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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545 0052

2009Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

MACLEAN FOUNDATION
1000 ALLANSON ROAD
MUNDELEIN, IL 60060

A Employer identification number

36-4055957

B Telephone number (see the instructions)

(847) 566-0010

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)

\$ 733,952.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

9,831.

9,831.

N/A

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

17,700.

b Gross sales price for all assets on line 6a 147,063.

7 Capital gain net income (from Part IV, line 2)

17,700.

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)

-14,284.

12 Total. Add lines 1 through 11

13,247.

27,531.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

9,411.

4,706.

4,705.

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

88.

88.

18 Taxes (attach schedule)(see instr) SEE STM 3

2,635.

545.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

220.

220.

220.

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

11,910.

11,241.

669.

24 Total operating and administrative expenses. Add lines 13 through 23

24,264.

16,800.

5,594.

25 Contributions, gifts, grants paid PART XV

102,000.

102,000.

26 Total expenses and disbursements. Add lines 24 and 25

126,264.

16,800.

107,594.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-113,017.

b Net investment income (if negative, enter -0-)

10,731.

c Adjusted net income (if negative, enter -0-)

SCANNED NOV 24 2010

ADMINISTRATIVE EXPENSES AND OPERATING

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing.	-11,644.	-2,087.	-2,087.
	2 Savings and temporary cash investments .			
	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 the instructions).			
	7 Other notes and loans receivable (attach sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 5 .	158,631.	92,255.	92,255.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
LIABILITIES	Less accumulated depreciation (attach schedule) ▶			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 6	742,051.	643,784.	643,784.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	889,038.	733,952.	733,952.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	23,550.		
	23 Total liabilities (add lines 17 through 22)	23,550.	0.	
	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"/>			
	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	865,488.	733,952.	
	30 Total net assets or fund balances (see the instructions)	865,488.	733,952.	
	31 Total liabilities and net assets/fund balances (see the instructions)	889,038.	733,952.	

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	865,488.
2 Enter amount from Part I, line 27a	2	-113,017.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	752,471.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	18,519.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	733,952.

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 8****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) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))**a****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**

17,700.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-
in Part I, line 8**3**

0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	119,955.	1,019,717.	0.117636
2007	115,250.	1,150,528.	0.100171
2006	112,500.	1,313,620.	0.085641
2005	134,557.	1,207,942.	0.111394
2004	170,758.	1,308,942.	0.130455

2 Total of line 1, column (d)**2**

0.545297

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**

0.109059

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5**4**

719,170.

5 Multiply line 4 by line 3**5**

78,432.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

107.

7 Add lines 5 and 6**7**

78,539.

8 Enter qualifying distributions from Part XII, line 4**8**

107,594.

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.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	107.
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-)		2	0.
3 Add lines 1 and 2		3	107.
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	107.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	200.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	93.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 93. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions): IL		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GENE PUCEK</u> Telephone no <u>847.566.0010</u> Located at <u>1000 ALLANSON ROAD MUNDELEIN IL</u> ZIP + 4 <u>60060</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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

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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 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 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?

6b 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 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
BARRY L. MACLEAN 1000 ALLANSON RD. MUNDELEIN, IL 60060	PRESIDENT 0	0.	0.	0.
DAVID B. MACLEAN 1000 ALLANSON RD. MUNDELEIN, IL 60060	VICE PRESIDE 0	0.	0.	0.
GEORGE H. COOK, JR. 1000 ALLANSON RD. MUNDELEIN, IL 60060	SECRETARY 0	0.	0.	0.
THOMAS M. PRUDEN 1000 ALLANSON RD MUNDELEIN, IL 60060	ASST. SECY 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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	112,726.
b Average of monthly cash balances	1b	18,998.
c Fair market value of all other assets (see instructions)	1c	598,398.
d Total (add lines 1a, b, and c)	1d	730,122.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	730,122.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,952.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	719,170.
6 Minimum investment return. Enter 5% of line 5	6	35,959.

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	35,959.
2a Tax on investment income for 2009 from Part VI, line 5	2a	107.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	107.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	35,852.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	35,852.
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	35,852.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	107,594.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	107,594.
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)	5	107.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	107,487.

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				35,852.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	105,461.			
b From 2005	74,712.			
c From 2006	47,844.			
d From 2007	58,772.			
e From 2008	120,000.			
f Total of lines 3a through e	406,789.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 107,594.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	107,594.			
d Applied to 2009 distributable amount				0.
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))	35,852.			35,852.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	478,531.			
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				0.
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)	69,609.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	408,922.			
10 Analysis of line 9				
a Excess from 2005	74,712.			
b Excess from 2006	47,844.			
c Excess from 2007	58,772.			
d Excess from 2008	120,000.			
e Excess from 2009	107,594.			

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Form 990-PF (2009)

Part VII 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 SEE STATEMENT 9				
Total			3a	102,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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					
4	Dividends and interest from securities			14	9,831.	
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		-14,284.			
8	Gain or (loss) from sales of assets other than inventory			18	17,700.	
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)		-14,284.		27,531.	
13	Total. Add line 12, columns (b), (d), and (e)					13
(See worksheet in the instructions for line 13 to verify calculations.)						13,247.

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

[illegible]

MACLEAN FOUNDATION

36-4055957

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	\$ -14,284.		
TOTAL	\$ -14,284.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	\$ 9,411.	\$ 4,706.		\$ 4,705.
TOTAL	\$ 9,411.	\$ 4,706.		\$ 4,705.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	\$ 2,090.			
TAX ON NET INVESTMENT INCOME	545.	\$ 545.		
TOTAL	\$ 2,635.	\$ 545.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN FEE - NORTHERN	\$ 1,254.	\$ 1,254.		
MANAGEMENT FEE - MID CONTINENT	2,162.	2,162.		
PORTFOLIO EXPENSES - CMS DEFENSE	2,558.	2,558.		
PORTFOLIO EXPENSES - CMS MISTRAL	4,598.	4,598.		
SUPPLIES EXPENSE	1,338.	669.		\$ 669.
TOTAL	\$ 11,910.	\$ 11,241.		\$ 669.

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STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NORTHERN TRUST EQUITY PORTFOLIO	COST	\$ 92,255.	\$ 92,255.
	TOTAL	<u>\$ 92,255.</u>	<u>\$ 92,255.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
INVESTMENT IN CMS OFFSHORE FUND (BONYM)	COST	\$ 84,369.	\$ 84,369.
INVESTMENT IN SAPPHIRE VOYAGER FUND LP	COST	133,106.	133,106.
INVESTMENT IN NATIONS BLUE CHIP FD (BOA)	COST	209,329.	209,329.
INVESTMENT IN CMS DEFENSE FUND	COST	114,338.	114,338.
CMS PROCACCIANTI HOTEL OPPORTUNITY FUND	COST	52,046.	52,046.
INVESTMENT IN CMS MISTRAL EQTY PTNRS LP	COST	50,596.	50,596.
	TOTAL	<u>\$ 643,784.</u>	<u>\$ 643,784.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNREALIZED DEPRECIATION		\$ 18,519.
	TOTAL	<u>\$ 18,519.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	CMS MISTRAL LT (K-1)	PURCHASED	VARIOUS	VARIOUS
2	CMS PROCACCIANTI HOTEL LT (K-1)	PURCHASED	VARIOUS	VARIOUS
3	1000 SHS EBAY	PURCHASED	VARIOUS	VARIOUS
4	400 SHS NEUTRAL TANDEM	PURCHASED	VARIOUS	VARIOUS
5	1000 SHS PRIVATE BANK GROUP	PURCHASED	VARIOUS	VARIOUS
6	150 SHS APACHE	PURCHASED	VARIOUS	VARIOUS
7	700 SHS COMCAST	PURCHASED	VARIOUS	VARIOUS
8	300 SHS ELI LILLY	PURCHASED	VARIOUS	VARIOUS
9	468 SHS CAREMARK	PURCHASED	VARIOUS	VARIOUS
10	1000 SHS MFC BLACK ROCK	PURCHASED	VARIOUS	VARIOUS
11	200 SHS NORTHERN TR GROUP	PURCHASED	VARIOUS	VARIOUS
12	100 SHS JP MORGAN	PURCHASED	VARIOUS	VARIOUS
13	50 SHS TALISMAN	PURCHASED	VARIOUS	VARIOUS
14	750 SHS GE	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 8 (CONTINUED)
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				
15	100 SHS JOHNSON & JOHNSON	PURCHASED	VARIOUS	VARIOUS				
16	CMS DEFENSE FUND Q (K-1)	PURCHASED	VARIOUS	VARIOUS				
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)
1	0.		27.	-27.				\$ -27.
2	0.		1,336.	-1,336.				-1,336.
3	11,705.		13,960.	-2,255.				-2,255.
4	6,404.		7,562.	-1,158.				-1,158.
5	19,038.		26,204.	-7,166.				-7,166.
6	11,637.		4,379.	7,258.				7,258.
7	9,977.		10,423.	-446.				-446.
8	9,957.		10,644.	-687.				-687.
9	16,640.		4,056.	12,584.				12,584.
10	11,220.		9,443.	1,777.				1,777.
11	11,163.		9,030.	2,133.				2,133.
12	4,725.		3,371.	1,354.				1,354.
13	958.		802.	156.				156.
14	11,392.		24,335.	-12,943.				-12,943.
15	6,066.		3,791.	2,275.				2,275.
16	16,181.		0.	16,181.				16,181.
TOTAL								\$ 17,700.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALZHEIMER'S ASSOCIATION 11240 WAPLES MILL RD, STE 402 FAIRFAX, VA 22030	NONE	501 (C) (3)	GENERAL OPERATING FUNDS.	\$ 10,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102	NONE	501 (C) (3)	EVENT SPONSOR.	10,000.
SAMARITAN MINIS. GREATER WASH. 1516 HAMILTON STREET, N.W. WASHINGTON, DC 20011	NONE	501 (C) (3)	GENERAL OPERATING EXPENSES.	10,000.
JOY OF MUSIC SCHOOL 1209 EUCLID AVE KNOXVILLE, TN 37921	NONE	501 (C) (3)	MUSIC EDUCATION.	5,000.

MACLEAN FOUNDATION

36-4055957

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEWBERRY COUNTY FAMILY YMCA PO BOX 662 NEWBERRY, SC 29108	NONE	501 (C) (3)	COMMUNITY DEVELOPMENT.	\$ 10,000.
FRIENDS OF LITERACY 101 E. FIFTH AVENUE ROOM 217 KNOXVILLE, TN 37917	NONE	501 (C) (3)	LITERACY EDUCATION.	3,000.
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DR KNOXVILLE, TN 37916	NONE	501 (C) (3)	SUPPORT PUBLIC ARTS INSTITUTION	10,000.
NORTH LAKE LAND DISCOVERY CENTER P.O. BOX 237 MANITOWISH WATERS, WI 54545	NONE		TO SUPPORT ENVIRONMENTAL LEARNING AND PRESERVATION.	10,000.
KNOXVILLE SYMPHONY ORCHESTRA 100 S GAY ST # 302 KNOXVILLE, TN 37902	NONE	501 (C) (3)	TO SUPPORT MUSIC EDUCATION IN THE EAST TENNESSEE REGION	8,000.
BOYS FARM 6655 SC HWY 34/121 NEWBERRY, SC 29108	NONE	501 (C) (3)	TO MAKE A DIFFERENCE IN THE LIVES OF BOYS IN NEED BY PROVIDING A HEALTHY, STABLE ENVIRONMENT WHICH HELPS THEM GROW.	5,000.
CHINESE AMERICAN SERVICE LEAGUE 2141 S. TAN COURT CHICAGO, IL 60616	NONE	501 (C) (3)	A SOCIAL SERVICE AGENCY IN THE MIDWEST DEDICATED TO SERVING NEEDS OF CHINESE AMERICANS.	5,000.
WATER EDUCATION FOUNDATION 717 K STREET, SUITE 317 SACRAMENTO, CA 95814	NONE	501 (C) (3)	PROVIDE UNBIASED INFORMATION ABOUT WATER ISSUES.	6,000.
SUMMER SEARCH SILICON VALLEY 500 SANSOME STREET, STE 350 SAN FRANCISCO, CA 94111	NONE	501 (C) (3)	PROVIDE LOW-INCOME STUDENTS WITH OPPORTUNITIES AND SUPPORT.	10,000.
TOTAL				\$ 102,000.

2009

GENERAL ELECTIONS

PAGE 1

CLIENT MFN001

MACLEAN FOUNDATION

36-4055957

11/11/10

03 33PM

SECTION 49(H)(2) ELECTION AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

PURSUANT TO IRC SECTION 4942 (H) (2) AND REGULATION 53.4942 (A) -3 (D) (2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED:

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a horizontal line and a long, sweeping flourish that extends to the right.

**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 File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	MACLEAN FOUNDATION	36-4055957
	Number, street, and room or suite number. If a P.O. box, see instructions	
	1000 ALLANSON ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MUNDELEIN, IL 60060	

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 ► BARRY MACLEAN

Telephone No. ► 847.566.0010 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 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	\$	100.
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	\$	0.
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	\$	100.

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 ☒ **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	Employer identification number
	MACLEAN FOUNDATION	36-4055957
	Number, street, and room or suite number. If a P.O. box, see instructions	For IRS use only
	1000 ALLANSON ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MUNDELEIN, IL 60060	

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 **GENE PUCEK**
Telephone No **847.566.0010** 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.

- I request an additional 3-month extension of time until 11/15, 2010.
- For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____.
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 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	\$	20.
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	\$	200.
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	\$	0.

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 Wally Mair Title CHA Date 8/14/10

BAA

FIFZ0502L 03/11/09

Form 8868 (Rev 4-2009)

INTERNAL REVENUE SERVICE
W&I-FIELD ASSISTANCE
CHICAGO, IL 60606
AUG 12 2010
RECEIVED
27411