<b>(c)</b> Business/investment use percentage	<b>(d)</b> Cost or other basis	<b>(e)</b> Basis for depreciation (business/investment use only)	<b>(f)</b> Recovery period	<b>(g)</b> Method/Convention	<b>(h)</b> Depreciation deduction	<b>(i)</b> Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
27 Property used 50% or less in a qualified business use								
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1						29		

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)	<b>(a)</b> Vehicle 1		<b>(b)</b> Vehicle 2		<b>(c)</b> Vehicle 3		<b>(d)</b> Vehicle 4		<b>(e)</b> Vehicle 5		<b>(f)</b> Vehicle 6	
	Yes	No										
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>39</b> Do you treat all use of vehicles by employees as personal use?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions )	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

**Part VI Amortization**

<b>(a)</b> Description of costs	<b>(b)</b> Date amortization begins	<b>(c)</b> Amortizable amount	<b>(d)</b> Code section	<b>(e)</b> Amortization period or percentage	<b>(f)</b> Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
43 Amortization of costs that began before your 2009 tax year					
44 Total. Add amounts in column (f) See the instructions for where to report					

Name	Employer Identification Number	
DREAM MAKERZ FOUNDATION	20-5585809	
<b>Asset Information:</b>		
Description of Property:	3,984 SHS MFB NORTHERN FUNDS BD INDEX FD	
Date Acquired:	05/01/08	How Acquired
Date Sold:	03/02/09	Name of Buyer
Sales Price	40,000.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss)	-518.	Accumulation Depreciation
Description of Property:	2,468 SHS MFB NORTHERN FUNDS BD INDEX FD	
Date Acquired:	05/01/08	How Acquired
Date Sold	03/31/09	Name of Buyer
Sales Price	25,000.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	-99.	Accumulation Depreciation
Description of Property:	875 SHS MFB NORTHERN FUNDS BD INDEX FD	
Date Acquired	Various	How Acquired
Date Sold	08/27/09	Name of Buyer
Sales Price	9,035.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss)	142.	Accumulation Depreciation
Description of Property:	37,982 SHS MFB NORTHERN FUNDS BD INDEX FD	
Date Acquired:	Various	How Acquired
Date Sold	08/27/09	Name of Buyer
Sales Price:	391,979.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	11,920.	Accumulation Depreciation
Description of Property:	7,155 UNITS MF LARGE CAP GROWTH FUND	
Date Acquired:	01/02/09	How Acquired
Date Sold	01/30/09	Name of Buyer
Sales Price:	50,000.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	-31,758.	Accumulation Depreciation
Description of Property:	4,897 UNITS MF LARGE CAP GROWTH FUND	
Date Acquired:	01/02/09	How Acquired
Date Sold:	03/18/09	Name of Buyer
Sales Price:	30,000.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method
Total Gain (Loss):	-25,954.	Accumulation Depreciation
Description of Property:	2,952 UNITS MF LARGE CAP VALUE FUND	
Date Acquired:	01/02/09	How Acquired
Date Sold:	02/02/09	Name of Buyer
Sales Price:	20,000.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	-18,033.	Accumulation Depreciation
Description of Property:	See Net Gain or Loss from Sale of Assets	
Date Acquired:		How Acquired
Date Sold:		Name of Buyer
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation

Form 990-PF, Part I, Lines 6a  
**Net Gain or Loss from Sale of Assets**

---

**Asset Information:**

Description of Property 5,911 UNITS MF LARGE CAP VALUE FUND  
Business Code Exclusion Code 14  
Date Acquired 01/02/09 How Acquired Purchased  
Date Sold 03/18/09 Name of Buyer   
Check Box, if Buyer is a Business   
Sales Price 30,000. Cost or other basis (do not reduce by depreciation) 76,166.  
Sales Expense  Valuation Method Fair Market Value  
Total Gain (Loss) -46,166. Accumulated Depreciation   
Description of Property 2,123 UNITS MF LARGE SMALL CAP GROWTH FUND  
Business Code Exclusion Code 14  
Date Acquired 01/02/09 How Acquired Purchased  
Date Sold 01/30/09 Name of Buyer   
Check Box, if Buyer is a Business   
Sales Price 30,000. Cost or other basis (do not reduce by depreciation) 45,014.  
Sales Expense  Valuation Method Fair Market Value  
Total Gain (Loss) -15,014. Accumulated Depreciation   
Description of Property 2,785 UNITS MF LARGE SMALL CAP VALUE FUND  
Business Code Exclusion Code 14  
Date Acquired 01/02/09 How Acquired Purchased  
Date Sold 01/30/09 Name of Buyer   
Check Box, if Buyer is a Business   
Sales Price 30,000. Cost or other basis (do not reduce by depreciation) 54,791.  
Sales Expense  Valuation Method Fair Market Value  
Total Gain (Loss) -24,791. Accumulated Depreciation

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (e) thru (h)

(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)
0.		10,779.	-10,779.
0.		67,258.	-67,258.
456.		0.	456.
0.		6.	-6.
11,445.		0.	11,445.
Total		78,043.	-66,142.

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (i) thru (l)

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	
0.	0.	0.	-10,779.
			-67,258.
			456.
0.	0.	0.	-6.
			11,445.
Total	0.	0.	-66,142.

## Form 990-PF, Page 6, Part VIII, Line 1

## Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> ERIC F. ACHEPOHL 485 HALF DAY ROAD, #200 BUFFALO GROVE IL 60089	TREASURER/SECRETA 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> SHOSHANNA BERNSTEIN 485 HALF DAY ROAD, SUITE #200 BUFFALO GROVE IL 60089	DIRECTOR 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

## Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEAL, GERBER, AND EI	LEGAL FEES	375.			375.
Total		<u>375.</u>			<u>375.</u>

Form 990-PF, Page 1, Part I

## Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	THE BENIDA GROUP	16,500.			16,500.
CONTRACT SERVICES	PATRICIA MEGREGIAN	540.			540.
Total		<u>17,040.</u>			<u>17,040.</u>

Form 990-PF, Line 19

## Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
GUIDESTAR	09/13/07	100	52	200DB	5.00	19		
ADOBE	12/06/07	9	5	200DB	5.00	2		
COPIER	05/30/07	859	447	200DB	5.00	165		
LAPTOP COMPUTER	06/01/08	30	3	200DB	5.00	5		
COMPUTER	08/31/08	35	3	200DB	5.00	6		

Total

Form 990-PF, Page 2, Part II, Line 13

## L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MF INTERNATIONAL EMERGING MARKETS FUND, LLC	70,000.	68,227.
MF LARGE CAP GROWTH FUND LLC	262,288.	203,278.
MF LARGE VALUE FUND LLC	320,801.	228,630.
MF SMALL CAP GROWTH FUND LLC	60,486.	54,334.
MF SMALL VALUE FUND LLC	63,709.	40,873.
MF HIGH YIELD DEBT FUND LLC	122,500.	121,662.
MF INTERNATIONAL FUND LLC	279,000.	202,088.
MF TAXABLE BOND FUND LLC	400,000.	396,657.
MF ISLAND AGGRESSIVE CORP	75,000.	90,427.
MF ISLAND CONSERVATIVE CORP.	75,000.	89,113.
Total	<u>1,728,784.</u>	<u>1,495,289.</u>

Form 990-PF, Page 2, Part II, Line 14  
**L-14 Stmt**

<b>Line 14b - Description of Land, Buildings, and Equipment</b>	<b>(a) Cost/Other Basis</b>	<b>(b) Accumulated Depreciation</b>	<b>(c) Book Value</b>
VARIOUS EQUIPMENT	1,033.	739.	294.
Total	<u>1,033.</u>	<u>739.</u>	<u>294.</u>

Application for Extension of Time To File an  
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

► 

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Part I** Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only.. ► 

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization <b>DREAM MAKERZ FOUNDATION</b>	Employer identification number <b>20-5585809</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions <b>485 HALF DAY ROAD, #200</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>BUFFALO GROVE</b>	<b>IL 60089</b>

## Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► ERIC F. ACHEPOHL

Telephone No. ► (847) 883-9700 FAX No ► (847) 883-9808 ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)       . If this is for the whole group, check this box. ►  . If it is for part of the group, check this box. ►  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 16, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- calendar year 20 09 or
- tax year beginning                   , 20       , and ending                   , 20       .

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions... . . . . .	3a \$ <b>10,365.</b>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit . . . . .	3b \$ <b>10,365.</b>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions . . . . .	3c \$ <b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the extended due date for filing the return. See instructions	Name of Exempt Organization  <b>DREAM MAKERZ FOUNDATION</b>	Employer identification number  20-5585809  For IRS use only
	Number, street, and room or suite number. If a P.O. box, see instructions  <b>485 HALF DAY ROAD, #200</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>BUFFALO GROVE IL 60089</b>	

**Check type of return to be filed** (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

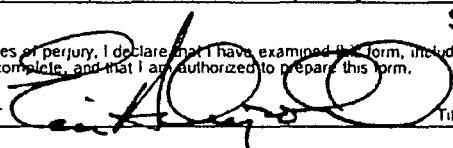
- The books are in care of ► **ERIC F. ACHEPOHL** Telephone No. ► **(847) 883-9700** FAX No. ► **(847) 883-9808**
- If the organization does not have an office or place of business in the United States, check this box  ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ... If this is for the whole group, check this box ... ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **Nov 15 2010**.
- 5 For calendar year **2009**, or other tax year beginning **20**, and ending **20**.
- 6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension. **INFORMATION NECESSARY TO COMPLETE THE RETURN HAS NOT BEEN MADE AVAILABLE**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ <b>10,365.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ <b>10,365.</b>
c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs	8c \$ <b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► CPA Date ► 08/12/10