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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending

G Check all that apply

 Initial return Initial Return of a former public charity Final return Amended return Address change Name change

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

TULLY FAMILY FOUNDATION
33 N. DEARBORN STREET #2450
CHICAGO, IL 60602-3109

A Employer identification number

36-4156972

B Telephone number (see the instructions)

312-917-8700

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) ► \$ 1,156,883. (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)

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	3.	3.	3.
	4 Dividends and interest from securities	30,064.	30,064.	30,064.
	5a Gross rents b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-47,272.		
	7 Capital gain net income (from Part IV, line 2)		0.	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	-6,701.		
	12 Total. Add lines 1 through 11	-23,906.	30,067.	30,067.
A D M I N I S T R A T I V E O P E R A T I V E 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	3,200.	3,200.	
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule)(see instr)			
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 3	365.		365.
	24 Total operating and administrative expenses. Add lines 13 through 23.	3,565.	3,200.	365.
25 Contributions, gifts, grants paid Part XV	207,539.			207,539.
	26 Total expenses and disbursements. Add lines 24 and 25	211,104.	3,200.	0.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-235,010.		
	b Net investment income (if negative, enter 0) c Adjusted net income (if negative, enter 0)		26,867.	
				30,067.

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	2,427.	12,105.	12,105.
	2 Savings and temporary cash investments	532,484.	10,539.	10,539.
	3 Accounts receivable	72.		
	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)		531,005.	530,989.
	b Investments – corporate stock (attach schedule)	997,981.	604,257.	583,323.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment. basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	51,059.	43,938.	42,571.	
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)	1,584,023.	1,201,844.	1,179,527.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input checked="" type="checkbox"/>		
	24 Unrestricted	1,584,023.	1,201,844.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input 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			
	30 Total net assets or fund balances (see the instructions)	1,584,023.	1,201,844.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,584,023.	1,201,844.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,584,023.
2 Enter amount from Part I, line 27a	2	-235,010.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,349,013.
5 Decreases not included in line 2 (itemize) ► See Statement 4	5	147,169.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,201,844.

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 MARATHON OIL		P	12/10/08	3/05/09
b MARATHON OIL		P	6/01/00	3/05/09
c US BANCORP		P	1/15/09	4/15/09
d US BANCORP		P	6/01/00	4/15/09
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 758.		1,222.	-464.	
b 35,626.		24,710.	10,916.	
c 3,100.		5,201.	-2,101.	
d 47,907.		103,530.	-55,623.	
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			-464.	
b			10,916.	
c			-2,101.	
d			-55,623.	
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	-47,272.
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	-2,565.

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	106,065.	1,786,025.	0.059386
2007	277,374.	1,900,112.	0.145978
2006	48,493.	1,436,202.	0.033765
2005	314,325.	1,294,106.	0.242890
2004	115,034.	1,186,782.	0.096929

2 Total of line 1, column (d)

2 0.578948

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 0.115790

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

4 1,147,167.

5 Multiply line 4 by line 3

5 132,830.

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

6 269.

7 Add lines 5 and 6

7 133,099.

8 Enter qualifying distributions from Part XII, line 4

8 207,904.

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.)	1	269.
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-)	2	0.	
3 Add lines 1 and 2	3	269.	
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	269.	
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,083.	
b Exempt foreign organizations – tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	1,083.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	814.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 814. Refunded ► 0.	11	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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
<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>		
1 c Did the foundation file Form 1120-POL for this year?	1c	X
1 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.	
1 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
<i>If 'Yes,' attach a detailed description of the activities.</i>		
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>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
4 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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.	• By language in the governing instrument, or	
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	
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>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► <u>N/A</u>	7	X
8 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>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	10	X

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	13	X
14	The books are in care of ► <u>THOMAS M. TULLY</u> Located at ► <u>33 N. DEARBORN, CHICAGO, IL</u>	Telephone no ► <u>312-917-8700</u> ZIP + 4 ► <u>60602-3109</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A ► <input type="checkbox"/> 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"/>	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?		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)		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.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes No

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

 Yes No

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

 Yes No

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

6b X

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

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

7b N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
THOMAS M. TULLY 33 N. DEARBORN STREET CHICAGO, IL 60602-3109	President 0	0.	0.	0.
ELLEN DANAHER TULLY 33 N. DEARBORN STREET CHICAGO, IL 60602-3109	Secretary 0	0.	0.	0.
KENNETH G. PIGOTT 605 ARBOR VITAE ROAD WINNETKA, IL 60093	DIRECTOR 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

1a 1,052,604.

b Average of monthly cash balances

1b 112,033.

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

1c

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

1d 1,164,637.

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 1,164,637.

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

4 17,470.

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

5 1,147,167.

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

6 57,358.

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 57,358.

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

2a 269.

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

2b

c Add lines 2a and 2b

2c 269.

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

3 57,089.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 57,089.

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 57,089.

Part XII Qualifying Distributions (see instructions)

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

1a 207,904.

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

b Cash distribution test (attach the required schedule)

207,904.

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

5 269.

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)

6 207,635.

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				57,089.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2009				
a From 2004 64,967.				
b From 2005 252,684.				
c From 2006				
d From 2007 186,588.				
e From 2008 18,079.				
f Total of lines 3a through e 522,318.				
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 207,904.			0.	
a Applied to 2008, but not more than line 2a				
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 150,815.				57,089.
e Remaining amount distributed out of corpus 0.				0.
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 673,133.				
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.				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) 64,967.				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 608,166.				
10 Analysis of line 9.				
a Excess from 2005 252,684.				
b Excess from 2006				
c Excess from 2007 186,588.				
d Excess from 2008 18,079.				
e Excess from 2009 150,815.				

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 5				
Total				► 3a 207,539.
<i>b Approved for future payment</i>				
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			14	3.	
4 Dividends and interest from securities			14	30,064.	
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	420.	
8 Gain or (loss) from sales of assets other than inventory					-47,272.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a K-SEA TRANSPORATION K-1			14	-7,121.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				23,366.	-47,272.
13 Total. Add line 12, columns (b), (d), and (e)				13	-23,906.

(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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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.

b-910

► President

Date

Signature of officer or trustee <i>Joan Bowen</i>		Date 6/7/01	Title	
Paid Pre- parer's Use Only	Preparer's signature		Check if self employed	Preparer's Identifying number (See Signature in the instrs)
	► Joan Bowen	► <input type="checkbox"/>	N/A	
	Firm's name (or yours if self- employed), address, and ZIP code	Bowen & Bowen 445 S. Frontage Rd. Burr Ridge, IL 60527	EIN	► N/A
			Phone no	► (630) 325-9800

BAA

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TULLY FAMILY FOUNDATION

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-SEA TRANSPORATION K-1 Other Investment Income	\$ -7,121. 420.		
Total	\$ -6,701.	\$ 0.	\$ 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	\$ 3,200.	\$ 3,200.		
Total	\$ 3,200.	\$ 3,200.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OFFICE EXPENSES	\$ 365.	\$ 0.	\$ 0.	\$ 365.
Total	\$ 365.	\$ 0.	\$ 0.	\$ 365.

Statement 4
Form 990-PF, Part III, Line 5
Other Decreases

DIFFERENCE BETWEEN FMV AND BV

Total	\$ 147,169.
	\$ 147,169.

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TULLY FAMILY FOUNDATION

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Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
OLD ST. PATRICK'S CHURCH 711 W. MONROE ST CHICAGO, IL 60661			CHURCH	\$ 3,000.
AMERICAN JEWISH COMMITTEE 55 E. MONROE SUITE 2930 CHICAGO, IL 60603,			FAMILY	1,000.
JOHN MARSHALL LAW SCHOOL 315 S. PLYMOUTH CT CHICAGO, IL 60604			EDUCATION	2,000.
RUSH NEUROBEHAVIORAL CTR 9711 N. SKOKIE BLVD SKOKIE, IL 60077			MEDICAL	1,000.
CATHOLIC CHARITIES 126 N. DESPLAINES ST. CHICAGO, IL 60661			RELIGIOUS	1,000.
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDREN'S PLAZA CHICAGO, IL 60614			MEDICAL	10,000.
DEPAUL COLLEGE OF LAW 1 EAST JACKSON BLVD CHICAGO, IL 60604			EDUCATION	10,000.
WENDY WILL CASE CANCER FUND 190 S. LASALLE ST, STE 1700 CHICAGO, IL 60603			MEDICAL	1,000.
IMMACULATE CONCEPTION 1431 N. NORTH PARK CHICAGO, IL 60610			RELIGIOUS	6,000.
JOHN CARROLL UNIVERSITY DEVELOPMENT OFFICE CLEVELAND, OH 44118			EDUCATION	350.
CHICAGO CITY DAY SCHOOL 541 W. HAWTHORNE PL CHICAGO, IL 60657			EDUCATION	1,000.
HUNDRED CLUB OF CHICAGO 20 N. CLARK STREET, STE 2300 CHICAGO, IL 60602			FAMILY	400.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
HSE OF GOOD SHEPHERD WOMENS BD 1114 W. GRACE ST. CHICAGO, IL 60613,			TO PROVIDE ABUSE RECOVERY PROGRAMS	\$ 1,500.
IRISH FELLOWSHIP EDUCAT'L FUND 626 S. CLARK ST., STE 400 CHICAGO, IL 60605			EDUCATION	650.
BOYS & GIRLS CLUBS OF CHICAGO 3400 S EMERALD CHICAGO, IL 60616,			TO PROVIDE PROGRAMS AND ASSISTANCE TO NEEDY	500.
MCCORMICK CLUB WOMEN'S AUX CHICAGO, IL			EDUCATION	500.
ST. CHRYSOSTOM'S DAY SCHOOL 1424 N. DEARBORN CHICAGO, IL 60610			EDUCATION	500.
STANDING TALL FOUNDATION 1100 N. RIVER ROAD DESPLAINES, IL 60016			FAMILY	1,000.
GEORGETOWN PARENTS FIMD UNIVERSITY BOX 571253 WASHINGTON, DC 20057			FINANCIAL ASSISTANCE TO NEEDY	1,000.
CHICAGO AREA COUNCIL OF BOY SCOUTS 1218 W. ADAMS CHICAGO, IL 60607			CHILDREN'S WELFARE	1,000.
PHILLIPS ACADEMY 180 MAIN ST ANDOVER, MA 01810			EDUCATION	500.
JANE ADDAMS HULL HOUSE 1030 W. VAN BUREN CHICAGO, IL 60607			SOCIAL SERVICES TO FAMILIES	5,000.
PATHWAYS FOUNDATION PO BOX 300 MULLUMBIMBY, NS 2482			SOCIAL SERVICES TO CHILDREN	1,000.
CATHOLIC CHURCH EXTENSION SOCIETY 150 S. WACKER DR. CHICAGO, IL 60606			RELIGIOUS	1,000.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ST. IGNATIUS HIGH SCHOOL 1076 W. ROOSEVELT RD. CHICAGO, IL 60608			EDUCATION	\$ 43,132.
ST. IGNATIUS HIGH SCHOOL 1076 W. ROOSEVELT RD. CHICAGO, IL 60608			EDUCATION	55,250.
ST. IGNATIUS HIGH SCHOOL 1076 W. ROOSEVELT RD. CHICAGO, IL 60608			EDUCATION	42,317.
WTTW CHANNEL 11 CHICAGO, IL			EDUCATION	250.
GATEWAY TO HOPE 845 N. NEW BALLAS CT. ST. LOUIS, MO 63141			MEDICAL ASSISTANCE	1,000.
OUNCE OF PREVENTION FUND 33 W. MONROE CHICAGO, IL 60603			CHILD WELFARE	1,000.
HOMAN SQUARE POWERHOUSE 3517 W. ARMITAGE CHICAGO, IL 60624			EDUCATION	200.
TASC, INC. 1500 N. HALSTED CHICAGO, IL 60642			SOCIAL JUSTICE	250.
WEST SUBURBAN SPECIAL RECREATION 2915 MAPLE FRANKLIN PARK, IL 60131			PEOPLE WITH DISABILITIES	100.
UPS FOR DOWNS 1070 S. ROSELLE SCHAUMBURG, IL 60193			FAMILY WELFARE	250.
LAKE GENEVA GARDEN CLUB LAKE GENEVA, WI 53417			COMMUNITY SERVICES	540.
MARINE CORPS LAW ENFORCEMENT FD 10 ROCKEFELLER PLAZA NEW YORK, NY 10020			EDUCATION	1,000.
CHICAGO SYMPHONY ORCHESTRA 220 S. MICHIGAN CHICAGO, IL 60601			PERFORMING ARTS	2,500.

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Statement 5 (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
PROVIDENCE ST. MEL HIGH SCHOOL 119 S. CENTRAL PARK CHICAGO, IL 60624			EDUCATION	\$ 1,000.
KEVIN DENNIS MEMORIAL TRUST 7655 W. DEMPSTER NILES, IL 60714			EDUCATION	3,000.
MARQUETTE UNIVERSITY 1250 W. WISCONSIN MILWAUKEE, WI 53233			SCHOLARSHIPS	1,000.
CHICAGO RUN CHICAGO, IL			CHILD WELFARE	1,000.
TRUSTEES OF THE UNIVERSITY OF PENN 600 FRANKLIN PHILADELPHIA, PA 19104			EDUCATION	100.
UNITED STATES HOLOCAUST MEMORIAL PO BOX 1852 HIGHLAND PARK, IL 60035			SOCIAL JUSTICE	1,500.
PAN MASS CHALLENGE BOSTON, MA			MEDICAL	250.
JIM SCHREIER EDUCATION FD 2650 W. 51ST ST. CHICAGO, IL 60632			EDUCATION	1,000.
Total				\$ <u>207,539.</u>