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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

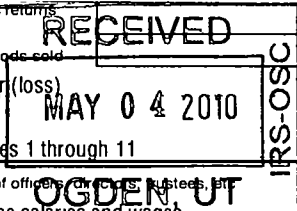
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning _____, 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 THE AKERS FOUNDATION		A Employer identification number 34-6549129
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number 312-475-1131
	City or town, state, and ZIP code CHICAGO, IL 60611		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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			
I Fair market value of all assets at end of year (from Part II of Form 990, line 6) \$ 1,065,667. (Part I column (d) must be on cash basis)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	159.	159.		STATEMENT 1
4 Dividends and interest from securities	39,912.	39,912.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-279,917.			
b Gross sales price for all assets on line 6a	955,239.			
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				
c Gross profit or (loss)				
11 Other income	-1,444.	-1,444.		STATEMENT 3
12 Total. Add lines 1 through 11	-241,290.	38,627.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	3,756.	1,850.		1,906.
c Other professional fees	158.	150.		8.
17 Interest				
18 Taxes	2,316.	1,316.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses Add lines 13 through 23	6,230.	3,316.		1,914.
25 Contributions, gifts, grants paid	57,420.			57,420.
26 Total expenses and disbursements. Add lines 24 and 25	63,650.	3,316.		59,334.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-304,940.			
b Net investment income (if negative, enter -0-)		35,311.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		187,525.	95,470.	95,470.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		687,016.	209,203.	243,990.
	c	Investments - corporate bonds STMT 8		108,510.	71,599.	97,140.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		260,726.	471,896.	629,067.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)		1,569.	0.	0.	
16	Total assets (to be completed by all filers)		1,245,346.	848,168.	1,065,667.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		1,245,346.	848,168.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		1,245,346.	848,168.		
31	Total liabilities and net assets/fund balances		1,245,346.	848,168.		

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	1,245,346.
2	Enter amount from Part I, line 27a	2	-304,940.
3	Other increases not included in line 2 (itemize) ▶ NON-TAXABLE DISTRIBUTIONS	3	8,186.
4	Add lines 1, 2, and 3	4	948,592.
5	Decreases not included in line 2 (itemize) ▶ TO ADJUST BASIS OF INVESTMENTS	5	100,424.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	848,168.

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 MERRILL LYNCH	P	VARIOUS	VARIOUS
b MERRILL LYNCH	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 597,131.		674,402.	-77,271.
b 356,876.		560,754.	-203,878.
c 1,232.			1,232.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			-77,271.
b			-203,878.
c			1,232.
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	-279,917.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 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	80,647.	1,386,829.	.058152
2007	79,764.	1,535,779.	.051937
2006	66,784.	1,465,756.	.045563
2005	73,907.	1,287,193.	.057417
2004	65,743.	1,039,888.	.063221

2 Total of line 1, column (d)	2	.276290
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	.055258
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	944,495.
5 Multiply line 4 by line 3	5	52,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	353.
7 Add lines 5 and 6	7	52,544.
8 Enter qualifying distributions from Part XII, line 4	8	59,334.

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 instructions)

1a	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 instructions)		
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	353.
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	0.
3	Add lines 1 and 2	3	353.
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	353.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,616.
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	1,616.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,263.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 1,263. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14 The books are in care of ▶ <u>JAMES AKERS</u> Telephone no. ▶ <u>312-475-1131</u>			
Located at ▶ <u>840 N LAKE SHORE DRIVE APT. 403, CHICAGO, IL</u> ZIP+4 ▶ <u>60611</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 420, to determine if the foundation had excess business holdings in 2009.) <u>N/A</u>	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)? 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

N/A

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?

N/A 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?

If "Yes" check box on Form 8870

6b

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?

N/A

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.

(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
JAMES AKERS 840 N. LAKESHORE DRIVE, APT. 403 CHICAGO, IL 60611	PRESIDENT 1.00	0.	0.	0.
JOEL LEVINE FOUR SEAGATE, SUITE 400 TOLEDO, OH 43604	SECRETARY 1.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 CHARITABLE CONTRIBUTIONS TO 501(C)(3) ORGANIZATIONS	
	57,420.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	839,100.
b	Average of monthly cash balances	1b	119,778.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	958,878.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	958,878.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,383.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	944,495.
6	Minimum investment return. Enter 5% of line 5	6	47,225.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	47,225.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	353.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	353.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,872.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	46,872.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	46,872.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	59,334.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	59,334.
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	5	353.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	58,981.

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				46,872.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	2,350.			
b From 2005	11,405.			
c From 2006	65,622.			
d From 2007	5,171.			
e From 2008	12,474.			
f Total of lines 3a through e	97,022.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	59,334.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				46,872.
e Remaining amount distributed out of corpus	12,462.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	109,484.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	2,350.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	107,134.			
10 Analysis of line 9:				
a Excess from 2005	11,405.			
b Excess from 2006	65,622.			
c Excess from 2007	5,171.			
d Excess from 2008	12,474.			
e Excess from 2009	12,462.			

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

1 a 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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)(ii)					
(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 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 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:
JAMES AKERS, 312-475-1131
840 N. LAKE SHORE DR. #403, CHICAGO, IL 60611

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

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-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-g), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: 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).

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	159.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	159.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS IN PARTNERSHIPS	426.	0.	426.
INTEREST IN PARTNERSHIPS	817.	0.	817.
ISRAEL BONDS	199.	0.	199.
MERRILL LYNCH BOND INTEREST	2,518.	0.	2,518.
MERRILL LYNCH DIVIDENDS	37,123.	0.	37,123.
MERRILL LYNCH OID	61.	0.	61.
TOTAL TO FM 990-PF, PART I, LN 4	41,144.	0.	41,144.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	-1,444.	-1,444.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,444.	-1,444.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,700.	1,850.		1,850.
LEGAL FEES	56.	0.		56.
TO FORM 990-PF, PG 1, LN 16B	3,756.	1,850.		1,906.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEE	150.	150.			0.
BANK FEE	8.	0.			8.
TO FORM 990-PF, PG 1, LN 16C	158.	150.			8.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,316.	1,316.			0.
OHIO TAXES	1,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2,316.	1,316.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MERRILL LYNCH EQUITIES	209,203.	243,990.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	209,203.	243,990.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MERRILL LYNCH BONDS	71,599.	97,140.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	71,599.	97,140.		

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH MUTUAL FUNDS	COST	260,691.	316,580.
KINDER MORGAN ENERGY PTNRS	COST	25,102.	36,588.
ALLIANCE RESOURCE PTNRS	COST	9,914.	34,696.
MARKWEST ENERGY PTNRS	COST	25,025.	52,686.
ISHARES SILVER TR	COST	100,413.	127,350.
SPDR GOLD TRUST	COST	50,751.	61,167.
TOTAL TO FORM 990-PF, PART II, LINE 13		471,896.	629,067.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVE. CHICAGO, IL 60603	NONE TO PROMOTE THE ARTS	PUBLIC CHARITY	625.
B'NAI TIKVAH 1448 WILMOT RD. DEERFIELD, IL 60015	NONE RELIGIOUS INSTITUTION	PUBLIC CHARITY	2,727.
BRANDEIS UNIVERSITY 415 SOUTH ST WALTHAM, MA 02454	NONE TO PROMOTE HIGHER EDUCATION	PUBLIC CHARITY	3,470.
CENTER FOR EDUCATION OF WOMEN 330 E. LIBERTY ST ANN ARBOR, MI 8104	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	1,000.
CENTRAL ASIA INSTITUTE P.O. BOX 7209 BOZEMAN, MT 59771	NONE TO PROMOTE WORLD UNDERSTANDING	PUBLIC CHARITY	500.

CHICAGO SYMPHONY 220 S. MICHIGAN AVE. CHICAGO, IL 60604	NONE TO PROMOTE ARTS	PUBLIC CHARITY	300.
CONGREGATION ETZ CHAYIM 3853 WOODLEY RD. TOLEDO, OH 43606	NONE RELIGIOUS INSTITUTION	PUBLIC CHARITY	200.
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PLACE CHICAGO, IL 60632	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	2,000.
HARVARD COLLEGE FUND 124 MT. AUBURN ST. CAMBRIDGE, MA 02138	NONE FOR HIGHER EDUCATION	PUBLIC CHARITY	1,000.
JEWISH FAMILY SERVICE AA 2245 S. STATE ST ANN ARBOR, MI 8108	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	1,000.
JEWISH UNITED FUND 30 S WELLS ST. CHICAGO, IL 60606	NONE TO SERVE THE COMMUNITY	PUBLIC CHARITY	2,000.
MOTE MARINE LABORATORY 1600 KEN THOMPSON PKWY SARASOTA, FL 34236	NONE TO PROMOTE MARINE RESEARCH	PUBLIC CHARITY	100.
NATIONAL MS SOCIETY 525 W. MONROE ST. CHICAGO, IL 60661	NONE TO HELP THOSE WITH MS	PUBLIC CHARITY	50.
NW UNIV LAW SCHOOL 357 E. CHICAGO AVE. CHICAGO, IL 60611	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	1,000.
SOAR 244 E. PEARSON #101 CHICAGO, IL 60611	NONE TO SERVE THE COMMUNITY	PUBLIC CHARITY	150.

SOLOMON SCHECTER DAY SCHOOL 3210 DUNDEE RD. NORTHBROOK, IL 60062	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	1,308.
TEMPLE SHOLOM 3480 N. LAKESHORE DR. CHICAGO, IL 60657	NONE RELIGIOUS INSTITUTION	PUBLIC CHARITY	5,645.
THE TEMPLE-SHOMER EMUNIM 6453 SYLVANIA AVE SYLVANIA, OH 43560	NONE RELIGIOUS INSTITUTION	PUBLIC CHARITY	50.
CRANBROOK SCHOOLS PO BOX 801 BLOOMFIELD HILLS, MI 48303	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	6,000.
CRANBROOK DEVELOPMENT PO BOX 77000 DETROIT, MI 48277	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	10,000.
CRESTED BUTTE LAND TRUST P.O. BOX 2224 CRESTED BUTTE, CO 81224	NONE TO PRESERVE THE ENVIRONMENT	PUBLIC CHARITY	500.
CONGREGATION BNAI BUTTE P.O. BOX 2537 CRESTED BUTTE, CO 81224	NONE RELIGIOUS INSTITUTION	PUBLIC CHARITY	1,000.
HARVARD MAGAZINE 7 WARE STREET CAMBRIDGE, MA 02138	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	50.
U S HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PL WASHINGTON, DC 20024	NONE TO SUPPORT MUSEUM	PUBLIC CHARITY	400.
FABCONI ANEMIA FUND 1801 WILLAMETTE ST EUGENE, OR 97401	NONE TO PROMOTE MEDICAL RESEARCH	PUBLIC CHARITY	100.

MUSEUM OF SCIENCE AND INDUSTRY 5700 S. LAKESHORE CHICAGO, IL 60637	NONE TO SUPPORT MUSEUM	PUBLIC CHARITY	100.
HORIZONS UPWARD BOUND P.O. BOX 801 BLOOMFIELD HILLS, MI 48303	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	500.
HARVARD HILLEL 52 MT AUBURN ST CAMBRIDGE, MA 02138	NONE RELIGIOUS INSTITUTION	PUBLIC CHARITY	350.
WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY, MA 02481	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	2,500.
MICHIGAN ENVIRONMENTAL COUNCIL 119 PERE MARQUETTE LANSING, MI 48912	NONE TO SUPPORT THE ENVIRONMENT	PUBLIC CHARITY	1,000.
AMERICAN CANCER SOCIETY 225 N MICHIGAN AVE CHICAGO, IL 60601	NONE TO PROMOTE MEDICAL RESEARCH	PUBLIC CHARITY	25.
UNITED CEREBRAL PALSY 547 W. JACKSON ST CHICAGO, IL 60661	NONE TO PROMOTE MEDICAL RESEARCH	PUBLIC CHARITY	65.
SHEDD AQUARIUM 1200 S. LAKESHORE DR CHICAGO, IL 60605	NONE TO SUPPORT MUSEUM	PUBLIC CHARITY	100.
STREETWISE 1201 W. LAKE ST CHICAGO, IL 60607	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	200.
ART ENCOUNTER 927 NOYES STREET EVANSTON, IL 60201	NONE TO PROMOTE ARTS	PUBLIC CHARITY	75.

ESPERANZA 520 N. MANSFIELD AVE CHICAGO, IL 60622	NONE TO SUPPORT THE COMMUNITY	PUBLIC CHARITY	100.
ST. DOROTHY'S SCHOOL 7740 S. EBERHART AVE CHICAGO, IL 60619	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	2,530.
OLD WILSON SCHOOL LANDSCAPE FD P.O. BOX 1515 WILSON, WY 83014	NONE TO SUPPORT THE ENVIRONMENT	PUBLIC CHARITY	100.
ISRAEL SPECIAL KIDS FUND 505 8TH AVENUE NEW YORK, NY 10018	NONE FOR SPECIAL NEEDS CHILDREN	PUBLIC CHARITY	100.
ANSHE EMET 3751 N. BROADWAY CHICAGO, IL 60613	NONE TO PROMOTE EDUCATION	PUBLIC CHARITY	1,000.
ECOLOGY CENTER 117 N. DIVISION ANN ARBOR, MI 48104	NONE TO PRESERVE THE ENVIRONMENT	PUBLIC CHARITY	1,000.
CHICAGO COALITION FOR THE HOMELESS 1325 S. WABASH CHICAGO, IL 60605	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	2,000.
AMERICAN JEWISH WORLD SERVICE 45 W. 36TH STREET NEW YORK, NY 10018	NONE TO SERVE THE COMMUNITY	PUBLIC CHARITY	500.
NEUTRAL ZONE 310 E. WASHINGTON ANN ARBOR, MI 48104	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	1,000.
ORCHARDS CHILDRENS SERVICE 30215 SOUTHFIELD RD. SOUTHFIELD, MI 48076	NONE TO HELP THOSE IN NEED	PUBLIC CHARITY	1,000.

SHELTER ASSOCIATION	NONE	PUBLIC	1,000.
P.O. BOX 7370 ANN ARBOR, MI	TO HELP THOSE IN NEED	CHARITY	
48107			

HAND IN HAND	NONE	PUBLIC	1,000.
7831 SW CAPITOL HIGH PORTLAND,	TO HELP THOSE IN NEED	CHARITY	
OR 99721			

TOTAL TO FORM 990-PF, PART XV, LINE 3A

57,420.