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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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: HUNT FAMILY FUND

Number and street (or P O box number if mail is not delivered to street address) / Room/suite:
C/O ROBERT P. HUNT
141 W. JACKSON BLVD. SUITE 3820

City or town, state, and ZIP code: CHICAGO, IL 60604

A Employer identification number: 31-1604788

B Telephone number (see page 10 of the instructions): (312) 786-2020

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)* ▶ $ 2,131,858.

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 ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	275.	275.	275.	ATCH 1
	4 Dividends and interest from securities	55,474.	55,474.	55,474.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-834.			
	b Gross sales price for all assets on line 6a 250,425.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	54,915.	55,749.	55,749.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,650.	2,650.	2,650.	0.
	c Other professional fees (attach schedule)[3]	11,875.	11,875.	11,875.	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	390.	390.	390.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,915.	14,915.	14,915.	0.
	25 Contributions, gifts, grants paid	104,000.			104,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	118,915.	14,915.	14,915.	104,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-64,000.			
	b **Net investment income** (if negative, enter -0-)		40,834.		
	c **Adjusted net income** (if negative, enter -0-)			40,834.	

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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	273,397.	460,657.	460,657.
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 16 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)	507,719.	306,283.	304,047.
b	Investments - corporate stock (attach schedule) ATTACHED	697,839.	697,838.	1,312,182.
c	Investments - corporate bonds (attach schedule)	100,256.	50,641.	53,407.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans	1,665.	1,457.	1,565.
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,580,876.	1,516,876.	2,131,858.
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	1,580,876.	1,516,876.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,580,876.	1,516,876.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,580,876.	1,516,876.	

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	1,580,876.
2	Enter amount from Part I, line 27a	2	-64,000.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,516,876.
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	1,516,876.

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 SCHEDULE			
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	-834.
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))
2008	116,512.	1,525,305.	0.076386
2007	127,633.	2,477,490.	0.051517
2006	127,000.	2,446,379.	0.051913
2005	126,500.	2,398,355.	0.052744
2004	113,500.	2,419,441.	0.046912

2	**Total** of line 1, column (d)	2	0.279472
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	0.055894
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,943,775.
5	Multiply line 4 by line 3	5	108,645.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	408.
7	Add lines 5 and 6	7	109,053.
8	Enter qualifying distributions from Part XII, line 4	8	104,000.

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 or determination 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 ▶ ☐ and enter 1% of Part I, line 27b			1	817.
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	817.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	817.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	945.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	945.
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	128.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 128. **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) ▶ IL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? 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 ▶ ROBERT P. HUNT Telephone no ▶ 804-693-5337
Located at ▶ 5841 WHITE HALL RD GLOUCESTER, VA ZIP + 4 ▶ 23061

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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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 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 ▶ ________ , ________ , ________ , ________			
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			
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 page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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
ATTACHMENT 5		-0-	-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				

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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	1,614,673.
b	Average of monthly cash balances	1b	358,703.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,973,376.
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	0.
3	Subtract line 2 from line 1d	3	1,973,376.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	29,601.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,943,775.
6	**Minimum investment return.** Enter 5% of line 5	6	97,189.

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	97,189.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	817.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	817.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	96,372.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	96,372.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	96,372.

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	104,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	104,000.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	104,000.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					96,372.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005	7,694.				
c From 2006	6,612.				
d From 2007	4,892.				
e From 2008	41,223.				
f **Total** of lines 3a through e		60,421.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 104,000.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					96,372.
e Remaining amount distributed out of corpus		7,628.			
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		68,049.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		68,049.			
10 Analysis of line 9					
a Excess from 2005	7,694.				
b Excess from 2006	6,612.				
c Excess from 2007	4,892.				
d Excess from 2008	41,223.				
e Excess from 2009	7,628.				

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 2009, 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 (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(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 28 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))

NONE

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

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 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				
ATTACHMENT 6				
Total ▶ 3a				104,000.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	275.	
4 Dividends and interest from securities			14	55,474.	
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	-834.	
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)				54,915.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 54,915.

(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 29 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
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

Robert P. [signature] — Signature of officer or trustee | Date: 5/12/10 | Title: Trustee

Paid Preparer's Use Only

Preparer's signature [signature]	Date 5/5/2010	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions) P00028275
Firm's name (or yours if self-employed), address, and ZIP code	H LEE & ASSOC., LTD, CPA 141 W. JACKSON BLVD. #3820 CHICAGO, IL 60604	EIN ▶ 36-3766047	Phone no 312-786-2020

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)	
		FROM THE ATTACHED STATEMENT PROPERTY TYPE: COMMON TRUST FUND				P		
250,199.		251,259.					-1,060.	
		AIG LITIGATION SETTLEMENT RECEIVED PROPERTY TYPE: SECURITIES				P		09/02/2009
226.							226.	
TOTAL GAIN(LOSS)							-834.	

Realized Gains/Losses - Year To Date

EIN: 31-1604788

Purchase Date	Sale Date	Quantity		Cost Basis	Proceeds	Short Term Gains/Losses	Long Term Gains/Losses
04/13/1998	01/01/2009	4 560	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$4 76	$4 56		-$0 20
04/13/1998	02/01/2009	30 230	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$31 54	$30 23		-$1 31
04/13/1998	03/01/2009	25 910	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$27 04	$25 91		-$1 13
04/13/1998	04/01/2009	39 690	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$41 42	$39 69		-$1 73
04/13/1998	05/01/2009	13 670	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$14 26	$13 67		-$0 59
12/21/2006	05/15/2009	100,000	US TREASURY N/B FIXED COUPON 4 875000 MATURITY 05/15/2009	$100,667 19	$100,000 00		-$667 19
04/13/1998	06/01/2009	4 560	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$4 76	$4 56		-$0 20
04/13/1998	07/01/2009	22 400	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$23 37	$22 40		-$0 97
04/13/1998	08/01/2009	4 540	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$4 74	$4 54		-$0 20
12/21/2006	08/15/2009	100,000	US TREASURY N/B FIXED COUPON 4 875000 MATURITY 08/15/2009	$100,768 75	$100,000 00		-$768 75
08/19/1999	08/15/2009	50,000	GMAC LLC FIXED COUPON 7 200000 MATURITY 08/15/2009	$49,615 00	$50,000 00		$385 00
04/13/1998	09/01/2009	26 610	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$27 77	$26 61		-$1 16
04/13/1998	10/01/2009	18 330	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$19 13	$18 33		-$0 80
04/13/1998	11/01/2009	4 570	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$4 77	$4 57		-$0 20
04/13/1998	12/01/2009	4 530	G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025	$4 73	$4 53		-$0 20
Total Gains							**$385.00**
Total Losses							**-$1,444.63**
Total Portfolio				**$251,259.23**	**$250,199.60**		**-$1,059.63**
Total Realized Gains/Losses							**-$1,059.63**

Attachment to Form 990-PF PART IV

William Blair & Company

EIN: 31 - 1604788

Description	Symbol	Quantity	Purchase Date	Unit Cost	Cost	Price	Market Value	Unrealized Gain / Loss	Percent of Assets	Est. Annual Income	Yield
CASH & CASH EQUIVALENTS											
MONEY MARKET FUNDS											
WILLIAM BLAIR READY RESV-N	WBRXX	460,656 690	11/28/08	1 00	460,656 69	1 00	460,656 69	--	21 6	1,059 53	0 23
Total MONEY MARKET FUNDS					**460,656.69**		**460,656.69**	**--**	**21.6**	**1,059.53**	**0.23**
Total CASH & CASH EQUIVALENTS					**460,656.69**		**460,656.69**	**--**	**21.6**	**1,059.53**	**0.23**
FIXED INCOME											
CORPORATE BONDS											
INDUSTRIALS											
Miscellaneous Manufactur											
INGERSOLL-RAN FIXED COUPON 6 015000 MATURITY 02/15/2028	45686XCF8	50,000	04/22/99	101 28	50,641 00	106 81	53,407 00	2,766 00	2 5	3,007 50	5 42
Total Miscellaneous Manufactur					50,641 00		53,407 00	2,766 00	2 5	3,007 50	5 42
Total INDUSTRIALS					**50,641.00**		**53,407.00**	**2,766.00**	**2.5**	**3,007.50**	**5.42**
Total CORPORATE BONDS					**50,641.00**		**53,407.00**	**2,766.00**	**2.5**	**3,007.50**	**5.42**
GNMA MORTGAGE-BACKED											
MORTGAGE SECURITIES											
GNMA2 Collateral											
G2 2118 FIXED COUPON 7 500000 MATURITY 11/20/2025 Original Face 100,000 00	36202CK77	1,396 360	04/13/98	104 35	1,457 05	112 10	1,565 31	108 26	0 1	104 73	3 10
Total GNMA2 Collateral					1,457 05		1,565 31	108 26	0 1	104 73	3 10
Total MORTGAGE SECURITIES					**1,457.05**		**1,565.31**	**108.26**	**0.1**	**104.73**	**3.10**
Total GNMA MORTGAGE-BACKED					**1,457.05**		**1,565.31**	**108.26**	**0.1**	**104.73**	**3.10**
U.S. TREASURY BONDS/NOTES											
GOVERNMENT											
Sovereign											
US TREASURY N/B FIXED COUPON 3 625000 MATURITY 01/15/2010	912828DG2	100,000	02/28/08	103 37	103,370 30	100 09	100,093 80	-3,276 50	4 7	3,625 00	0 00
US TREASURY N/B FIXED COUPON 3 625000 MATURITY 06/15/2010	912828DX5	100,000	06/12/08	101 22	101,221 88	101 53	101,527 30	305 42	4 8	3,625 00	0 29
US TREASURY N/B FIXED	912828EG1	100,000	06/12/08	101 69	101,690 63	102 43	102,425 80	735 17	4 8	3,875 00	0 44

Attachment to Form 990PF PART II William Blair & Company 0/5

EIN: 31-1604788

Description	Symbol	Quantity	Purchase Date	Unit Cost	Cost	Price	Market Value	Unrealized Gain / Loss	Percent of Assets	Est. Annual Income	Yield
COUPON 3 875000 MATURITY 09/15/2010											
Total Sovereign					306,282 81		304,046 90	-2,235 91	14 3	11,125 00	0 25
Total GOVERNMENT					**306,282.81**		**304,046.90**	**-2,235.91**	**14.3**	**11,125.00**	**0.25**
Total U.S. TREASURY BONDS/NOTES					**306,282.81**		**304,046.90**	**-2,235.91**	**14.3**	**11,125.00**	**0.25**
Total FIXED INCOME					**358,380.86**		**359,019.21**	**638.35**	**16.8**	**14,237.23**	**1.03**
EQUITY											
COMMON STOCK											
CONSUMER DISCRETIONARY											
MEDIA											
CITADEL BROADCASTING CORP	CTDB	99	11/24/99	4 73	468 05	0 02	1 58	-466 47	0 0	0 00	0 00
WALT DISNEY CO/THE	DIS	1,300	11/24/99	27 18	35,337 00	32 25	41,925 00	6,588 00	2 0	455 00	1 09
Total MEDIA					35,805 05		41,926 58	6,121 53	2 0	455 00	1 09
SPECIALTY RETAIL											
GAP INC/THE	GPS	1,800	09/24/96	9 25	16,643 00	20 95	37,710 00	21,067 00	1 8	612 00	1 62
Total SPECIALTY RETAIL					16,643 00		37,710 00	21,067 00	1 8	612 00	1 62
Total CONSUMER DISCRETIONARY					**52,448.05**		**79,636.58**	**27,188.53**	**3.7**	**1,067.00**	**1.34**
CONSUMER STAPLES											
BEVERAGES											
PEPSICO INC	PEP	1,000	01/10/97	29 87	29,873 00	60 80	60,800 00	30,927 00	2 9	1,770 00	2 91
Total BEVERAGES					29,873 00		60,800 00	30,927 00	2 9	1,770 00	2 91
FOOD & STAPLES RETAILING											
WALGREEN CO	WAG	1,000	11/26/01	35 06	35,060 00	36 72	36,720 00	1,660 00	1 7	500 00	1 36
Total FOOD & STAPLES RETAILING					35,060 00		36,720 00	1,660 00	1 7	500 00	1 36
FOOD PRODUCTS											
CONAGRA FOODS INC	CAG	1,000	09/04/98	26 82	26,817 00	23 05	23,050 00	-3,767 00	1 1	770 00	3 34
JM SMUCKER CO/THE	SJM	22	08/05/94	10 51	231 11	61 75	1,358 50	1,127 39	0 1	30 14	2 22
Total FOOD PRODUCTS					27,048 11		24,408 50	-2,639 61	1 1	800 14	3 28
HOUSEHOLD PRODUCTS											
PROCTER & GAMBLE CO/THE	PG	2,200	08/05/94	13 31	29,292 89	60 63	133,386 00	104,093 11	6 3	3,784 00	2 84
Total HOUSEHOLD PRODUCTS					29,292 89		133,386 00	104,093 11	6 3	3,784 00	2 84
Total CONSUMER STAPLES					**121,274.00**		**255,314.50**	**134,040.50**	**12.0**	**6,854.14**	**2.69**
ENERGY											
OIL, GAS & CONSUMABLE FUELS											
BP PLC-SPONS ADR	BP US	1,322	03/01/89	16 70	22,078 00	57 97	76,636 34	54,558 34	3 6	4,441 92	5 80

 Attachment to Form 990PF PART II William Blair & Company 2/5

EIN: 31 - 1604788

Description	Symbol	Quantity	Purchase Date	Unit Cost	Cost	Price	Market Value	Unrealized Gain / Loss	Percent of Assets	Est. Annual Income	Yield
ROYAL DUTCH SHELL PLC-ADR	RDS/A US	600	08/05/94	28 70	17,218 00	60 11	36,066 00	18,848 00	1 7	1,992 00	5 52
SUNCOR ENERGY INC	SU US	2,000	07/01/04	12 92	25,830 40	35 31	70,620 00	44,789 60	3 3	600 00	0 85
Total OIL, GAS & CONSUMABLE FUELS					65,126 40		183,322 34	118,195 94	8 6	7,033 92	3 84
Total ENERGY					**65,126.40**		**183,322.34**	**118,195.94**	**8.6**	**7,033.92**	**3.84**
FINANCIALS											
CAPITAL MARKETS											
NORTHERN TRUST CORP	NTRS	800	08/10/99	42 50	33,996 00	52 40	41,920 00	7,924 00	2 0	896 00	2 14
Total CAPITAL MARKETS					33,996 00		41,920 00	7,924 00	2 0	896 00	2 14
INSURANCE											
CINCINNATI FINANCIAL CORP	CINF	992	10/08/96	17 66	17,515 59	26 24	26,030 08	8,514 49	1 2	1,557 44	5 98
Total INSURANCE					17,515 59		26,030 08	8,514 49	1 2	1,557 44	5 98
Total FINANCIALS					**51,511.59**		**67,950.08**	**16,438.49**	**3.2**	**2,453.44**	**3.61**
HEALTH CARE											
HEALTH CARE EQUIPMENT & SUPPLIES											
BOSTON SCIENTIFIC CORP	BSX	1,679	04/24/06	22 60	37,945 40	9 00	15,111 00	-22,834 40	0 7	0 00	0 00
Total HEALTH CARE EQUIPMENT & SUPPLIES					37,945 40		15,111 00	-22,834 40	0 7	0 00	0 00
PHARMACEUTICALS											
ELI LILLY & CO	LLY	600	09/09/96	32 18	19,306 00	35 71	21,426 00	2,120 00	1 0	1,176 00	5 49
Total PHARMACEUTICALS					19,306 00		21,426 00	2,120 00	1 0	1,176 00	5 49
Total HEALTH CARE					**57,251.40**		**36,537.00**	**-20,714.40**	**1.7**	**1,176.00**	**3.22**
INDUSTRIALS											
COMMERCIAL SERVICES & SUPPLIES											
IRON MOUNTAIN INC	IRM	3,375	10/12/00	10 18	34,372 50	22 76	76,815 00	42,442 50	3 6	0 00	0 00
Total COMMERCIAL SERVICES & SUPPLIES					34,372 50		76,815 00	42,442 50	3 6	0 00	0 00
ELECTRICAL EQUIPMENT											
EMERSON ELECTRIC CO	EMR	1,400	09/18/96	23 47	32,859 00	42 60	59,640 00	26,781 00	2 8	1,862 00	3 12
Total ELECTRICAL EQUIPMENT					32,859 00		59,640 00	26,781 00	2 8	1,862 00	3 12
MACHINERY											
ILLINOIS TOOL WORKS	ITW	1,400	10/31/96	19 25	26,943 00	47 99	67,186 00	40,243 00	3 2	1,736 00	2 58
Total MACHINERY					26,943 00		67,186 00	40,243 00	3 2	1,736 00	2 58
TRADING COMPANIES & DISTRIBUTORS											
FASTENAL CO	FAST	4,000	02/13/98	9 38	37,522 00	41 64	166,560 00	129,038 00	7 8	2,880 00	1 73

Attachment to Form 990-PF PART II

Portfolio Appraisal

Monthly Portfolio Review
December 1 to December 31, 2009
HUNT FAMILY FUND
145-66073

EIN : 31-1604788

Description	Symbol	Quantity	Purchase Date	Unit Cost	Cost	Price	Market Value	Unrealized Gain / Loss	Percent of Assets	Est. Annual Income	Yield
Total TRADING COMPANIES & DISTRIBUTORS					37,522 00		166,560 00	129,038 00	7 8	2,880 00	1 73
Total INDUSTRIALS					**131,696.50**		**370,201.00**	**238,504.50**	**17.4**	**6,478.00**	**1.75**
INFORMATION TECHNOLOGY											
COMPUTERS & PERIPHERALS											
HEWLETT-PACKARD CO	HPQ	1,200	05/16/97	21 22	25,458 99	51 51	61,812 00	36,353 01	2 9	384 00	0 62
Total COMPUTERS & PERIPHERALS					25,458 99		61,812 00	36,353 01	2 9	384 00	0 62
OFFICE ELECTRONICS											
ZEBRA TECHNOLOGIES CORP-CL A	ZBRA	2,250	10/12/00	18 28	41,122 50	28 35	63,787 50	22,665 00	3 0	0 00	0 00
Total OFFICE ELECTRONICS					41,122 50		63,787 50	22,665 00	3 0	0 00	0 00
SEMICONDUCTORS & SEMICONDUCTOR EQUIPMENT											
APPLIED MATERIALS INC	AMAT	4,000	02/04/98	8 63	34,503 00	13 94	55,760 00	21,257 00	2 6	960 00	1 72
Total SEMICONDUCTORS & SEMICONDUCTOR EQUIPMENT					34,503 00		55,760 00	21,257 00	2 6	960 00	1 72
SOFTWARE											
MICROSOFT CORP	MSFT	2,000	07/01/04	28 68	57,350 00	30 48	60,960 00	3,610 00	2 9	1,040 00	1 71
Total SOFTWARE					57,350 00		60,960 00	3,610 00	2 9	1,040 00	1 71
Total INFORMATION TECHNOLOGY					**158,434.49**		**242,319.50**	**83,885.01**	**11.4**	**2,384.00**	**0.98**
MATERIALS											
CHEMICALS											
RPM INTERNATIONAL INC	RPM	2,200	09/26/96	14 09	30,991 00	20 33	44,726 00	13,735 00	2 1	1,782 00	3 98
Total CHEMICALS					30,991 00		44,726 00	13,735 00	2 1	1,782 00	3 98
CONTAINERS & PACKAGING											
SONOCO PRODUCTS CO	SON	1,100	09/24/96	26 46	29,105 00	29 25	32,175 00	3,070 00	1 5	1,188 00	3 69

Attachment to Form 990-PF
PART II
4/5

EIN: 31-1604788

Description	Symbol	Quantity	Purchase Date	Unit Cost	Cost	Price	Market Value	Unrealized Gain / Loss	Percent of Assets	Est. Annual Income	Yield
Total CONTAINERS & PACKAGING					29,105 00		32,175 00	3,070 00	1 5	1,188 00	3 69
Total MATERIALS					60,096.00		76,901.00	16,805.00	3.6	2,970.00	3.86
Total COMMON STOCK					697,838.43		1,312,182.00	614,343.57	61.6	30,416.50	2.32
Total EQUITY					697,838.43		1,312,182.00	614,343.57	61.6	30,416.50	2.32
Total Portfolio					1,516,875.98		2,131,857.90	614,981.92	100.0	45,713.26	1.65
Securities					1,516,875.98		2,131,857.90	614,981.92	100.0	45,713.26	1.65
~~Accrued Principal~~											
~~Accrued Interest~~					~~4,144.87~~		~~4,144.87~~ N/A				
~~Accrued Dividends~~					~~2,050.84~~		~~2,050.84~~				
Total Portfolio					~~1,523,071.69~~		~~2,138,053.61~~	~~614,981.92~~		45,713.26	

Attachment to Form 990-PF
PART II

5/5

Portfolio Appraisal information should not be used as a substitute for your own tax records and may not be accurate for tax reporting purposes
Annual Income is estimated based on trailing 12 months with the exception of preferred securities, for these securities the income is annualized using the latest rate available
Δ Cost basis data is provided in a summary format and may not reflect your actual situation Therefore, it is for informational purposes only Detailed cost basis information is available upon request from your advisor at William Blair & Company

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIV. FROM MONEY MARKET RESERVE FUND	275.	275.	275.
TOTAL	275.	275.	275.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
WILLIAM BLAIR, US TREASURY INT.	18,437.	18,437.	18,437.
WILLIAM BLAIR, COMMON STOCK, DIV	30,317.	30,317.	30,317.
WILLIAM BLAIR, CORPORATE BONDS INT.	6,608.	6,608.	6,608.
WILLIAM BLAIR, GNMA INT.	112.	112.	112.
TOTAL	55,474.	55,474.	55,474.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
WILLIAM BLAIR INV. MGNT FEE	11,875.	11,875.	11,875.
TOTALS	11,875.	11,875.	11,875.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN INCOME TAX WITHHELD	380.	380.	380.
STATE ANNUAL FILING FEE	10.	10.	10.
TOTALS	390.	390.	390.

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ROBERT P. HUNT 5841 WHITEHALL RD GLOUCESTER, VA 23061	PRESIDENT
MIRANDA H. BORDEN 22225 DOUGLAS RD SHAKER HEIGHTS, OH 44122	DIRECTOR
LESLIE H. PALUMBO 192 ARMORY ST. HAMDEN, CT 06517	DIRECTOR
JULIA H BOGARDUS 279 RIMMON ROAD WOODBRIDGE, CT 06525	DIRECTOR
	GRAND TOTALS

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

ATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAINE COMMUNITY FOUNDATION 245 MAIN ST SUITE 210 ELLSWORTH, ME 04605	NONE NON-PROFIT ORG	TO BE SUD FOR CHARITABLE PURPOSES SERVING MAINE COMMUNITY	38,000.
ROCHMOND COMMUNITY FOUNDATION 7501 BOULDERS VIEW DR RICHMOND, VA 23225-4047	NONE NON-PROFIT ORG	TO BE USED FOR CHARITABLE PURPOSES SERVING IN RICHMOND AND CENTRAL VIRGINIA	66,000.
		TOTAL CONTRIBUTIONS PAID	104,000