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 [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION

A Employer identification number: 36-3501183

Number and street (or P O box number if mail is not delivered to street address)
C/O O'CONNOR PARTNERS
135 S LASALLE ST
Room/suite: 3250

B Telephone number (see page 10 of the instructions): (312) 542-8950

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

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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,278,130.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	735.	735.		ATCH 1
	4 Dividends and interest from securities	16,261.	16,261.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-6,776.			
	b Gross sales price for all assets on line 6a				
	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)	19,244.	19,244.		ATCH 3
	12 **Total.** Add lines 1 through 11	29,464.	36,240.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 4	251.	251.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	149.	299.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	3,916.	3,916.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,316.	4,466.		
	25 Contributions, gifts, grants paid	75,917.			75,917.
	26 **Total expenses and disbursements** Add lines 24 and 25	80,233.	4,466.		75,917.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-50,769.			
	b **Net investment income** (if negative, enter -0-)		31,774.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	588,067.	510,394.	510,394.
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)			
b	Investments - corporate stock (attach schedule) ATCH 7	197,410.	195,690.	172,974.
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)			
14	Land, buildings, and equipment basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)	641,116.	670,740.	594,762.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,426,593.	1,376,824.	1,278,130.
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. ▶ ☒			
27	Capital stock, trust principal, or current funds	1,426,593.	1,376,824.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,426,593.	1,376,824.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,426,593.	1,376,824.	

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	1,426,593.
2	Enter amount from Part I, line 27a	2	-50,769.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	1,000.
4	Add lines 1, 2, and 3	4	1,376,824.
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	1,376,824.

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** -6,776.

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? . . . . [X] 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			
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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	635.
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	635.
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	635.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,244.		
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	1,244.
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	609.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 609. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV 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 ▶ DAVID ZYER, O'CONNOR PARTNERS Telephone no ▶ 312-542-8950

Located at ▶ 135 S LASALLE ST, #3250 CHICAGO, IL ZIP + 4 ▶ 60603

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 ▶ 2008 , , ,			
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	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
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** No: X

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 10		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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	671,792.
b	Average of monthly cash balances	1b	579,462.
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	1,251,254.
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	1,251,254.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	18,769.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,232,485.
6	**Minimum investment return.** Enter 5% of line 5	6	61,624.

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	61,624.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a	635.		
b	Income tax for 2009 (This does not include the tax from Part VI.) — 2b			
c	Add lines 2a and 2b		2c	635.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	60,989.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	60,989.
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	60,989.

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	75,917.
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	75,917.
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	75,917.

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				60,989.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			76,375.	
b Total for prior years 20 07 ,20 06 ,20 05		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004 ... 0.				
b From 2005 ... 0.				
c From 2006 ... 0.				
d From 2007 ... 0.				
e From 2008 ... 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 75,917.				
a Applied to 2008, but not more than line 2a			75,917.	
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				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			458.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				60,989.
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	0.			
10 Analysis of line 9				
a Excess from 2005 ...				
b Excess from 2006 ... 0.				
c Excess from 2007 ... 0.				
d Excess from 2008 ... 0.				
e Excess from 2009 ... 0.				

Part XIV Private Operating Foundations (see 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).)

DAVID ZYER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

Check here ▶ [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:

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . . ▶ **3a**				75,917.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	735.	
4 Dividends and interest from securities			14	16,261.	
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	-6,776.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b INCOME FROM INVESTMENTS			14	19,244.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				29,464.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 29,464.

(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

David E ... | 11-2-10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Preparer's signature	ROBERT S. STEVENS	06/15/2010		P00663379
Firm's name (or yours if self-employed), address, and ZIP code	O'CONNOR PARTNERS 135 S LASALLE ST #3250 CHICAGO, IL 60603		EIN 36-3704975	Phone no 312-542-8920

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 BLACK BEAR FD II LLC PROPERTY TYPE: SECURITIES				P		
							-2,137.	
		FROM BERNSTEIN - SEE SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							-4,639.	
TOTAL GAIN(LOSS)							-6,776.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE NORTHERN TRUST COMPANY		735.	735.
	TOTAL	735.	735.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS	10,968.	10,968.
SANFORD BERNSTEIN & CO	5,279.	5,279.
INTEREST ON TAX REFUND - IRS	14.	14.
TOTAL	16,261.	16,261.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVEST INCOME BLACK BEAR OFFSHORE	7,038.	7,038.
INVEST INCOME TELLURIDE CAP FUND	12,206.	12,206.
TOTALS	19,244.	19,244.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BLACK BEAR FD II LLC-INV INT E	251.	251.
TOTALS	251.	251.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES UBS	299.	299.
INCOME TAX - REFUND	-150.	
TOTALS	149.	299.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE FILING FEES	28.	28.
BANK CHARGES CUSTODY FEES	3,659.	3,659.
BLACK BEAR FUND II LLC-INV EXP	229.	229.
TOTALS	3,916.	3,916.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS - AG STOCK	32,706.	55,945.
STOCK HELD AT SANFORD BRNSTEIN	162,984.	117,029.
TOTALS	195,690.	172,974.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVEST AT UBS	221,837.	172,613.
OTHER INVEST SANFORD BERNSTEIN	237,073.	212,682.
BLACK BEAR OFFSHORE FD	0.	0.
TELLURIDE CAPITAL FD	123,327.	123,327.
BLACK BEAR FUND II LLC	88,503.	86,140.
TOTALS	670,740.	594,762.

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

DESCRIPTION		AMOUNT
REDEPOSIT VOIDED CHECK		1,000.
	TOTAL	1,000.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIR/PRES/TREASURER 1.00	0.	0.	0.
CONNIE ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIRECTOR/VICE-PRES. .48	0.	0.	0.
CONSTANCE FELTEN C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	SECRETARY .05	0.	0.	0.
ELIZABETH ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIRECTOR .02	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONCORDIA UNIVERSITY 7400 AUGUSTA ST RIVER FOREST, IL 60305	NONE	PILLARS FUND	2,000.
NORTHSHORE CONCERT BAND 1555 SHERMAN #315 EVANSTON, IL 60201	NONE	MUSIC EDUCATION OUTREACH, RECORDED WORKS AND COMMISSIONS	5,000.
DE PAUL UNIVERSITY SCHOOL OF MUSIC 804 BELDEN AVE CHICAGO, IL 60614	NONE	SUPPORT SCHOLARSHIPS, ACADEMIC PROGRAMMING, ENDOWMENT AND CAPITAL IMPROVEMENTS	1,000
MISERICORDIA 6300 NORTH RIDGE CHICAGO, IL 60660	NONE	PROGRAMS AND SERVICES FOR CHILDREN AND ADULTS WITH DEVELOPMENTAL DISABILITIES	3,000
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PL CHICAGO, IL 60301	NONE	FIGHT HUNGER	3,000
MAKE A WISH FOUNDATION 640 NORTH LASALLE STREET, SUITE 280 CHICAGO, IL 60610	NONE	GRANT WISHES OF CHILDREN WITH LIFE THREATENING MEDICAL CONDITIONS	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEPHZIBAH CHILDREN'S ASSICIATION 946 NORTH BLVD OAK PARK, IL 60301 OAK PARK, IL 60301	NONE	PROVIDE SHELTER FOR CHILDREN IN NEED	3,000.
INFANT WELFARE CLINIC 320 LAKE STREET OAK PARK, IL 60302	NONE	MEDICAL DENTAL AND SOCIAL SERVICES	1,000
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE , FL 17 CHICAGO, IL 60601	NONE	ALZHEIMER RESEARCH, PROGRAMS AND SUPPORT	2,000
JONI AND FRIENDS PO BOX 2222 AKRON, OH 44309-2222	NONE	DISABILITY MINISTRY TRAINING	1,000
WALTHER LUTHERAN HIGH SCHOOL 900 CHICAGO AVENUE MELROSE PARK, IL 60160 MELROSE PARK, IL 60160	NONE	EDUCATION	5,000
NORTHWESTERN UNIVERSITY SCHOOL OF MUSIC 711 ELGIN ROAD EVANSTON, IL 60208	NONE	SUPPORT BAND PROGRAM	5,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRACE LUTHERAN CHRUCH 7300 DIVISION ST RIVER FOREST, IL 60305	NONE	MINISTRY STAFF SEMINARY PROGRAM EXPENSES	9,000.
LCFS OF ILLINOIS 7620 MADISON STREET RIVER FOREST, IL 60305	NONE	PROVIDE SERVICES TO CHILDREN AND FAMILIES IN NEED	5,000.
SALVATION ARMY PO BOX 4103 CAROL STREAM, IL 60197	NONE	SERVICES TO THE NEEDY	3,000
NORTHWESTERN UNIVERSITY 2020 RIDGE AVE, RM 230 EVANSTON, IL 60208	NONE	KELLOGG SCHOOL OF MANAGEMENT	2,500
BOY SCOUTS OF AMERICA 7300 W DIVISION RIVER FOREST, IL 60305	NONE	EAGLE PIN SETS AND CAMPERSHIPS	1,000
CLEF 861 S CHRUCH RD BENSENVILLE, IL 60106	NONE	EDUCATIONAL SCHOLARSHIPS, TEXTBOOKS, CLASSROOM SUPPLIES, FURNITURE AND EQUIPMENT	3,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPERATION WALK NORTHWESTERN ARTHRITIS AND REHAB IN 680 NORTH LAKE SHORE DR, STE 1028 CHICAGO, IL 60611	NONE	BRING MOBILITY TO UNDERSERVED POPULATIONS IN THE WORLD	250.
PROVISO HABITAT FOR HUMANITY 2126 SOUTH 17TH AVE BROADVIEW, IL 60153	NONE	PROVIDE LOW-COST HOUSING IN WESTERN COOK COUNTY	1,000
FIRST PRESBYTERIAN CHURCH 7551 QUICK AVE RIVER FOREST, IL 60305	NONE	SUPPORT CHURCH	5,000
GOOD CITY 5049 W HARRISON CHICAGO, IL 60644	NONE	SUPPORTS EMERGING NEIGHBORHOODS AND FAITH BASED PROGRAMS THAT PROMOTE SELF SUFFICIENCY	2,000
FENWICK HIGH SCHOOL ATTN ROBERT DIXON, DIRECTOR OF DEVELOPMENT 505 WASHINGTON BLVD OAK PARK, IL 60302	NONE	ANNUAL FUND	1,000
SHRIVER CENTER 50 EAST WASHINGTON CHICAGO, IL 60602	NONE	LEADERSHIP IN ACHIEVING SOCIAL AND CEONOMIC JUSTICE FOR LOW-INCOME PEOPLE	1,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHIL'S FRIENDS 405 S RUSH ST ROSELLE, IL 60172	NONE	CARE PACKAGES FOR CANCER PATIENTS	500.
MERCY HOME FOR BOYS AND GIRLS FR SCOTT DONOHUE 1140 W JACKSON BLVC CHICAGO, IL 60607	NONE	CARE AND SUPPORT FOR CHILDREN	1,500.
WTTW AND 98 7 WFMT 5400 N ST LOUIS AVE CHICAGO, IL 60625	NONE	PUBLIC TELEVISION	5,000.
THRIVE COUNSILING RAY KROC CENTER 120 S MARION ST OAK PARK, IL 60302	NONE	SOCIAL SERVICE AND MENTAL HEALTH	500
US EMPOWERED 222 W ONTARIO, SUITE 501 CHICAGO, IL 60654	NONE	ASSIST LOW INCOME STUDENTS ENTERING COLLEGE	1,667.
		TOTAL CONTRIBUTIONS PAID	75,917.

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
LONG-TERM								
05/26/2006	01/06/2009	7	APPLE INC	94.15	64.00	659.02	448.01	211.01
10/28/2008	01/15/2009	60	ACTIVISION BLIZZARD INC	9.09	10.89	545.40	653.21	-107.81
12/18/2008	01/15/2009	25	ACTIVISION BLIZZARD INC	9.09	9.44	227.25	235.95	-8.70
05/26/2006	01/15/2009	10	APPLE INC	82.85	64.00	828.53	640.03	188.50
04/30/2008	01/15/2009	12	BAXTER INTERNATIONAL INC	53.13	62.52	637.53	750.21	-112.68
04/15/2008	01/15/2009	8	BECTON DICKINSON & CO	70.33	84.00	562.61	672.01	-109.40
06/27/2008	01/15/2009	1	BECTON DICKINSON & CO	70.33	79.49	70.33	79.49	-9.16
07/18/2007	01/15/2009	3	CME GROUP INC	167.05	578.14	501.16	1,734.42	-1,233.26
05/08/2007	01/15/2009	5	CELGENE CORP	49.12	62.89	245.61	314.44	-68.83
12/20/2006	01/15/2009	8	FLUOR CORP	42.32	41.85	338.56	334.80	3.76
03/14/2008	01/15/2009	6	FLUOR CORP	42.32	68.98	253.92	413.89	-159.97
05/17/2005	01/21/2009	4	***ALCON INC	83.99	102.85	335.95	411.40	-75.45
01/05/2006	01/21/2009	5	***ALCON INC	83.99	136.35	419.94	681.77	-261.83
06/15/2006	01/21/2009	3	***ALCON INC	83.99	104.76	251.97	314.28	-62.31
05/19/2005	01/26/2009	2	GOOGLE INC-CL A	326.88	239.67	653.76	479.34	174.42
12/18/2008	02/02/2009	10	AFLAC INC	23.15	45.95	231.54	459.52	-227.98
07/18/2007	02/06/2009	1	CME GROUP INC	189.25	578.14	189.25	578.14	-388.89
08/10/2007	02/06/2009	2	CME GROUP INC	189.25	595.56	378.51	1,191.13	-812.62
08/02/2005	02/06/2009	10	GILEAD SCIENCES INC	52.57	22.88	525.74	228.79	296.95
01/23/2006	02/06/2009	2	GILEAD SCIENCES INC	52.57	28.38	105.15	56.77	48.38
04/13/2006	02/06/2009	6	MONSANTO CO	84.14	41.33	504.86	248.00	256.86
05/26/2006	02/10/2009	3	APPLE INC	97.93	64.00	293.78	192.00	101.78
10/28/2008	02/10/2009	6	GOLDMAN SACHS GROUP INC	92.39	95.25	554.32	571.49	-17.17
05/19/2005	02/10/2009	2	GOOGLE INC-CL A	360.60	239.67	721.19	479.34	241.85
11/13/2007	02/10/2009	10	MEDCO HEALTH SOLUTIONS INC	45.49	49.39	454.89	493.86	-38.97
01/05/2006	02/11/2009	8	PROCTER & GAMBLE CO	51.02	58.84	408.19	470.70	-62.51
08/22/2008	02/11/2009	2	PROCTER & GAMBLE CO	51.02	70.61	102.05	141.22	-39.17
12/18/2008	02/17/2009	50	ACTIVISION BLIZZARD INC	9.53	9.44	476.31	471.90	4.41
10/17/2007	03/04/2009	10	DEERE & CO	26.64	75.74	266.39	757.43	-491.04
08/14/2007	03/05/2009	7	ABBOTT LABORATORIES	46.27	53.01	323.89	371.06	-47.17
05/08/2007	03/05/2009	5	CELGENE CORP	40.44	62.89	202.21	314.45	-112.24
11/20/2006	03/05/2009	30	CISCO SYSTEMS INC	14.65	26.94	439.56	808.06	-368.50
09/24/2008	03/05/2009	10	JPMORGAN CHASE & CO	17.23	41.09	172.26	410.93	-238.67
10/28/2008	03/05/2009	10	JPMORGAN CHASE & CO	17.23	34.68	172.26	346.85	-174.59
01/07/2008	03/05/2009	10	***TEVA PHARMACEUTICAL-SP ADR	43.45	47.90	434.53	479.02	-44.49
04/13/2006	03/12/2009	5	MONSANTO CO	82.25	41.34	411.24	206.68	204.56
01/05/2006	03/17/2009	12	GENENTECH INC	93.80	94.14	1,125.64	1,129.72	-4.08
04/03/2006	03/17/2009	10	GENENTECH INC	93.80	83.12	938.04	831.21	106.83
03/27/2008	03/17/2009	8	GENENTECH INC	93.80	80.96	750.43	647.71	102.72
09/24/2008	03/19/2009	3	LOCKHEED MARTIN CORP	68.47	108.38	205.41	325.13	-119.72
10/28/2008	03/19/2009	3	LOCKHEED MARTIN CORP	68.47	73.98	205.42	221.93	-16.51
07/08/2008	03/19/2009	10	PHILIP MORRIS INTERNATIONAL	37.79	52.22	377.87	522.17	-144.30
10/06/2006	03/25/2009	15	HEWLETT-PACKARD CO	30.66	37.58	459.83	563.70	-103.87
10/26/2006	03/25/2009	10	HEWLETT-PACKARD CO	30.66	39.39	306.56	393.94	-87.38
10/28/2008	03/26/2009	15	GENENTECH INC	95.00	79.26	1,425.00	1,188.86	236.14
01/28/2009	03/26/2009	5	GENENTECH INC	95.00	84.46	475.00	422.29	52.71

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/10/2007	04/03/2009	1	CME GROUP INC	251.74	595.57	251.74	595.57	-343.83
07/09/2007	04/07/2009	4	COLGATE-PALMOLIVE CO	60.09	66.16	240.37	264.64	-24.27
12/06/2007	04/07/2009	2	COLGATE-PALMOLIVE CO	60.09	79.24	120.19	158.49	-38.30
08/14/2007	04/08/2009	5	ABBOTT LABORATORIES	43.53	53.01	217.63	265.05	-47.42
11/06/2007	04/08/2009	5	ABBOTT LABORATORIES	43.53	54.14	217.63	270.72	-53.09
08/22/2008	04/09/2009	5	PROCTER & GAMBLE CO	49.04	70.61	245.19	353.05	-107.86
08/22/2008	04/14/2009	1	PROCTER & GAMBLE CO	47.60	70.61	47.60	70.61	-23.01
10/28/2008	04/14/2009	4	PROCTER & GAMBLE CO	47.60	58.26	190.42	233.04	-42.62
02/02/2009	04/15/2009	10	HONEYWELL INTERNATIONAL INC	30.23	32.16	302.32	321.62	-19.30
10/28/2008	04/15/2009	4	LOCKHEED MARTIN CORP	73.85	73.97	295.40	295.90	-0.50
11/06/2007	04/16/2009	5	ABBOTT LABORATORIES	42.50	54.14	212.52	270.72	-58.20
12/06/2007	04/16/2009	8	COLGATE-PALMOLIVE CO	59.11	79.24	472.85	633.96	-161.11
03/14/2008	04/16/2009	1	COLGATE-PALMOLIVE CO	59.11	76.51	59.11	76.51	-17.40
10/28/2008	04/16/2009	5	PROCTER & GAMBLE CO	49.80	58.26	248.99	291.30	-42.31
01/10/2008	04/23/2009	11	COCA-COLA CO/THE	42.84	65.15	471.29	716.61	-245.32
01/05/2006	04/23/2009	1	GOOGLE INC-CL A	385.06	447.41	385.06	447.41	-62.35
04/30/2008	04/23/2009	15	MICROSOFT CORP	18.60	28.96	278.95	434.42	-155.47
02/10/2009	04/23/2009	10	MICROSOFT CORP	18.60	18.97	185.97	189.75	-3.78
01/15/2008	04/28/2009	10	ABBOTT LABORATORIES	43.18	59.54	431.83	595.38	-163.55
02/10/2009	04/28/2009	25	MICROSOFT CORP	20.08	18.98	501.98	474.40	27.58
03/19/2009	04/28/2009	5	MICROSOFT CORP	20.08	17.25	100.39	86.23	14.16
02/11/2008	04/28/2009	10	WAL-MART STORES INC	48.75	48.67	487.51	486.75	0.76
04/25/2008	04/28/2009	5	WAL-MART STORES INC	48.75	57.92	243.75	289.58	-45.83
01/23/2006	04/30/2009	5	GILEAD SCIENCES INC	45.40	28.39	226.99	141.95	85.04
06/27/2008	05/01/2009	5	BECTON DICKINSON & CO	61.06	79.50	305.27	397.48	-92.21
07/08/2008	05/01/2009	5	BECTON DICKINSON & CO	61.06	81.36	305.28	406.81	-101.53
07/25/2008	05/01/2009	1	BECTON DICKINSON & CO	61.06	85.28	61.06	85.28	-24.22
11/16/2007	05/01/2009	5	EOG RESOURCES INC	66.08	85.31	330.40	426.54	-96.14
03/19/2009	05/01/2009	15	MICROSOFT CORP	20.00	17.25	300.04	258.71	41.33
07/25/2008	05/04/2009	3	BECTON DICKINSON & CO	60.79	85.28	182.36	255.85	-73.49
02/10/2009	05/04/2009	3	BECTON DICKINSON & CO	60.79	71.69	182.37	215.07	-32.70
03/14/2008	05/05/2009	6	COLGATE-PALMOLIVE CO	61.70	76.51	370.22	459.08	-88.86
01/30/2009	05/05/2009	15	MOLSON COORS BREWING CO -B	42.08	40.67	631.14	610.10	21.04
07/08/2008	05/05/2009	6	PHILIP MORRIS INTERNATIONAL	37.33	52.22	224.00	313.31	-89.31
08/07/2008	05/05/2009	9	PHILIP MORRIS INTERNATIONAL	37.33	54.82	336.01	493.42	-157.41
11/10/2008	05/06/2009	8	GENERAL MILLS INC	51.89	66.46	415.15	531.65	-116.50
02/10/2009	05/06/2009	10	HONEYWELL INTERNATIONAL INC	32.84	33.21	328.44	332.13	-3.69
10/28/2008	05/07/2009	6	LOCKHEED MARTIN CORP	79.35	73.98	476.07	443.87	32.20
03/19/2009	05/07/2009	10	MICROSOFT CORP	19.32	17.25	193.19	172.48	20.71
04/06/2009	05/07/2009	5	MICROSOFT CORP	19.32	18.47	96.59	92.37	4.22
04/07/2009	05/07/2009	20	PACCAR INC	32.90	28.27	657.99	565.34	92.65
01/18/2008	05/07/2009	10	***TEVA PHARMACEUTICAL-SP ADR	44.34	48.12	443.41	481.18	-37.77
06/15/2006	05/08/2009	5	***ALCON INC	96.24	104.76	481.18	523.81	-42.63
03/27/2008	05/08/2009	8	COCA-COLA CO/THE	42.81	61.43	342.47	491.48	-149.01
04/25/2008	05/08/2009	1	COCA-COLA CO/THE	42.81	59.94	42.81	59.94	-17.13
11/20/2006	05/08/2009	10	HEWLETT-PACKARD CO	34.07	39.63	340.66	396.27	-55.61
10/28/2008	05/08/2009	5	PROCTER & GAMBLE CO	51.57	58.26	257.84	291.31	-33.47
05/25/2007	05/12/2009	10	PEPSICO INC	49.22	68.89	492.18	688.92	-196.74
10/28/2008	05/15/2009	25	THE WALT DISNEY CO.	24.08	22.03	602.03	550.83	51.20

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/14/2009	05/19/2009	10	JACOBS ENGINEERING GROUP INC	40.00	45.35	400.03	453.54	-53.51
01/30/2009	05/19/2009	10	JACOBS ENGINEERING GROUP INC	40.00	39.47	400.04	394.74	5.30
03/14/2008	05/20/2009	10	ABBOTT LABORATORIES	43.57	51.50	435.66	515.03	-79.37
10/28/2008	05/26/2009	30	SCHWAB (CHARLES) CORP	17.43	16.17	522.87	485.21	37.66
01/30/2009	05/26/2009	5	SCHWAB (CHARLES) CORP	17.43	13.66	87.15	68.31	18.84
03/14/2007	05/28/2009	6	MONSANTO CO	79.22	52.63	475.31	315.79	159.52
04/06/2009	05/28/2009	25	NETAPP INC	18.70	15.54	467.43	388.62	78.81
03/14/2007	05/29/2009	3	MONSANTO CO	81.34	52.63	244.02	157.89	86.13
01/30/2009	06/01/2009	15	SCHWAB (CHARLES) CORP	18.19	13.66	272.83	204.93	67.90
01/05/2006	06/03/2009	8	FRANKLIN RESOURCES INC	71.25	94.86	569.98	758.90	-188.92
01/08/2007	06/03/2009	2	FRANKLIN RESOURCES INC	71.25	113.47	142.49	226.94	-84.45
03/14/2007	06/04/2009	5	MONSANTO CO	82.00	52.63	410.02	263.16	146.86
08/22/2008	06/12/2009	5	PHILIP MORRIS INTERNATIONAL	43.41	54.68	217.05	273.39	-56.34
11/22/2006	06/19/2009	20	CISCO SYSTEMS INC	18.93	26.92	378.54	538.44	-159.90
05/25/2007	06/19/2009	15	EMERSON ELECTRIC CO	32.87	47.29	493.07	709.42	-216.35
10/28/2008	06/19/2009	5	EMERSON ELECTRIC CO	32.87	31.01	164.36	155.05	9.31
12/06/2006	06/19/2009	15	HEWLETT-PACKARD CO	38.24	40.17	573.63	602.57	-28.94
11/06/2006	06/19/2009	8	MCDONALD'S CORP	58.23	41.65	465.86	333.18	132.68
12/06/2006	06/24/2009	10	HEWLETT-PACKARD CO	37.52	40.17	375.23	401.71	-26.48
03/14/2007	06/26/2009	5	MONSANTO CO	75.68	52.63	378.42	263.17	115.25
01/10/2008	06/29/2009	5	EOG RESOURCES INC	68.17	88.45	340.87	442.24	-101.37
01/18/2008	06/29/2009	8	EOG RESOURCES INC	68.17	84.87	545.40	678.97	-133.57
11/22/2006	07/01/2009	15	CISCO SYSTEMS INC	19.01	26.92	285.19	403.83	-118.64
01/18/2008	07/01/2009	6	EOG RESOURCES INC	68.60	84.87	411.60	509.23	-97.63
03/14/2008	07/08/2009	5	FLUOR CORP	46.68	68.98	233.40	344.92	-111.52
01/18/2008	07/13/2009	5	EOG RESOURCES INC	62.84	84.87	314.19	424.37	-110.18
07/25/2008	07/13/2009	4	EOG RESOURCES INC	62.84	103.78	251.36	415.14	-163.78
12/06/2006	07/16/2009	20	HEWLETT-PACKARD CO	39.13	40.17	782.64	803.44	-20.80
03/27/2008	07/16/2009	7	MCDONALD'S CORP	57.08	55.87	399.55	391.09	8.46
08/26/2008	07/16/2009	1	MCDONALD'S CORP	57.08	61.89	57.08	61.89	-4.81
12/18/2008	07/20/2009	15	THE WALT DISNEY CO.	24.91	23.40	373.59	351.03	22.56
12/18/2008	07/20/2009	5	THE WALT DISNEY CO.	24.91	23.40	124.53	117.01	7.52
08/21/2007	07/22/2009	9	MONSANTO CO	79.72	64.28	717.51	578.48	139.03
04/21/2009	07/23/2009	15	LIBERTY ENTERTAINMENT-CL A	26.93	23.74	404.01	356.14	47.87
08/22/2008	07/27/2009	5	PHILIP MORRIS INTERNATIONAL	46.63	54.68	233.14	273.40	-40.26
11/22/2006	08/03/2009	30	CISCO SYSTEMS INC	22.52	26.92	675.54	807.66	-132.12
11/22/2006	08/03/2009	5	CISCO SYSTEMS INC	22.52	26.92	112.59	134.61	-22.02
12/18/2008	08/03/2009	15	THE WALT DISNEY CO.	25.52	23.40	382.77	351.03	31.74
07/25/2008	08/03/2009	2	EOG RESOURCES INC	76.89	103.79	153.77	207.58	-53.81
04/07/2009	08/03/2009	2	EOG RESOURCES INC	76.89	58.51	153.77	117.02	36.75
08/26/2008	08/04/2009	9	MCDONALD'S CORP	55.01	61.90	495.05	557.07	-62.02
10/28/2008	08/04/2009	1	MCDONALD'S CORP	55.01	53.05	55.01	53.05	1.96
05/20/2008	08/05/2009	9	BAXTER INTERNATIONAL INC	55.70	61.36	501.27	552.21	-50.94
05/08/2007	08/05/2009	10	CELGENE CORP	56.55	62.89	565.50	628.90	-63.40
10/28/2008	08/05/2009	10	EMERSON ELECTRIC CO	34.84	31.01	348.42	310.11	38.31
12/18/2008	08/05/2009	10	EMERSON ELECTRIC CO	34.84	36.19	348.42	361.94	-13.52
08/21/2007	08/06/2009	1	MONSANTO CO	84.05	64.28	84.05	64.28	19.77
07/25/2008	08/06/2009	2	MONSANTO CO	84.05	115.32	168.11	230.64	-62.53
01/14/2009	08/07/2009	3	APACHE CORP	87.29	74.11	261.86	222.33	39.53

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/30/2009	08/07/2009	3	APACHE CORP	87.29	77.17	261.87	231.51	30.36
11/10/2008	08/07/2009	5	PROCTER & GAMBLE CO	51.91	64.88	259.56	324.39	-64.83
	08/18/2009		***TAIWAN SEMICONDUCTOR MFG CO			4.65		4.65
12/18/2008	08/19/2009	5	EMERSON ELECTRIC CO	34.61	36.19	173.05	180.97	-7.92
03/19/2009	08/19/2009	5	EMERSON ELECTRIC CO	34.61	27.82	173.06	139.08	33.98
04/07/2009	08/20/2009	3	EOG RESOURCES INC	73.59	58.52	220.77	175.55	45.22
07/25/2008	08/25/2009	3	MONSANTO CO	84.11	115.33	252.34	345.98	-93.64
04/30/2008	08/27/2009	4	NIKE INC -CL B	56.01	67.78	224.03	271.14	-47.11
06/03/2008	08/27/2009	6	NIKE INC -CL B	56.01	67.34	336.05	404.02	-67.97
03/13/2007	08/28/2009	10	HEWLETT-PACKARD CO	44.82	40.06	448.25	400.64	47.61
05/01/2009	09/02/2009	10	TIME WARNER CABLE	35.82	33.36	358.19	333.58	24.61
10/28/2008	09/04/2009	10	JPMORGAN CHASE & CO	42.39	34.68	423.86	346.85	77.01
05/20/2008	09/09/2009	2	BAXTER INTERNATIONAL INC	55.97	61.36	111.95	122.72	-10.77
08/04/2008	09/09/2009	5	BAXTER INTERNATIONAL INC	55.97	68.64	279.87	343.20	-63.33
06/19/2009	09/10/2009	5	PROCTER & GAMBLE CO	55.88	51.14	279.38	255.72	23.66
05/12/2009	09/11/2009	10	NUCOR CORP	46.43	41.92	464.28	419.23	45.05
04/25/2008	09/16/2009	10	COCA-COLA CO/THE	52.34	59.94	523.35	599.40	-76.05
03/14/2008	09/16/2009	5	FLUOR CORP	55.78	68.98	278.89	344.92	-66.03
11/13/2007	09/16/2009	10	MEDCO HEALTH SOLUTIONS INC	55.76	49.39	557.62	493.87	63.75
10/28/2008	09/16/2009	9	MCDONALD'S CORP	55.42	53.05	498.79	477.48	21.31
04/06/2009	09/16/2009	10	MICROSOFT CORP	25.09	18.47	250.87	184.74	66.13
05/01/2009	09/17/2009	10	FREEPORT-MCMORAN COPPER	71.03	45.18	710.27	451.76	258.51
05/06/2009	09/17/2009	1	FREEPORT-MCMORAN COPPER	71.03	52.28	71.03	52.28	18.75
04/30/2009	09/23/2009	8	***TOYOTA MOTOR CORP -SPON ADR	82.34	79.76	658.75	638.10	20.65
01/30/2009	09/30/2009	3	APACHE CORP	92.16	77.17	276.48	231.51	44.97
02/10/2009	09/30/2009	1	APACHE CORP	92.16	80.25	92.16	80.25	11.91
03/15/2007	10/05/2009	10	HEWLETT-PACKARD CO	45.58	39.63	455.78	396.29	59.49
04/21/2009	10/06/2009	8	VISA INC - CLASS A SHRS	68.01	55.64	544.06	445.10	98.96
05/06/2009	10/06/2009	1	VISA INC - CLASS A SHRS	68.01	66.90	68.01	66.90	1.11
04/21/2009	10/08/2009	15	LOWE'S COS INC	20.84	19.78	312.56	296.73	15.83
05/11/2009	10/08/2009	15	LOWE'S COS INC	20.84	19.16	312.57	287.40	25.17
10/28/2008	10/12/2009	5	MCDONALD'S CORP	56.79	53.05	283.96	265.27	18.69
01/28/2009	10/12/2009	5	MCDONALD'S CORP	56.79	59.24	283.97	296.21	-12.24
02/10/2009	10/13/2009	2	APACHE CORP	97.39	80.25	194.78	160.50	34.28
03/19/2009	10/13/2009	2	APACHE CORP	97.39	67.56	194.78	135.12	59.66
01/23/2006	10/15/2009	15	GILEAD SCIENCES INC	46.56	28.39	698.38	425.85	272.53
05/01/2009	10/16/2009	9	UNION PACIFIC CORP	63.20	49.01	568.76	441.13	127.63
07/20/2009	10/19/2009	25	ALTERA CORPORATION	21.64	17.26	540.96	431.43	109.53
01/05/2006	10/19/2009	1	GOOGLE INC-CL A	551.19	447.42	551.19	447.42	103.77
11/13/2007	10/21/2009	8	MEDCO HEALTH SOLUTIONS INC	56.75	49.39	453.99	395.10	58.89
03/14/2008	10/21/2009	3	MEDCO HEALTH SOLUTIONS INC	56.75	42.00	170.24	126.00	44.24
04/25/2008	10/21/2009	10	WAL-MART STORES INC	51.67	57.92	516.69	579.17	-62.48
10/28/2008	10/21/2009	1	WAL-MART STORES INC	51.67	51.31	51.67	51.31	0.36
03/19/2009	10/22/2009	3	APACHE CORP	101.27	67.56	303.81	202.68	101.13
03/19/2009	10/22/2009	5	EMERSON ELECTRIC CO	40.00	27.82	199.99	139.08	60.91
05/20/2009	10/22/2009	10	EMERSON ELECTRIC CO	40.00	33.58	399.97	335.84	64.13
01/18/2008	10/22/2009	10	***TEVA PHARMACEUTICAL-SP ADR	50.65	48.12	506.47	481.18	25.29
05/06/2009	10/28/2009	13	FREEPORT-MCMORAN COPPER	75.37	52.29	979.87	679.76	300.11
11/19/2007	11/02/2009	10	CELGENE CORP	50.39	64.33	503.85	643.34	-139.49

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/20/2009	11/04/2009	10	ALTERA CORPORATION	20.00	17.26	200.00	172.58	27.42
07/27/2009	11/04/2009	20	ALTERA CORPORATION	20.00	18.91	400.00	378.24	21.76
05/01/2009	11/04/2009	1	UNION PACIFIC CORP	59.60	49.02	59.60	49.02	10.58
05/05/2009	11/04/2009	4	UNION PACIFIC CORP	59.60	52.27	238.38	209.08	29.30
03/14/2008	11/09/2009	3	COLGATE-PALMOLIVE CO	80.19	76.52	240.56	229.55	11.01
01/28/2009	11/09/2009	6	COLGATE-PALMOLIVE CO	80.19	62.98	481.12	377.90	103.22
11/10/2005	11/09/2009	10	SCHLUMBERGER LTD	65.15	46.05	651.48	460.53	190.95
05/07/2009	11/11/2009	65	***TAIWAN SEMICONDUCTOR-SP ADR	10.24	10.35	665.61	673.02	-7.41
06/29/2009	11/11/2009	25	***TAIWAN SEMICONDUCTOR-SP ADR	10.24	9.56	256.01	239.03	16.98
01/08/2007	11/13/2009	20	CISCO SYSTEMS INC	23.56	28.62	471.23	572.44	-101.21
09/14/2009	11/19/2009	9	UNITED TECHNOLOGIES CORP	67.73	61.43	609.61	552.89	56.72
05/29/2009	11/24/2009	10	***PETROLEO BRASILEIRO S.A.-AD	51.34	44.11	513.42	441.14	72.28
09/25/2009	11/25/2009	20	***PETROLEO BRASILEIRO-SPON AD	46.24	37.91	924.81	758.26	166.55
09/18/2009	11/25/2009	4	***RIO TINTO PLC-SPON ADR	210.05	179.81	840.21	719.24	120.97
05/05/2009	12/03/2009	5	UNION PACIFIC CORP	64.54	52.27	322.70	261.36	61.34
01/25/2008	12/17/2009	2	CME GROUP INC	326.33	636.87	652.67	1,273.74	-621.07
01/05/2006	12/17/2009	1	GOOGLE INC-CL A	594.59	447.42	594.59	447.42	147.17
05/11/2009	12/17/2009	5	LOWE'S COS INC	23.66	19.16	118.30	95.80	22.50
05/18/2009	12/17/2009	15	LOWE'S COS INC	23.66	19.49	354.92	292.39	62.53
05/29/2009	12/17/2009	5	LOWE'S COS INC	23.66	18.94	118.30	94.69	23.61
05/29/2009	12/18/2009	10	***ARCELORMITTAL-NY REGISTERED	43.02	32.92	430.15	329.23	100.92
08/05/2009	12/18/2009	5	***ARCELORMITTAL-NY REGISTERED	43.02	37.86	215.08	189.28	25.80
05/06/2009	12/23/2009	6	VISA INC - CLASS A SHRS	86.47	66.91	518.81	401.45	117.36
05/18/2009	12/24/2009	3	AMAZON.COM INC	138.44	75.00	415.31	225.00	190.31
SUBTOTAL FOR LONG-TERM						79,835.43	84,474.72	-4,639.29
TOTAL						79,835.43	84,474.72	-4,639.29

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L -4,639.29

LONG TERM -4,639.29

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

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

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

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION	36-3501183
	Number, street, and room or suite no If a P O box, see instructions C/O O'CONNOR PARTNERS,135 SOUTH LASALLE ST, #3250	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO,IL 60603	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ DAVID ZYER

Telephone No. ▶ 312-542-8950 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , ____ , and ending ______ , ____ .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	318
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$	1,244
c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	-926

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

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

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

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

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

Type or print File by the extended due date for filing the return. See instructions.		
	Name of Exempt Organization GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION	**Employer identification number** 36-3501183
	Number, street, and room or suite no. If a P.O box, see instructions. C/O O'CONNOR PARTNERS, 135 SOUTH LASALLE ST,#3250	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60603	

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

☐ Form 990	X Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

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

- The books are in the care of ▶ DAVID ZYER

  Telephone No. ▶ 312-542-8950 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010 .

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

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

7 State in detail why you need the extension ADDITIONAL TIME IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 635
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 1,244
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ -609

Signature and Verification

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

Signature ▶ Robert L. Sievers Title ▶ CPA Date ▶ 08/12/2010

JSA
9F8055 3 000