



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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

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

FILIPOWSKI FOUNDATION
C/O J. MCCARTHY 1275 E. BUTTERFIELD #206
WHEATON, IL 60189-8849

A Employer identification number

36-3871224

B Telephone number (see the instructions)

(630) 682-0104

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 ►

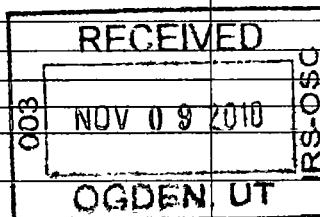
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 2,567,093.

(Part I, column (d) must be on cash basis)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	7,563.	7,563.		N/A
	4 Dividends and interest from securities	48,580.	48,580.		
	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	-2,372,369. 942,504.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-119,521.	-119,521.		
	12 Total. Add lines 1 through 11	-2,435,747.	-63,378.		
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	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 sch) SEE ST 2 c Other prof fees (attach sch) SEE ST 3	4,223. 61,381.	3,167. 61,381.		1,056.
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 4	6,617.			6,617.
	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	1,285.	129.		
	24 Total operating and administrative expenses. Add lines 13 through 23	73,506.	64,677.		7,673.
	25 Contributions, gifts, grants paid PART XV	423,724.			423,724.
	26 Total expenses and disbursements. Add lines 24 and 25	497,230.	64,677.		431,397.
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-)	-2,932,977.	0.			



Part II Balance SheetsAttached 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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	11,861.	4,710.	4,710.
	3 Accounts receivable ► 69,621.	69,621.	69,621.	69,621.
	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 the instructions)	970,851.	970,851.	
	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)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	1,643,640.	1,280,601.	1,376,328.
	c Investments – corporate bonds (attach schedule)			
L I A B I L I T I E S	11 Investments – land, buildings, and equipment: basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	2,851,690.	497,200.	497,200.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 8)	462,896.	462,895.	619,234.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	6,010,559.	3,285,878.	2,567,093.
	17 Accounts payable and accrued expenses	7,617.	7,723.	
	18 Grants payable			
N F E U T N D A S B S A E L T A S N C O R S	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	7,617.	7,723.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
A S B S A E L T A S N C O R S	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	6,002,942.	3,278,155.	
	30 Total net assets or fund balances (see the instructions)	6,002,942.	3,278,155.	
	31 Total liabilities and net assets/fund balances (see the instructions)	6,010,559.	3,285,878.	

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	6,002,942.
2 Enter amount from Part I, line 27a	2	-2,932,977.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	208,190.
4 Add lines 1, 2, and 3	4	3,278,155.
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	3,278,155.

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)
1a SEE STATEMENT 10				
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				(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	-2,372,369.
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	-2,372,369.

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	400,285.	8,794,581.	0.045515
2007	311,566.	8,242,924.	0.037798
2006	246,669.	6,573,461.	0.037525
2005	266,768.	4,941,354.	0.053987
2004	247,543.	5,466,296.	0.045285

2 Total of line 1, column (d)	2	0.220110
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	0.044022
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,584,188.
5 Multiply line 4 by line 3	5	157,783.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	157,783.
8 Enter qualifying distributions from Part XII, line 4	8	431,397.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see the instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>1</td><td>0.</td></tr> <tr><td>2</td><td>0.</td></tr> <tr><td>3</td><td>0.</td></tr> <tr><td>4</td><td>0.</td></tr> <tr><td>5</td><td>0.</td></tr> </table>	1	0.	2	0.	3	0.	4	0.	5	0.
1	0.											
2	0.											
3	0.											
4	0.											
5	0.											
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-) 25,200.											
3	Add lines 1 and 2 0.											
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 0.											
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- 0.											
6	Credits/Payments											
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 25,200.											
b	Exempt foreign organizations – tax withheld at source 0.											
c	Tax paid with application for extension of time to file (Form 8868) 0.											
d	Backup withholding erroneously withheld 0.											
7	Total credits and payments. Add lines 6a through 6d 25,200.											
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 0.											
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 0.											
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 25,200.											
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 25,200. Refunded ► 0.											

Part VII-A **Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No

1a	X
----	---

b 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	X
----	---

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.

1c	X
----	---

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

e 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?

2	X
---	---

If 'Yes,' attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

3	X
---	---

4 a 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	N/A
----	-----

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	X
---	---

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:

6	X
---	---

• By language in the governing instrument, or

6	X
---	---

• 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	X
---	---

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

7	X
---	---

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

8b	X
----	---

II

8b	X
----	---

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	X
---	---

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10	X
----	---

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
14	JOSEPH T. MCCARTHY, CPA	Telephone no. (630) 682-0104
	Located at 1275 E. BUTTERFIELD ROAD WHEATON IL	ZIP + 4 60189-8849
15	N/A	N/A
	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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b	X
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► 20__, 20__, 20__, 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see the instructions)	2b	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
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

BAA

Form 990-PF (2009)

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

(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 Yes No Yes No Yes No Yes No

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

5b N/A

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?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

6b X

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 N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIFER FILIPOWSKI 5260 WILSON HILL CT WINSTON SALEM, NC 27104	VICE PRESIDE 0	0.	0.	0.
ANDREW FILIPOWSKI 102 W. THIRD STREET SUITE WINSTON-SALEM, NC 27101	PRESIDENT 1.00	0.	0.	0.
STEVEN DEVICK 1109 MIDWEST CLUB OAK BROOK, IL 60521	SECRETARY 0	0.	0.	0.
-----	-----	-----	-----	-----

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

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

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

►

0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 N/A	

2	

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

0.

BAA

Form 990-PF (2009)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)

1e 0.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4

6 **Minimum investment return** Enter 5% of line 5

1a	3,580,228.
1b	58,542.
1c	
1d	3,638,770.
2	0.
3	3,638,770.
4	54,582.
5	3,584,188.
6	179,209.

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

1 179,209.

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

2a

179,209.

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

2b

179,209.

c Add lines 2a and 2b

2c

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

3 179,209.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 179,209.

6 Deduction from distributable amount (see instructions)

6

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

7 179,209.

Part XII Qualifying Distributions (see instructions)

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

1a 431,397.

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

1b

b Program-related investments – total from Part IX-B

2

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

3a

3 Amounts set aside for specific charitable projects that satisfy the

3b

a Suitability test (prior IRS approval required)

4 431,397.

b Cash distribution test (attach the required schedule)

5

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

6 431,397.

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				179,209.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			430,298.	
b Total for prior years 20____, 20____, 20____		0.		
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: ► \$ 431,397.				
a Applied to 2008, but not more than line 2a			430,298.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2009 distributable amount				1,099.
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			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				178,110.
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

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

1 Information Regarding Foundation Managers:

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

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 11				
Total			► 3a	423,724.
<i>b Approved for future payment</i>				
Total			► 3b	
BAA	TEEA0501L 07/06/09			Form 990-PF (2009)

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 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		7,563.
4 Dividends and interest from securities			14		48,580.
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			14	-119,521.	
8 Gain or (loss) from sales of assets other than inventory			1	-2,372,369.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-2,491,890.	56,143.
13 Total. Add line 12, columns (b), (d), and (e)				13	-2,435,747.

(See worksheet in the instructions for line 13 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 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 transactions

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

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.

Signature of officer or trustee		11/5/10	President	
		Date	Title	
Paid Pre- parer's Use Only	Preparer's signature	11/1/10	Check if self employed	Preparer's Identifying number (See Signature in the instrs)
	JOSEPH T. McCARTHY, LTD.		<input type="checkbox"/>	P00804576
Firm's name (or yours if self- employed), address, and ZIP code		EIN ► 36-2968918		
1275 E. BUTTERFIELD RD. WHEATON, IL 60189		Phone no ► (630) 682-0104		

BAA



Merrill Lynch

MR JOE MC CARTHY

EMI Fiscal Statement

MR JOE MC CARTHY

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
20 0000	CALL QAA JAN 0110	01/20/09	07/18/08	125,959.29	N/A	125,959.29
2,000 0000	EATON VANCE TAX-MANAGED	02/22/07	12/29/08	18,059.89	40,000.00	(2,940.11) L

PLEASE SEE REVERSE SIDE
Page 17 of 21

Statement Period
Year Ending 12/31/09
Account No
695-04A50

01722018



691050550012020009



4R JOE MC CARTHY

EMI Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
200 0000	APPLE INC	01/11/06	05/13/09	24,383.73	16,630.00	7,733.73 LT
100 0000	APPLE INC	01/11/06	05/13/09	12,191.86	8,315.00	3,876.86 LT
100 0000	APPLE INC	01/11/06	05/13/09	12,191.87	8,315.00	3,876.87 LT
100 0000	APPLE INC	01/11/06	05/13/09	12,191.87	8,315.00	3,876.87 LT
5 0000	CALL APV	JUL 0130	07/16/09	2,774.92	(5,595.08) ST	
10 0000	CALL APV	JUL 0130	07/16/09	5,549.86	(11,190.14) ST	
10 0000	CALL UWY	SEP 0050	09/15/09	16,740.00	(16,220.12) ST	
10 0000	CALL BDX	SEP 0070	09/15/09	4,399.88	20,620.00	909.94 ST
15 0000	CALL APV	OCT 0130	10/08/09	2,049.94	(59,190.81) ST	
5,000 0000	ML&CO PROCEEDS VALUE 30		10/08/09	1,140.00		
900 0000	BECTON DICKINSON CO		11/23/04	31,694.19		
100 0000	BECTON DICKINSON CO	03/24/04	12/11/09	50,500.00	50,500.00	0.00
40 0000	BLACKROCK GL OPPS EO	03/24/04	12/11/09	69,019.22	69,019.22	0.00
2 000 0000	EATON VANCE ENH INCOME	12/18/07	12/14/09	7,668.81	4,782.00	2,886.81 LT
15 0000	EATON VANCE ENH INCOME	01/26/05	12/14/09	754.78	1,239.05	(484.27) LT
16 0000	EATON VANCE ENH INCOME	04/05/05	12/14/09	28,590.46	40,000.00	(11,409.54) LT
15 0000	EATON VANCE ENH INCOME	05/05/05	12/14/09	214.42	284.28	(69.86) LT
16 0000	EATON VANCE ENH INCOME	06/07/05	12/14/09	228.72	292.80	(64.08) LT
16 0000	EATON VANCE ENH INCOME	07/06/05	12/14/09	214.42	283.95	(69.53) LT
15 0000	EATON VANCE ENH INCOME	08/05/05	12/14/09	228.72	302.24	(73.52) LT
15 0000	EATON VANCE ENH INCOME	12/14/09	12/14/09	214.42	291.45	(77.03) LT
16 0000	EATON VANCE ENH INCOME	10/11/05	12/14/09	214.42	289.35	(74.93) LT
16 0000	EATON VANCE ENH INCOME	11/07/05	12/14/09	228.72	308.00	(79.28) LT
16 0000	EATON VANCE ENH INCOME	12/08/05	12/14/09	228.72	300.64	(71.92) LT
17 0000	EATON VANCE ENH INCOME	01/10/06	12/14/09	228.72	304.20	(75.48) LT
17 0000	EATON VANCE ENH INCOME	02/07/06	12/14/09	243.01	306.90	(63.89) LT
16 0000	EATON VANCE ENH INCOME	03/10/06	12/14/09	243.01	323.56	(80.55) LT
16 0000	EATON VANCE ENH INCOME	04/11/06	12/14/09	228.72	312.84	(84.12) LT
17 0000	EATON VANCE ENH INCOME	05/17/06	12/14/09	228.72	305.52	(76.80) LT
17 0000	EATON VANCE ENH INCOME	06/07/06	12/14/09	243.02	321.92	(78.90) LT
17 0000	EATON VANCE ENH INCOME	07/06/06	12/14/09	243.02	324.34	(81.32) LT
18 0000	EATON VANCE ENH INCOME	08/03/06	12/14/09	243.02	320.62	(77.60) LT
17 0000	EATON VANCE ENH INCOME	09/06/06	12/14/09	243.02	321.74	(74.43) LT
17 0000	EATON VANCE ENH INCOME	10/05/06	12/14/09	243.02	319.43	(76.41) LT
17 0000	EATON VANCE ENH INCOME	11/03/06	12/14/09	243.02	324.36	(81.34) LT
18 0000	EATON VANCE ENH INCOME	12/06/06	12/14/09	243.02	328.44	(85.42) LT
17 0000	EATON VANCE ENH INCOME	01/04/07	12/14/09	257.31	350.46	(93.15) LT
17 0000	EATON VANCE ENH INCOME	02/07/07	12/14/09	243.02	333.65	(90.63) LT
17 0000	EATON VANCE ENH INCOME	03/07/07	12/14/09	243.02	336.94	(93.92) LT
18 0000	EATON VANCE ENH INCOME	04/05/07	12/14/09	243.02	334.56	(91.54) LT
17 0000	EATON VANCE ENH INCOME	05/10/07	12/14/09	257.31	355.14	(97.83) LT
				243.02	343.74	(100.72) LT

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/09Account No
695-04A50x 0172979
Page 18 of 21

695-04A50



MR JOE MC CARTHY

EMA Fiscal Statement**Merrill Lynch****REALIZED CAPITAL GAIN AND LOSS SUMMARY**

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
17 0000	EATON VANCE ENH INCOME	06/13/07	12/14/09	243.02	351.23	(108.21) LT
17 0000	EATON VANCE ENH INCOME	07/10/07	12/14/09	243.02	347.82	(104.80) LT
20 0000	EATON VANCE ENH INCOME	08/10/07	12/14/09	285.90	367.58	(81.68) LT
19 0000	EATON VANCE ENH INCOME	09/13/07	12/14/09	271.61	359.36	(87.75) LT
18.0000	EATON VANCE ENH INCOME	10/15/07	12/14/09	257.31	349.00	(91.69) LT
20 0000	EATON VANCE ENH INCOME	11/13/07	12/14/09	285.90	369.42	(83.52) LT
20 0000	EATON VANCE ENH INCOME	12/12/07	12/14/09	285.90	359.74	(73.84) LT
21 0000	EATON VANCE ENH INCOME	01/14/08	12/14/09	300.20	376.65	(76.45) LT
20 0000	EATON VANCE ENH INCOME	02/08/08	12/14/09	285.90	360.20	(74.30) LT
22 0000	EATON VANCE ENH INCOME	03/06/08	12/14/09	314.49	387.64	(73.15) LT
21 0000	EATON VANCE ENH INCOME	04/23/08	12/14/09	300.20	365.61	(65.41) LT
22 0000	EATON VANCE ENH INCOME	05/09/08	12/14/09	314.49	395.14	(80.65) LT
21 0000	EATON VANCE ENH INCOME	06/03/08	12/14/09	300.20	382.72	(82.52) LT
22 0000	EATON VANCE ENH INCOME	07/07/08	12/14/09	314.49	373.36	(58.87) LT
25 0000	EATON VANCE ENH INCOME	08/06/08	12/14/09	357.38	403.75	(46.37) LT
24 0000	EATON VANCE ENH INCOME	09/09/08	12/14/09	343.09	394.17	(51.08) LT
31 0000	EATON VANCE ENH INCOME	10/10/08	12/14/09	443.15	392.58	50.57 LT
32 0000	EATON VANCE ENH INCOME	11/11/08	12/14/09	457.45	402.04	55.41 LT
41 0000	EATON VANCE ENH INCOME	12/09/08	12/14/09	586.11	408.11	178.00 ST
36 0000	EATON VANCE ENH INCOME	01/13/09	12/14/09	514.63	410.11	104.52 ST
37 0000	EATON VANCE ENH INCOME	02/05/09	12/14/09	528.93	418.98	109.95 ST
51 0000	EATON VANCE ENH INCOME	03/10/09	12/14/09	729.07	418.65	310.42 ST
43 0000	EATON VANCE ENH INCOME	04/13/09	12/14/09	614.70	433.09	181.61 ST
39 0000	EATON VANCE ENH INCOME	05/12/09	12/14/09	557.52	433.99	123.53 ST
38 0000	EATON VANCE ENH INCOME	06/10/09	12/14/09	543.23	450.30	92.93 ST
37 0000	EATON VANCE ENH INCOME	07/06/09	12/14/09	528.93	437.34	91.59 ST
36 0000	EATON VANCE ENH INCOME	08/10/09	12/14/09	514.64	455.18	59.46 ST
37 0000	EATON VANCE ENH INCOME	09/08/09	12/14/09	528.93	462.90	66.03 ST
36 0000	EATON VANCE ENH INCOME	10/12/09	12/14/09	514.64	457.20	57.44 ST
38 0000	EATON VANCE ENH INCOME	11/09/09	12/14/09	543.23	470.06	73.17 ST
36 0000	EATON VANCE ENH INCOME	12/03/09	12/14/09	514.65	477.43	37.22 ST
1,000 0000	COUGH GLBL OPPYTS	04/25/06	12/14/09	12.640.57	20.000.00	(7,359.43) LT
32 0000	COUGH GLBL OPPYTS	08/07/06	12/14/09	404.49	59.164	(187.15) LT
35 0000	COUGH GLBL OPPYTS	11/09/06	12/14/09	442.42	614.98	(172.56) LT
34 0000	COUGH GLBL OPPYTS	02/13/07	12/14/09	429.78	616.79	(187.01) LT
36 0000	COUGH GLBL OPPYTS	05/14/07	12/14/09	455.06	635.76	(180.70) LT
46 0000	COUGH GLBL OPPYTS	08/07/07	12/14/09	581.46	809.83	(228.37) LT
25 0000	COUGH GLBL OPPYTS	11/09/07	12/14/09	316.01	450.67	(134.66) LT
4 0000	COUGH GLBL OPPYTS	01/09/08	12/14/09	50.56	75.15	(24.59) LT
27 0000	COUGH GLBL OPPYTS	02/07/08	12/14/09	341.29	481.05	(139.76) LT

PLEASE SEE REVERSE SIDE
Page 19 of 21

Statement Period
Year Ending 12/31/09

Account No.
695-04A50





MR JOE MC CARTHY

EMA® Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
28 0000	COUGH GLBL OPPTYS	05/14/08	12/14/09	353.94	502.18	(148.24) L
32 0000	COUGH GLBL OPPTYS	08/15/08	12/14/09	404.50	506.36	(101.86) L
36 0000	COUGH GLBL OPPTYS	11/13/08	12/14/09	455.06	366.69	88.37 L
40 0000	COUGH GLBL OPPTYS	02/12/09	12/14/09	505.63	372.64	132.99 S
30 0000	COUGH GLBL OPPTYS	05/11/09	12/14/09	379.22	311.88	67.34 S
27 0000	COUGH GLBL OPPTYS	08/18/09	12/14/09	341.30	328.83	12.47 S
28 0000	COUGH GLBL OPPTYS	11/17/09	12/14/09	353.95	350.33	3.62 S
2,999 0000	EATON VANCE TAX-MANAGED	02/22/07	12/14/09	37,980.75	59,980.00	(21,999.25) L
118 0000	EATON VANCE TAX-MANAGED	06/01/07	12/14/09	1,494.40	2,362.36	(867.96) L
133 0000	EATON VANCE TAX-MANAGED	09/14/07	12/14/09	1,684.37	2,424.85	(740.48) L
151 0000	EATON VANCE TAX-MANAGED	12/10/07	12/14/09	1,912.33	2,497.99	(585.66) L
1 0000	EATON VANCE TAX-MANAGED	12/21/07	12/14/09	12.66	N/A	12.66 L
156 0000	EATON VANCE TAX-MANAGED	03/12/08	12/14/09	1,975.66	2,576.83	(600.83) L
153 0000	EATON VANCE TAX-MANAGED	06/10/08	12/14/09	1,937.66	2,631.14	(693.48) L
191 0000	EATON VANCE TAX-MANAGED	09/09/08	12/14/09	2,418.91	2,717.16	(298.25) L
320 0000	EATON VANCE TAX-MANAGED	12/11/08	12/14/09	4,052.64	2,804.16	1,248.48 L
264 0000	EATON VANCE TAX-MANAGED	03/12/09	12/14/09	3,343.43	2,000.59	1,342.84 S
195 0000	EATON VANCE TAX-MANAGED	06/11/09	12/14/09	2,469.58	2,135.05	334.53 S
186 0000	EATON VANCE TAX-MANAGED	09/15/09	12/14/09	2,355.60	2,220.46	135.14 S
186 0000	EATON VANCE TAX-MANAGED	12/03/09	12/14/09	2,355.60	2,315.70	39.90 L
62 0000	DELAWR ENHCD GLBL DIV	01/08/08	12/14/09	766.30	938.12	(171.82) L
500 0000	THERMO FISHER SCIENTIFIC	04/25/07	12/14/09	24,429.92	25,170.00	(740.08) L
300 0000	WYNN RESORTS LTD	12/22/03	12/21/09	21,761.43	8,121.00	13,640.43 L
274 0000	WYNN RESORTS LTD	12/22/03	12/21/09	19,875.44	7,417.18	12,458.26 L
200 0000	WYNN RESORTS LTD	12/22/03	12/21/09	14,507.62	5,414.00	9,093.62 L
135 0000	WYNN RESORTS LTD	12/22/03	12/21/09	3,654.45	6,138.20 L	4,137.62 L
91 0000	WYNN RESORTS LTD	12/22/03	12/21/09	6,600.99	2,463.37	4,137.62 L
						601,133.53
						546,459.32

PLEASE SEE REVERSE SIDE
Page 20 of 21
Statement Period
Year Ending 12/31/09

01722981

Account No.
695-04A50



2009

FEDERAL STATEMENTS

PAGE 1

FILIPOWSKI FOUNDATION

36-3871224

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ -119,521.	\$ -119,521.	
TOTAL	<u>\$ -119,521.</u>	<u>\$ -119,521.</u>	0.

STATEMENT 2
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 AND TAX PREP	\$ 4,223.	\$ 3,167.		\$ 1,056.
TOTAL	<u>\$ 4,223.</u>	<u>\$ 3,167.</u>		<u>\$ 1,056.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES MERRILL LYNCH	\$ 5,352.	\$ 5,352.		
PARTNERSHIP MANAGEMENT FEES	24,642.	24,642.		
PARTNERSHIPS PASS THRU INVEST EXPENSES	31,387.	31,387.		
TOTAL	<u>\$ 61,381.</u>	<u>\$ 61,381.</u>		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
REAL ESTATE TAXES	\$ 6,617.	\$ 6,617.		\$ 6,617.
TOTAL	<u>\$ 6,617.</u>	<u>\$ 6,617.</u>		<u>\$ 6,617.</u>

FILIPOWSKI FOUNDATION

36-3871224

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
FILING FEES	\$ 125.	\$ 125.		
NONDEDUCTIBLE EXPENSES FROM PARTNERSHIPS				
	1,156.			
SERVICE CHARGES		4.	4.	
TOTAL	\$ 1,285.	\$ 129.		\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCKS HELD BY MERRILL LYNCH	MKT VAL	\$ 280,601.	\$ 376,328.
PRIMO WATER, INC	COST	1,000,000.	1,000,000.
	TOTAL	\$ 1,280,601.	\$ 1,376,328.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CPC EUROPE FUND I	MKT VAL	\$ 0.	\$ 0.
CPC EUROPE FUND II	MKT VAL	0.	0.
CPC REGENCY SBS	MKT VAL	0.	0.
CPC WEEATABIX SBS	MKT VAL	0.	0.
PARTNERSHIP BROADWAY FEEDER FND	COST	29,007.	29,007.
PARTNERSHIP DIVERSIFIED CARIBBEAN	COST	0.	0.
PARTNERSHIP DIVERSIFIED CHEMED	COST	137,271.	137,271.
PARTNERSHIP DIVERSIFIED ST MEMPHIS	COST	2,523.	2,523.
CPC SCHWEPPES SBS	MKT VAL	0.	0.
SCM ENERGY PARTNERS	COST	158,896.	158,896.
LFP REDHILL INVESTMENT PARTNERS	COST	169,503.	169,503.
CPC EUROPE FUND III	MKT VAL	0.	0.
CPC FUND VI	MKT VAL	0.	0.
TOTAL	\$ 497,200.	\$ 497,200.	

2009

FEDERAL STATEMENTS

PAGE 3

FILIPOWSKI FOUNDATION

36-3871224

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
COMPUTER MUSEUM COSTS LAND, AT COST, DELAFIELD, WI	\$ 159,734. 303,161.	\$ 159,734. 459,500.
TOTAL	\$ 462,895.	\$ 619,234.

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAINS FROM PARTNERSHIPS	\$ 208,190.
TOTAL	\$ 208,190.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	
1	MERRILL LYNCH SEE SCHEDULE	PURCHASED	VARIOUS	VARIOUS	
2	FRACTIONAL SHARES MERRILL LYNCH	PURCHASED	VARIOUS	VARIOUS	
3	PARTNERSHIP PASS THRU BROADWAY FEEDER II	PURCHASED	VARIOUS	12/31/2009	
4	PARTNERSHIP PASS THRU CPC EUROPE I	PURCHASED	VARIOUS	4/01/2009	
5	PARTNERSHIP PASS THRU CPC EUROPE II	PURCHASED	VARIOUS	4/01/2009	
6	PARTNERSHIP PASS THRU CPC EUROPE FD III	PURCHASED	VARIOUS	4/01/2009	
7	PARTNERSHIP PASS THRU CPC FUND VI	PURCHASED	VARIOUS	4/01/2009	
8	PARTNERSHIP PASS THRU CPC REGENCY	PURCHASED	VARIOUS	4/01/2009	
9	PARTNERSHIP PASS THRU DIVERSIFIED	PURCHASED	VARIOUS	12/31/2009	
10	PARTNERSHIP INTEREST CPC EURO FND I	PURCHASED	VARIOUS	4/30/2009	
11	PARTNERSHIP INTEREST CPC EURO FND II	PURCHASED	VARIOUS	4/30/2009	
12	PARTNERSHIP INTEREST CPC EURO FND III	PURCHASED	VARIOUS	4/30/2009	
13	PARTNERSHIP INTEREST FUND VI	PURCHASED	VARIOUS	4/30/2009	
14	PARTNERSHIP INTEREST CPC REGENCY SBS	PURCHASED	VARIOUS	4/30/2009	
15	PARTNERSHIP INTEREST CPC SCHWEPPES SBS	PURCHASED	VARIOUS	4/30/2009	
16	PARTNERSHIP INTEREST WEETABIX SBS	PURCHASED	VARIOUS	4/30/2009	

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)	
1	607,134.		546,459.	60,675.				\$ 60,675.	
2	30.		0.	30.				30.	
3	0.		152,173.	-152,173.				-152,173.	
4	0.		1,662.	-1,662.				-1,662.	
5	128,941.		0.	128,941.				128,941.	
6	0.		26,117.	-26,117.				-26,117.	
7	4,624.		0.	4,624.				4,624.	
8	0.		8.	-8.				-8.	
9	431.		0.	431.				431.	
10	0.		93,713.	-93,713.				-93,713.	
11	0.		762,049.	-762,049.				-762,049.	
12	0.		961,352.	-961,352.				-961,352.	

2009

FEDERAL STATEMENTS

PAGE 4

FILIPOWSKI FOUNDATION

36-3871224

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
13	200,000.		648,566.	-448,566.				\$ -448,566.
14	1,344.		13,626.	-12,282.				-12,282.
15	0.		99,268.	-99,268.				-99,268.
16	0.		9,880.	-9,880.				-9,880.
							TOTAL	<u>\$ -2372369.</u>

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WAKE FOREST UNIVERSITY WINSTON SALEM, NC 27101		PUBLIC	EDUCATIONAL	\$ 20,000.
THE FIELD MUSEUM CHICAGO, IL 60601		PUBLIC	COMMUNITY	7,500.
MUSEUM OF SCIENCE & INDUSTRY CHICAGO, IL		PUBLIC	EDUCATIONAL	358,948.
GOODMAN THEATER CHICAGO, IL		PUBLIC	ARTS	10,000.
LINCOLN PARK ZOO CHICAGO, IL		PUBLIC	COMMUNITY	10,000.
SUMMIT SCHOOL WINSTON-SALEM, NC 27101		PUBLIC	EDUCATIONAL	1,000.
RAVINIA FESTIVAL ASSOCIATION WINNETKA, IL		PUBLIC	ARTS	6,500.
MISC.--7 OTHERS \$1000 & UNDER VARIOUS VARIOUS,		PUBLIC	VARIOUS	1,393.
JUNVENILE DIABETES RESEARCH FOUNDATION		PUBLIC	MEDICAL	5,000.
ST. JOHN'S NORTHWESTERN ACADEMY DELAFIELD, WI		PUBLIC	COMMUNITY	3,383.
			TOTAL	<u>\$ 423,724.</u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545 1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

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

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

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

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

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

Type or print	Name of Exempt Organization FILIPOWSKI FOUNDATION	Employer identification number 36-3871224
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions C/O J. McCARTHY 1275 E. BUTTERFIELD #206	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WHEATON, IL 60189-8849	

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

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

- The books are in the care of ► JOSEPH T. McCARTHY, CPA -----

Telephone No ► (630) 682-0104 FAX No ► (630) 682-0037

- 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 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 - calendar year 20 09 or
 - tax year beginning , 20 , and ending , 20 .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 1,334.
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 \$ 25,200.
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 \$ 0.

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

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

Form 8868 (Rev 4-2009)

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

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

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

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

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization FILIPOWSKI FOUNDATION	Employer identification number 36-3871224 For IRS use only
	Number, street, and room or suite number. If a P O box, see instructions JOSEPH T. MCCARTHY, LTD. 1275 E. BUTTERFIELD RD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WHEATON, IL 60189	

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

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

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

- The books are in care of ► **JOSEPH T. MCCARTHY, CPA**
Telephone No. ► **(630) 682-0104** FAX No ► **(630) 682-0037**
- 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 11/15, 20 10.
- 5 For calendar year 2009, or other tax year beginning _____, 20 ___, and ending _____, 20 ___.
6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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 \$ <u>0.</u>
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 \$ <u>25,200.</u>
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 Instrs	8c \$ <u>0.</u>

Signature and Verification

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

Signature ►

Title ►

Date ►

BAA

FIFZ0502L 03/11/09

Form 8868 (Rev 4-2009)