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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.

The Stein Family Fund  
c/o Ansel Edidin 1101 Lake Cook Rd. C  
Deerfield, IL 60015-5233

A Employer identification number

36-3261176

B Telephone number (see the instructions)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

H Check type of organization.  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method:  Cash  Accrual  
► \$ 1,828,662. (Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses**

**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)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 interest on savings and temporary cash investments	337.	337.	N/A	
	4 Dividends and interest from securities	46,455.	46,064.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-10.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income from foundations				
	10a Gross sales less returns and allowances b Less cost of goods sold JUL 12 2010 IRS-OSI				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	60,864.	60,864.		
	12 Total. Add lines 1 through 11	107,646.	107,265.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
OPERATING AND EXPENSES	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2 b Accounting fees (attach sch) See St 3 c Other prof fees (attach sch)	2,384.			
	17 Interest	2,950.			
	18 Taxes (attach schedule)(see instr) See Stm 4	1,608.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	2,156.	5.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,098.	5.		15.
	25 Contributions, gifts, grants paid Part XV	72,711.			72,711.
	26 Total expenses and disbursements. Add lines 24 and 25	81,809.	5.		72,726.
	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-)	25,837.	107,260.		

N/A

<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>A S S E T S</b>	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments		106,425.	142,590.
	3	Accounts receivable	300.		
		Less: allowance for doubtful accounts			300.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)		67.	
	b	Investments – corporate stock (attach schedule)	Statement 6	355,080.	321,652.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	Statement 7	987,733.	977,171.
	14	Land, buildings, and equipment: basis			1,364,120.
		Less. accumulated depreciation (attach schedule)			
	15	Other assets (describe			
	16	<b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item 1)		1,449,305.	1,475,141.
					1,828,662.
<b>L I A B I L I T I E S</b>	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe		1.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		1.	0.
<b>N F E U N T D A S B S E A T S S C O R E S</b>		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		1,160,429.	1,160,429.
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		288,875.	314,712.
	30	<b>Total net assets or fund balances</b> (see the instructions)		1,449,304.	1,475,141.
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		1,449,305.	1,475,141.

**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	1,449,304.
2	Enter amount from Part I, line 27a	2	25,837.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,475,141.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5)</b> – Part II, column (b), line 30	6	1,475,141.

**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)
a 34,091 Gov't Natl Mtg Assn Pool 15%			P	Various	Various
b From 1330 N Dearborn Building			P	Various	Various
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 55.		67.	-12.		
b 2.			2.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a			-12.		
b			2.		
c					
d					
e					
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 if (loss), enter -0- in Part I, line 7</span>			2	-10.	
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	0.	

**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	65,135.	1,803,336.	0.036119
2007	78,445.	1,972,384.	0.039772
2006	38,915.	1,746,474.	0.022282
2005	94,750.	1,531,582.	0.061864
2004	44,200.	1,466,862.	0.030132

2 Total of line 1, column (d).	2	0.190169
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	0.038034
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,668,707.
5 Multiply line 4 by line 3	5	63,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,073.
7 Add lines 5 and 6	7	64,541.
8 Enter qualifying distributions from Part XII, line 4	8	72,726.

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)**

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 instr.)	1,073.
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. . . . .	
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-) . . . . .	0.
3	Add lines 1 and 2 . . . . .	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	
6	<b>Credits/Payments:</b>	
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 . . . . .	1,073.
b	Exempt foreign organizations – tax withheld at source . . . . .	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	
d	Backup withholding erroneously withheld . . . . .	
7	Total credits and payments. Add lines 6a through 6d . . . . .	2,733.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> ► 1,660.   <b>Refunded</b> . . . . .	

**Part VII-A Statements Regarding Activities**

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? 

	Yes	No
1a		X

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 

	Yes	No
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

1c Did the foundation file Form 1120-POL for this year? . . . . .

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ 0. (2) On foundation managers . . . . . ► \$ 0.

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . . . ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

b If 'Yes,' has it filed a tax return on Form 990-T 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 . . . . .

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) . . . . . ► IL

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation . . . . .

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 . . . . .

BAA

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

11	X
12	X
13	X
14	Telephone no. ► 847-580-4100 Located at ► 1101 Lake Cook Road Suite C Deerfield IL ZIP + 4 ► 60015
15	N/A ► 15 N/A

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)

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

14 The books are in care of ► Kessler Orlean Silver & Co Telephone no. ► 847-580-4100 Located at ► 1101 Lake Cook Road Suite C Deerfield IL ZIP + 4 ► 60015

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 N/A

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

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

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

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

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 ► 

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? .....

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(l)(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? .....

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.) .....

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? .....

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) .....

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....

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? .....

	Yes	No
1a		
1b	N/A	
1c	X	
2a		
2b	N/A	
3a		
3b	N/A	
4a	X	
4b	X	



**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		

## Part IXA 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.

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 IKB 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.

Describe the two largest program-related investments made by the foundation during the last year on lines 1 and 2.	
1	N/A
2	

All other program-related investments. See instructions.

**Total.** Add lines 1 through 3. ► 0.

**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

1a	839,183.
1b	126,177.
1c	728,759.
1d	1,694,119.

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)

1e 0.

2 Acquisition indebtedness applicable to line 1 assets

2	0.
3	1,694,119.

3 Subtract line 2 from line 1d

4	25,412.
5	1,668,707.
6	83,435.

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

**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	83,435.
2a	1,073.

2a Tax on investment income for 2009 from Part VI, line 5

2a	1,073.
2b	

b Income tax for 2009. (This does not include the tax from Part VI.)

2b	
2c	1,073.

c Add lines 2a and 2b

2c	1,073.
3	82,362.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3	82,362.
4	

4 Recoveries of amounts treated as qualifying distributions

4	
5	82,362.

5 Add lines 3 and 4

5	82,362.
6	

6 Deduction from distributable amount (see instructions)

6	
7	82,362.

7 **Distributable amount as adjusted.** Subtract line 6 from line 5. Enter here and on Part XIII, line 1

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:

1a	72,726.
1b	

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1b	
2	

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

2	
3a	

3 Amounts set aside for specific charitable projects that satisfy the:

3a	
3b	

a Suitability test (prior IRS approval required)

3b	
4	72,726.

b Cash distribution test (attach the required schedule)

4	72,726.
5	1,073.

4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

5	1,073.
6	71,653.

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

**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				82,362.
2 Undistributed income, if any, as of the end of 2008:			58,209.	
a Enter amount for 2008 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 72,726.			58,209.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2009 distributable amount				14,517.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		
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				67,845.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 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				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

BAA

Form 990-PF (2009)

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

N/A

**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).)

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:

**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
<i>a Paid during the year</i> See Statement 8				
<b>Total</b>				► 3a 72,711.
<i>b Approved for future payment</i>				
<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	337.	
4 Dividends and interest from securities			14	46,455.	
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					-10.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <b>PASS THRU RENTAL INCOME</b>			16	60,864.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				107,656.	-10.
13 Total. Add line 12, columns (b), (d), and (e)				13	107,646.

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

**Part VI-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 the instructions.)
N/A	

**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

**b** Other transaction

- (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

c 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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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
N/A		

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.

S-1  
Signature of officer or trustee

7.8.10 ► Director

<b>Paid Pre- parer's Use Only</b>	Preparer's signature ► <i>Yvonne A. En</i>	Date 6/30/10	Preparer's identifying number (See Signature in the instrs) P00116171
	Firm's name (or yours if self- employed), address, and ZIP code ► <b>Kessler, Orlean, Silver &amp; Co. PC</b> ► <b>1101 Lake Cook Road, Suite C</b> ► <b>Deerfield, IL 60015-5233</b>	Check if self- employed ► <input type="checkbox"/>	EIN ► 36-3117333 Phone no. ► (847) 580-4100

**BAA**

**Form 990-PF (2009)**

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
PASS THRU RENTAL INCOME			
Total	\$ 60,864.	\$ 60,864.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROFESSIONAL FEES				
Total	\$ 2,384.	\$ 0.	\$ 0.	\$ 0.

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES				
Total	\$ 2,950.	\$ 0.	\$ 0.	\$ 0.

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX ESTIMATED PAYMENT				
Total	\$ 1,608.	\$ 0.	\$ 0.	\$ 0.

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**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER EXPENSE	\$ 1,876.			
FILING FEES	275.			\$ 15.
NORTHERN TRUST ACCOUNT FEES	5.	\$ 5.		
Total	<u>\$ 2,156.</u>	<u>\$ 5.</u>		<u>\$ 15.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1000 REPSOL INT'L CAPITAL LTD	Cost	\$ 25,000.	\$ 25,250.
2000 BAC CAPITAL TR II CAP SECS PFD	Cost	50,520.	44,500.
450 BP PLC	Cost	28,293.	26,087.
1000 CORTS TR BOEING CO	Cost	25,173.	25,530.
2000 JP MORGAN CHASE CAP XII TR PFD	Cost	50,391.	47,860.
1000 MORGAN STANLEY CAP TR VI	Cost	25,009.	22,450.
10000 MORGAN STANLEY S&P 500 INDEX	Cost	100,000.	91,450.
2500 NUVEEN MULTI CURRENCY SHORT TERM	Cost	50,694.	38,525.
Total	<u>\$ 355,080.</u>	<u>\$ 321,652.</u>	

**Statement 7**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

Other Investments	Valuation Method	Book Value	Fair Market Value
1330 N DEARBORN BUILDING	Cost	\$ 327,674.	\$ 728,759.
Total Other Investments	<u>\$ 327,674.</u>	<u>\$ 728,759.</u>	

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
3672.017 GABELLI ASSET FUND	Cost	100,445.	147,652.
122060.11 FRANKLIN INCOME CLASS C	Cost	325,550.	255,106.
19223.389 FIDELITY ADVISOR STRATEGIC INC	Cost	223,502.	232,603.
Total Other Publicly Traded Securities	<u>\$ 649,497.</u>	<u>\$ 635,361.</u>	
Total	<u>\$ 977,171.</u>	<u>\$ 1,364,120.</u>	

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**Statement 8**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
HUMANE SOCIETY 519 L STREET, NW WASHINGTON, DC 20037		UNRESTRICTED		\$ 4,000.
PETA 501 FRONT ST NORFOLK, VA 23510		UNRESTRICTED		5,500.
WORLD JEWISH CONGRESS FOUNDATION 2125 BISCAYNE BLVD STE 310 MIAMI, FL 33137		UNRESTRICTED		1,500.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741		UNRESTRICTED		240.
SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035		UNRESTRICTED		3,600.
CENTER THEATRE GROUP 135 NORTH GRAND AVE LOS ANGELES, CA 90012		UNRESTRICTED		38,906.
VALLEY PRESBYTERIAN HOSPITAL 15107 VANOWEN STREET VAN NUYS, CA 91405		UNRESTRICTED		1,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S. GRAND AVE LOS ANGELES, CA 90012		UNRESTRICTED		10,000.
ASPCA 424 E. 92ND STREET NEW YORK, NY 10128		UNRESTRICTED		1,100.
ANIMAL LEGAL DEFENSE FUND 170 EAST COTATI AVENUE COTATI, CA 94931		UNRESTRICTED		600.
MUSIC CENTER 135 NORTH GRAND AVE LOS ANGELES, CA 90012		UNRESTRICTED		1,000.
NARAL PRO CHOICE AMERICA 1156 15TH ST, NW SUITE 700 WASHINGTON, DC 20005		UNRESTRICTED		200.

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**Statement 8 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
TASHI PENDEY FOUNDATION PO BOX 2641 WAILUKU, HI 96793		UNRESTRICTED	\$	240.
FRONT RANGE EQUINE RESCUE PO BOX 8807 PUEBLO, CO 81008		UNRESTRICTED		500.
JOFFREY BALLET 10 E RANDOLF ST CHICAGO, IL 60601		UNRESTRICTED		100.
STEPHEN S. WISE TEMPLE 15500 STEPHEN S. WISE DR LOS ANGELES, CA 90077		UNRESTRICTED		925.
SPCA INTERNATIONAL PO BOX 92240 WASHINGTON, DC 20090		UNRESTRICTED		100.
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH ST KNOXVILLE, TN 37920		UNRESTRICTED		1,000.
ACE OF HEARTS PO BOX 2357 BEVERLY HILLS, CA 90213		UNRESTRICTED		100.
CASTLETON RANCH HORSE RESCUE 12103 EAST AVENUE H LANCASTER, CA 93535		UNRESTRICTED		500.
CHAI LIFELINE 9701 WEST PICO BLVD LOS ANGELES, CA 90035		UNRESTRICTED		100.
ICT 13274 FIJI WAY MARINA DEL RAY, CA 90292		UNRESTRICTED		100.
JANET KATZ ANIMAL RESCUE 6557 WANDERMERE RD. MALIBU, CA 90265		UNRESTRICTED		500.
LABS AND BUDDIES 4333 PARK TERRACE DR #205 WESTLAKE VILLAGE, CA 91361		UNRESTRICTED		100.

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**Statement 8 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
PCRM 5100 WISCONSIN AVE NW STE 400 WASHINGTON , DC 20016		UNRESTRICTED		\$ 500.
STRANGEST ANGELS ANIMAL RESCUE LOS ANGELES, CA		UNRESTRICTED		200.
TRUTHOUT PO BOX 276414 SACRAMENTO, CA 95827		UNRESTRICTED		100.
<b>Total</b>				<b>\$ 72,711.</b>

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**Other Revenue**

**Amount**

**PASS THRU RENTAL INCOME**

RENTAL INC 1330 N DEARBORN  
LESS: 743 DEPRECIATION...

\$ 73,667.

-12,803.

Total \$ 60,864.