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Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

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.

**2009**For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>THE BRUNING FOUNDATION C/O LARRY J. BROOKS</b>		A Employer identification number <b>36-6068626</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>787 BERKSHIRE LANE</b>		B Telephone number (see page 10 of the instructions) <b>847-827-4450</b>
	City or town, state, and ZIP code <b>DES PLAINES, ILLINOIS 60016-7545</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>15,801,521</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		(Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

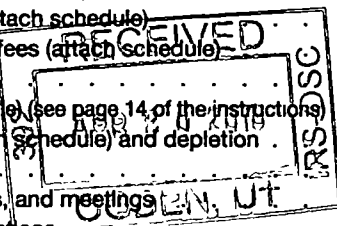
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	337,202	409,534	337,202	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(825,559)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	785	785	785		
12 Total. Add lines 1 through 11	(487,572)	410,319	337,987		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	31,000	31,000	31,000	
	c Other professional fees (attach schedule)	67,258	113,164	67,258	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	28,960			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,951	5,951	5,951	
	22 Printing and publications				
	23 Other expenses (attach schedule)	826	826	826	
	24 Total operating and administrative expenses. Add lines 13 through 23	133,995	150,941	105,035	
	25 Contributions, gifts, grants paid	965,000			965,000
26 Total expenses and disbursements. Add lines 24 and 25	1,098,995	150,941	105,035	965,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,586,567)				
b Net investment income (if negative, enter -0-)		259,378			
c Adjusted net income (if negative, enter -0-)			232,952		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat. No. 11289X

Form **990-PF** (2009)

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24

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	21,265	34,528	34,528
	2	Savings and temporary cash investments . . . . .	1,444,346	171,150	171,150
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U.S. and state government obligations (attach schedule)	404,985	150,518	175,651
	b	Investments—corporate stock (attach schedule) . . . . .	14,492,925	14,420,761	15,420,192
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item f) . . . . .	16,363,521	14,776,957	15,801,521	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	5,833,892	5,833,892	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,529,629	8,943,065	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	16,363,521	14,776,957		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	16,363,521	14,776,957		

**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	16,363,521
2	Enter amount from Part I, line 27a . . . . .	2	(1,586,567)
3	Other increases not included in line 2 (itemize) ▶ <b>CLEARING ACCOUNT</b> . . . . .	3	3
4	Add lines 1, 2, and 3 . . . . .	4	14,776,957
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	14,776,957

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE ATTACHED SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	<b>(1,283,594)</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	<b>(437,089)</b>	

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	862,480	17,359,986	0.0497
2007	917,550	20,009,029	0.0459
2006	912,700	18,972,443	0.0481
2005	891,350	18,592,712	0.0479
2004	860,500	18,401,401	0.0468
<b>2 Total of line 1, column (d)</b>			<b>2 0.2384</b>
<b>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</b>			<b>3 0.0477</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			<b>4 14,215,388</b>
<b>5 Multiply line 4 by line 3</b>			<b>5 678,074</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6 2,594</b>
<b>7 Add lines 5 and 6</b>			<b>7 680,668</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			<b>8 985,000</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	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 instructions)		
<b>b</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	<b>1</b>	2,594
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	2,594
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,594
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	19,480
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	19,480
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	16,886
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> 16,886 <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		<input checked="" type="checkbox"/>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>		<input checked="" type="checkbox"/>
<b>3</b> 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>		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		<input checked="" type="checkbox"/>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
<b>6</b> 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?	<input checked="" type="checkbox"/>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>ILLINOIS</u>		
<b>b</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>	<input checked="" type="checkbox"/>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	<b>11</b>		<input checked="" type="checkbox"/>
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<input checked="" type="checkbox"/>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	<input checked="" type="checkbox"/>	
Website address ▶ N/A				
<b>14</b>	The books are in care of ▶ LARRY J. BROOKS	Telephone no. ▶	847-827-4450	
	Located at ▶ 787 BERKSHIRE LANE, DES PLAINES, ILLINOIS	ZIP+4 ▶	60016-7545	
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	<b>15</b>		

**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
<b>1a</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . <b>1b</b>	N/A	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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? . . . . . <b>1c</b>		<input checked="" type="checkbox"/>
<b>2</b> 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)):		
<b>a</b> 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>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) . . . . . <b>2b</b>	N/A	
<b>c</b> 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____		
<b>3a</b> 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>b</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.) . . . . . <b>3b</b>	N/A	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		<input checked="" type="checkbox"/>
<b>b</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? <b>4b</b>		<input checked="" type="checkbox"/>

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☒ Yes ☐ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ **▶**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
- 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** ☒ Yes ☐ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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
<b>1</b> NONE		
<b>2</b>		
<b>3</b>		
<b>4</b>		

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	13,712,544
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	719,322
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	14,431,866
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	14,431,866
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	216,478
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	14,215,388
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	710,769

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	710,769
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5 . . . . .	<b>2a</b>	2,594
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,594
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	708,175
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	708,175
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	708,175

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	965,000
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	965,000
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) . . . . .	<b>5</b>	2,594
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	962,406

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				<b>708,175</b>
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only . . . . .			<b>864,979</b>	
<b>b</b> Total for prior years: 20 <u>07</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		<b>96,565</b>		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .				
<b>b</b> From 2005 . . . . .				
<b>c</b> From 2006 . . . . .				
<b>d</b> From 2007 . . . . .				
<b>e</b> From 2008 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	<b>0</b>			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>965,000</u> . . . . .				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .			<b>864,979</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		<b>96,565</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	<b>0</b>			
<b>d</b> Applied to 2009 distributable amount . . . . .				<b>3,456</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>0</b>			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) . . . . .	<b>0</b>			<b>0</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>0</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .		<b>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				<b>704,719</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>0</b>			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	<b>0</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005 . . . . .				
<b>b</b> Excess from 2006 . . . . .				
<b>c</b> Excess from 2007 . . . . .				
<b>d</b> Excess from 2008 . . . . .				
<b>e</b> Excess from 2009 . . . . .				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . . ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	N/A				
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

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

HERBERT F. BRUNING &amp; PAUL J. BRUNING

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:

N/A

- b** The form in which applications should be submitted and information and materials they should include:

N/A

- c** Any submission deadlines:

N/A

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

N/A

**Part XV** **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  SEE ATTACHED SCHEDULE	ALL GRANTS & CONTRIBUTIONS ARE ISSUED FOR THE PURPOSE OF MAINTAINING & DISTRIBUTING FUNDS FOR RELIGIOUS, CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES, OR PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.			
<b>Total</b>				
<b>b Approved for future payment</b>  SEE ATTACHED SCHEDULE				
<b>Total</b>				<b>3b</b> 635,000

**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 page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities . . . . .			14	337,202	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	(825,559)	
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a					
b	CLASS ACTION SETTLEMENT			1	785	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . . .				(487,572)	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	(487,572)

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]

**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?**

- (1) Cash . . . . .

1a(1)		✓
-------	--	---

**(2) Other assets** . . . . .

1a(2)		✓
-------	--	---

- (1) Sales of assets to a noncharitable exempt organization** . . . . .

1b(1)	✓
-------	---

**(2) Purchases of assets from a noncharitable exempt organization . . . . .**

1b(2)		✓
-------	--	---

(3) Rental of facilities, equipment, or other assets . . . . .

<b>1b(3)</b>		✓
--------------	--	---

**(4) Reimbursement arrangements . . . . .**

1b(4)		✓
-------	--	---

(5) Loans or loan guarantees . . . . .

1b(5)		✓
-------	--	---

(6) Performance of services or membership or fundraising solicitations . . . . .

1b(6)		✓
-------	--	---

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .**

1c		✓
----	--	---

- 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.

[illegible]

- 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

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

Date \_\_\_\_\_

**PRESIDENT/DIRECTOR**

**Title**

**Sign Here**

**Paid  
Preparer's  
Use Only**

Preparer's  
signature

Date \_\_\_\_\_

Check if self-employed ☒

Preparer's identifying  
number (see **Signature** on  
page 30 of the instructions)

**337-34-1936**

Firm's name (or yours if self-employed), address, and ZIP code

**LARRY J. BROOKS**

**787 BERKSHIRE LANE, DES PLAINES, IL 60016-7545**

**EIN ▶**

Phone no.

**847-827-4450**

**THE BRUNING FOUNDATION**  
**36-6068626**  
**2009**

**PART I**

<u>LINE 11</u>	CLASS ACTION SETTLEMENT	<u>785</u>
<u>LINE 16b</u>	LARRY J. BROOKS - ACCOUNTING & TAX FEES	<u>31,000</u>
<u>LINE 16c</u>	GLENVIEW STATE BANK	30,016
	NORTHERN TRUST	<u>37,242</u>
	COLUMN (a)	67,258
	NORTHERN TRUST MULTI-ADVISOR FUNDS - PER K-1'S	<u>45,906</u>
	COLUMN (b)	<u>113,164</u>
<u>LINE 18</u>	FEDERAL EXCISE TAX ON INVESTMENT INCOME	<u>28,960</u>
<u>LINE 21</u>	TRAVEL - BOARD MEETINGS	<u>5,951</u>
<u>LINE 23</u>	SUPPLIES	470
	POSTAGE	193
	WIRE TRANSFER FEES	135
	ILLINOIS CHARITY BUREAU FUND	15
	ILLINOIS ANNUAL REPORT	<u>13</u>
		<u>826</u>

**THE BRUNING FOUNDATION  
STATEMENT OF ASSETS AND EQUITY  
AS OF DECEMBER 31, 2009**

**PART II**

<b><u>PART II SUMMARY</u></b>	<b><u>ATTACHMENT</u></b>	<b><u>ORIGINAL PURCHASE PRICE</u></b>	<b><u>12/31/09 MARKET VALUE</u></b>
<b>GLENVIEW STATE BANK</b>	<b>II(A)</b>	<b>6,228,141</b>	<b>6,465,422</b>
<b>NORTHERN TRUST</b>	<b>II(B)</b>	<b>8,514,288</b>	<b>9,301,571</b>
<b>CASH</b>	<b>II(C)</b>	<b><u>34,528</u></b>	<b><u>34,528</u></b>
<b>TOTAL ASSETS &amp; EQUITY</b>		<b><u><u>14,776,957</u></u></b>	<b><u><u>15,801,521</u></u></b>



**THE BRUNING FOUNDATION  
STATEMENT OF ASSETS AND EQUITY  
AS OF DECEMBER 31, 2009**

**PART II(A)**

<b><u>GLENVIEW STATE BANK</u></b>	<b><u>NUMBER OF SHARES</u></b>	<b><u>ORIGINAL PURCHASE PRICE</u></b>	<b><u>12/31/09 MARKET VALUE</u></b>
CASH		48,066	48,066
<b><u>COMMON STOCK</u></b>			
AT & T INC.	2,000	76,460	56,060
ABBOTT LABORATORIES	2,000	93,719	107,980
AMDOCS LTD	3,000	59,886	85,590
AMERICAN EXPRESS CO.	2,500	115,418	101,300
AMERICAN INTERNATIONAL GROUP INC.	80	105,728	2,398
AMGEN INC.	2,000	113,857	113,140
APPLIED MATERIALS INC.	5,000	110,630	69,700
BP AMOCO P L C	1,000	42,280	57,970
BANK OF AMERICA CORP	2,400	96,006	36,144
BANK OF NEW YORK MELLON CORP	3,301	146,960	92,329
BRISTOL MYERS SQUIBB CO.	3,800	107,103	95,950
CATERPILLAR INC.	2,000	53,460	113,980
CHEVRON CORP.	1,200	75,132	92,388
CISCO SYSTEMS INC.	5,000	112,040	119,700
CITIGROUP INC.	2,500	111,068	8,275
COCA-COLA COMPANY	2,000	96,656	114,000
CVS CORP DELAWARE	4,000	74,264	128,840
DOMINION RESOURCES INC.	2,000	60,900	77,840
EMERSON ELECTRIC CO.	3,000	80,781	127,800
EXXON MOBIL CORP	3,000	124,760	204,570
FEDEX CORP	1,500	96,399	125,175
GENERAL ELECTRIC CO.	10,400	163,226	157,352
GENZYME CORP GENERAL DIVISION	1,700	75,344	83,317
GOOGLE	300	119,606	185,994
INTEGRYS ENERGY GROUP INC.	2,000	67,368	83,980
INTEL CORP.	5,000	125,583	102,000
JOHNSON & JOHNSON	1,900	73,575	122,379
MCDONALDS CORP	4,000	75,064	249,760
MEDTRONIC INC.	2,000	94,531	87,960
METLIFE INC.	2,800	81,004	98,980
MICROSOFT CORPORATION	8,000	173,935	243,840
MOODY'S INVESTORS SERVICES	1,200	74,433	32,160
J. P. MORGAN CHASE & CO.	3,000	136,823	125,010
NORTHWESTERN CORP	7,500	143,275	67
PEPSICO INC.	2,000	99,193	121,600
PFIZER INC.	6,000	221,070	109,140
PHILIP MORRIS INT'L.	2,000	0	96,380
PROCTOR & GAMBLE CO,	1,000	53,385	60,630
QUALCOMM INC.	4,000	72,799	185,040
STRYKER CORPORATION	1,200	76,984	60,444
SYSKO CORPORATION	2,500	90,937	69,850
TEXAS INSTRUMENTS INC.	3,500	91,367	91,210
UNITEDHEALTH GROUP, INC.	2,624	76,912	79,980
U.S. BANCORP	3,000	100,816	67,530
VERIZON COMMUNICATIONS INC.	3,000	84,573	99,390
WALGREEN CO.	4,000	132,152	146,880

<u>GLENVIEW STATE BANK</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/09 MARKET VALUE</u>
<u>OTHER INVESTMENTS</u>			
AT & T	100,000	102,716	100,798
AMERICAN EXPRESS CORPORATION	155,000	160,425	162,533
BANK OF AMERICA	150,000	155,175	154,854
GENERAL ELECTRIC CAPITAL CORP.	200,000	203,518	208,296
HEWLETT PACKARD	150,000	151,569	152,130
MEDTRONIC INC.	200,000	205,210	205,318
NATIONSBANK	150,000	155,190	152,653
ORACLE CORP	250,000	259,178	259,975
SBC COMMUNICATIONS	160,000	167,710	169,435
WAL-MART STORES	155,000	161,922	159,362
TOTAL		<u>6,228,141</u>	<u>6,465,422</u>

THE BRUNING FOUNDATION  
STATEMENT OF ASSETS AND EQUITY  
AS OF DECEMBER 31, 2009

PART II(B)

<u>NORTHERN TRUST</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/09 MARKET VALUE</u>
MONEY MARKET FUND		123,084	123,084
<u>COMMON STOCK - PRIMARY ACCOUNT</u>			
ABB LTD	1,500	31,983	28,650
ABBOTT LABORATORIES	1,000	54,152	53,990
ACCENTURE LTD BERMUDA	2,250	49,188	93,375
ADOBE SYS. INC.	2,000	73,398	73,560
AMAZON COM INC.	500	40,962	67,260
APACHE CORP	1,000	25,911	103,170
APPLE INC.	500	65,671	105,430
BERKSHIRE HATHAWAY INC.	15	46,763	49,290
BILLITON LTD	900	48,935	68,922
BIOTECHNOLOGY INDEX	700	56,576	57,225
CATERPILLAR INC.	1,000	44,493	56,990
CISCO SYSTEM INC.	3,000	37,194	71,820
CUMMINS INC.	1,000	46,869	45,860
DANAHER CORP	1,000	49,051	75,200
EMERSON ELECTRIC CO.	900	30,563	38,340
EXXON MOBIL CORP	1,500	119,520	102,285
F P L GROUP INC.	1,100	49,432	58,102
GOLDMAN SACHS GROUP INC.	500	53,183	84,420
GOOGLE INC.	100	42,431	61,998
INTEL CORP.	2,500	20,126	51,000
INTERNATIONAL BUSINESS MACHINES CORP	700	58,396	91,630
ITT CORP INC.	1,200	74,697	59,688
JOHNSON CONTROLS INC.	1,500	40,660	40,860
JOHNSON & JOHNSON	1,200	37,801	77,292
JP MORGAN CHASE & CO.	2,500	75,591	104,175
KELLOGG CO.	1,000	47,365	53,200
KOHL'S CORP	800	30,514	43,144
MCDONALD'S CORP	800	49,538	49,952
McKESSON CORP	800	50,982	50,000
MEDCO HEALTH SOLUTIONS INC.	1,250	54,735	79,888
MEDTRONIC INC.	1,000	21,369	43,980
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS	14,914.18	250,000	303,802
MFC ISHARES TR RUSSELL	3,250	186,895	186,518
MFC SPDR GOLD	750	66,615	80,482
MFO PIMCO FDS PAC INVT MGMT SER	28,837.21	199,999	238,772
MFO VANGUARD - ADMIRAL	4,177.72	106,239	102,981
MICROCHIP TECHNOLOGY INC.	2,500	72,589	72,650
MICROSOFT CORP.	3,500	52,172	106,715
MOSAIC CO.	750	39,061	44,798
NATIONAL OILWELL VARCO	1,750	75,094	77,158
PEPSICO INC. COM	1,200	49,498	72,960
PRAXAIR INC	1,000	28,520	80,310
PROCTOR & GAMBLE CO.	1,250	66,688	75,788
SCHLUMBERGER LTD	900	38,623	58,581
CHARLES SCHWAB CORP.	3,500	78,052	65,870
SPECTRA ENERGY CORP	2,750	40,672	56,402
STAPLES, INC.	1,500	18,612	36,885
SUNCOR ENERGY INC.	1,250	38,153	44,138
TEVA PHARMACEUTICALS LTD	1,500	40,016	84,270
TRANSOCEAN LTD SWITZERLAND	1,000	49,335	82,800
TRAVELERS COS. INC.	1,000	52,729	49,860
UNITED TECHNOLOGIES CORP	900	41,761	62,469
WAL-MART STORES, INC.	1,250	65,987	66,812
WALGREEN CO.	2,000	18,071	73,440
WALT DISNEY CO.	1,600	51,421	51,600
WELLS FARGO & CO.	2,000	37,861	53,980

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/09 MARKET VALUE
<b><u>NORTHERN TRUST</u></b>			
<b><u>LONG - TERM - PRIMARY ACCOUNT</u></b>			
MAF - SMALL GROWTH FUND - DRIEHAUS	189,817	189,817	128,334
MAF - SMALL VALUE FUND - VAUGHAN NELSON	127,104	127,104	136,837
MAF - GLOBAL EMERGING MARKETS FUND - FIRST STATE	405,714	405,714	440,306
MAF - INTERNATIONAL FUND - ALTRINSIC	392,262	392,262	337,476
MAF - INTERNATIONAL FUND - AXIOM	650,423	650,423	355,647
MAF - INTERNATIONAL FUND - EDINBURGH	342,410	342,410	285,916
MAF - HIGH YIELD INCOME FUND - STONE HARBOR	248,445	248,445	242,367
MAF - GLOBAL EQUITY FUND - GENERATION - BRNGF	200,000	200,000	268,418
<b><u>OTHER INVESTMENTS - PRIMARY ACCOUNT</u></b>			
ASTRAZENECA PLC	150,000	153,252	164,461
CISCO SYS. INC.	150,000	150,252	164,685
FEDERAL HOME LOAN BKS	100,000	102,786	111,091
GENERAL ELECTRIC	200,000	205,529	212,617
HONEYWELL INT'L INC.	200,000	199,463	210,887
HOUSEHOLD FIN. CORP	150,000	165,222	159,529
MORGAN STANLEY & CO.	100,000	103,455	101,229
TARGET CORP	100,000	102,543	108,352
<b><u>U.S. TREASURY BONDS - PRIMARY ACCOUNT</u></b>			
\$250,000 @ 1.875% DUE 7/15/15	150,000	150,518	175,651
<b><u>COMMON STOCK - STERLING ACCOUNT</u></b>			
AFFILIATED COMPUTER SVCS INC.	170	8,824	10,147
ALLEGHENY ENERGY INC.	185	4,712	4,344
ALLIANCE DATA SYS CORP.	105	6,239	6,782
ANNALY CAPITAL MANAGEMENT INC.	280	5,016	4,858
ASPEN INSURANCE HOLDINGS	310	8,195	7,890
ASSURANT INC.	130	4,048	3,832
ASSURED GUARANTY LTD	155	2,833	3,373
CA INC.	535	11,527	12,016
CHICOS FAS INC.	310	3,756	4,356
COMPUTER SCIENCES CORP.	115	5,873	6,616
COVIDIEN PLC	215	8,940	10,296
EARTHLINK INC.	565	4,786	4,695
EBAY INC.	495	11,286	11,652
ENDURANCE SPECIALTY HOLDINGS LTD	240	8,758	8,935
EXCO RES INC.	205	3,727	4,352
FAIR ISAAC CORPORATION	280	6,004	5,967
FIDELITY NAT'L INFORMATION SVCS INC.	340	8,233	7,970
FOREST OIL CORP.	250	4,520	5,562
GANNETT INC.	65	773	985
GENERAL DYNAMICS CORP.	140	8,844	9,544
GENZYME CORP.	140	7,806	6,861
IMS HEALTH INC.	325	4,807	6,844
INTERNATIONAL SPEEDWAY CORP.	155	4,229	4,410
INTERPUBLIC GROUP OF COMPANIES INC.	1,300	9,021	9,594
KING PHARMACEUTICALS INC.	550	5,795	6,748
LEUCADIA NATIONAL CORP.	380	8,780	9,040
LEXMARK INT'L INC.	190	3,810	4,936
MARSHALL & ILSLEY CORP.	470	3,001	2,562
MI DEVS INC.	45	606	553
OMNICOM GROUP INC.	145	5,250	5,677
PROGRESS SOFTWARE CORP.	205	4,548	5,988
SELECT COMFORT CORP.	370	2,192	2,412
STANCORP FINL GROUP	150	5,794	6,003
SYNOPSYS INC.	320	7,016	7,130
UNIVERSAL TECHNICAL INST INC.	190	3,795	3,838
VALSPAR CORP.	235	6,240	6,378
VIACOM INC.	330	9,182	9,811
WADDELL & REED FINL INC.	165	4,463	5,039
WELLPOINT INC.	145	6,579	8,452
WILLIS GROUP HOLDINGS	310	8,723	8,178
ZIMMER HLDGS INC.	70	3,624	4,138

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/09 MARKET VALUE
<u>NORTHERN TRUST</u>			
<u>COMMON STOCK - FRONTIER ACCOUNT</u>			
ADTRAN INC.	55	1,297	1,240
AECOM TECHNOLOGY CORP DELAWARE	70	1,861	1,925
AIRGAS INC.	55	2,630	2,618
ALBEMARLE CORP.	145	4,661	5,274
ALBERTO - CULVER CO.	80	2,220	2,343
ALLEGHENY TECHNOLOGIES INC.	45	1,851	2,015
AMDOCS ORD	80	2,034	2,282
AMERICAN EAGLE OUTFITTERS INC.	125	2,039	2,122
AMERICAN TOWER CORP.	95	3,416	4,105
AMETEK INC.	95	3,186	3,633
AMPHENOL CORP.	95	3,447	4,387
ANALOG DEVICES INC.	125	3,461	3,948
AVON PRODUCTS INC.	145	4,756	4,568
BE AEROSPACE INC.	80	1,937	1,880
BECKMAN COULTER INC.	55	3,666	3,599
BED BATH BEYOND INC.	130	4,879	5,022
BROADCOM CORP.	145	4,255	4,560
CABOT OIL & GAS CORP.	35	1,199	1,526
CAMERON INT'L CORP.	40	1,442	1,672
CATALYST HEALTH SOLUTIONS INC.	80	2,311	2,918
CELANESE CORP. DEL	155	3,735	4,976
CHECK POINT SOFTWARE TECHNOLOGIES	60	1,712	2,033
CHICAGO BRDG & IRON CO.	195	3,626	3,943
CHICOS FAS INC.	295	3,904	4,145
CLARCOR INC.	45	1,506	1,460
COGNIZANT TECHNOLOGY SOLUTIONS INC.	160	6,282	7,248
COMMScope INC.	60	1,621	1,592
CONCHO RES INC.	65	2,671	2,918
CONTINENTAL RES INC.	95	3,625	4,075
CROWN HLDGS INC.	130	3,451	3,325
DENBURY RES INC. HLDG CO.	135	1,894	1,998
DOLLAR TREE INC.	45	2,168	2,174
EXCLIPSYS CORP.	170	3,425	3,148
ECOLAB INC.	35	1,572	1,560
EDUCATION MGMT. CORP.	110	2,533	2,421
EDWARDS LIFESCIENCES CORP.	30	2,054	2,606
EQUINIX INC.	70	6,222	7,430
FACTSET RESH SYS INC.	25	1,600	1,647
FMC CORP.	55	2,891	3,067
FRANKLIN RES INC.	71	7,174	7,480
GENZYME CORP.	25	1,394	1,225
GLOBAL PMTS INC.	30	1,592	1,616
HARMAN INT'L INC.	60	2,017	2,117
HUB GROUP INC.	120	2,814	3,220
ILLUMINA INC.	50	1,685	1,532
INTEROIL CORP.	60	2,302	4,609
INTUIT	85	2,372	2,610
INVESCO LTD	150	3,408	3,524
JABIL CIRCUIT INC.	230	3,044	3,995
LKQ CORP.	225	4,092	4,408
KOHL'S CORP.	80	4,421	4,314
MARVELL TECH GROUP	155	2,362	3,216
MASSEY ENERGY CO.	40	1,317	1,680
McAFEE INC.	50	2,139	2,028
McDERMOTT INT'L INC.	110	2,676	2,641
MILLIPORE CORP.	25	1,716	1,809
NII HLDGS INC.	80	2,456	2,686
NOBLE CORPORATION (SWITZERLAND)	35	1,265	1,424
OLD DOMINION FGHT LINE INC.	45	1,264	1,382
OMNICOM GROUP INC.	70	2,520	2,740
O'REILLY AUTOMOTIVE INC.	50	1,785	1,906
PALL CORP.	235	7,332	8,507
PRINCIPAL FINL GROUP INC.	135	3,407	3,245
QIAGEN N V	280	5,966	6,250
RAYMOND JAMES FINANCIAL INC.	245	5,633	5,824
REPUBLIC SVCS INC.	60	1,549	1,699
SARA LEE CORP.	200	2,144	2,436
SEAGATE TECHNOLOGY HLDGS	140	2,079	2,547
SKYWORKS SOLUTIONS INC.	570	6,861	8,088

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/09 MARKET VALUE
<u>NORTHERN TRUST</u>			
SMITH A O CORP.	95	3,682	4,122
STARBUCKS CORP.	125	2,496	2,882
THERMO FISHER CORP.	110	4,885	5,246
TJX COS INC.	155	5,650	5,665
TYCO ELECTRONICS LTD	155	3,312	3,805
UNITED THERAPEUTICS CORP.	85	4,092	4,475
VCA ANTECH INC.	85	2,232	2,118
WABCO HLDGS INC.	165	4,032	4,255
WADDELL & REED FINL INC.	75	2,253	2,290
WESTERN DIGITAL CORP.	100	3,606	4,415
WMS INDS INC.	30	1,288	1,200
<u>COMMON STOCK - ATLANTA ACCOUNT</u>			
AARONS INC.	260	6,896	7,210
ADVISORY BRD CO.	145	3,762	4,446
AFFILIATED MANAGERS GROUP INC.	160	9,986	10,776
ALBERTO - CULVER CO.	205	5,643	6,004
AMBASSADORS GROUP INC.	165	2,513	2,193
ANSYS INC.	185	6,947	8,040
APTARGROUP INC.	170	6,186	6,076
BALCHEM CORP.	95	2,557	3,183
BIO RAD LABS INC.	85	7,612	8,199
BLACKBAUD INC.	350	8,089	8,270
BLUE NILE INC.	45	2,695	2,850
BRADY CORP.	135	3,709	4,051
CARLISLE COMPANIES INC.	75	2,467	2,570
CASEYS GEN STORES INC.	80	2,454	2,554
CHATTEM INC.	40	2,610	3,732
CHOICE HOTELS INT'L INC.	125	3,818	3,958
CITY NATIONAL CORP.	100	3,714	4,560
COLUMBIA SPORTSWARE CO.	65	2,571	2,538
DAKTRONICS INC.	300	2,505	2,763
DRIL-QUIP INC.	140	6,776	7,907
EXPONENT INC.	135	3,714	3,758
FACTSET RESH SYS INC.	90	5,747	5,928
FAIR ISAAC CORPORATION	295	6,326	6,286
FINANCIAL FED CORP.	205	5,017	5,638
FOREST CITY ENTERPRISES INC.	530	6,222	6,243
FORWARD AIR CORP.	165	3,737	4,133
HCC INS HLDGS INC.	135	3,720	3,776
HENRY JACK & ASSOC INC.	270	6,274	6,242
HIBBETT SPORTS INC.	140	2,474	3,079
ICU MED INC.	35	1,273	1,275
IDEXX LABS INC.	65	3,145	3,474
INTERNATIONAL SPEEDWAY CORP.	140	3,820	3,983
JONES LANG LASALLE INC.	120	5,291	7,248
KIRBY CORP.	255	8,789	8,882
LANDAUER INC.	45	2,430	2,763
LKQ CORP.	365	6,865	7,150
MANHATTAN ASSOCS INC.	220	4,374	5,287
MATTHEWS INT'L CORP.	125	4,341	4,429
MCGRATH RENTCOERP	150	3,168	3,354
MORNINGSTAR INC.	195	9,330	9,426
NATIONAL INSTRS CORP.	115	3,095	3,387
OWENS & MINOR INC.	55	2,461	2,361
PEETS COFFEE & TEA INC.	115	3,190	3,833
POLARIS INDS INC.	50	1,880	2,182
POOL CORP.	60	1,286	1,145
POWER INTEGRATIONS INC.	95	3,053	3,454
PSS WORLD MED INC.	115	2,462	2,596
RAVEN INDS INC.	170	4,459	5,401
RLI CORP.	60	3,164	3,195
ROFIN SINAR TECHNOLOGIES INC.	115	2,644	2,715
RUDDICK CORP.	95	2,498	2,444
SALLY BEAUTY HLDGS INC.	360	2,523	2,754
SCANSOURCE INC.	115	3,113	3,070
SIMPSON MFG INC.	105	2,544	2,823
SONIC CORP.	470	5,047	4,733
UNIVERSAL HEALTH RLTY INCOME	80	2,570	2,562
WESTAMERICA BANCORPORATION	60	3,037	3,322

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/09 MARKET VALUE
<b><u>NORTHERN TRUST</u></b>			
WOLVERINE WORLD WIDE INC.	100	2,444	2,722
YOUNG INNOVATIONS INC.	125	3,270	3,098
<b><u>COMMON STOCK - MET WEST ACCOUNT</u></b>			
ADOBE SYS INC.	385	12,480	14,160
AFLAC INC.	205	8,472	9,481
AIR PRODUCTS & CHEMICALS INC.	180	13,684	14,591
APPLE INC.	105	19,456	22,140
BANCO SANTANDER S.A.	657	10,092	10,801
BANK OF AMERICA	790	12,912	11,897
BAXTER INT'L INC.	265	15,024	15,550
BOEING CO.	225	11,585	12,179
CONAGRA FOODS INC.	630	13,567	14,522
CONOCOPHILLIPS	270	12,608	13,789
DEERE & CO.	265	10,955	14,334
DIAGEO PLC	205	12,486	14,229
DOMINION RES INC.	390	13,080	15,179
EAST WEST BANCORP INC.	505	6,613	7,979
F P L GROUP INC.	255	13,645	13,469
ELI LILLY & CO	305	9,930	10,892
EMC CORP.	845	14,211	14,762
GENTEX CORP	535	7,521	9,550
HERSHEY CO.	300	11,901	10,737
HOME DEPOT INC.	500	13,050	14,465
HOSPIRA INC.	260	11,253	13,260
INTERNATIONAL BUSINESS MACHINES CORP.	145	17,308	18,980
INTUIT	360	10,573	11,056
JP MORGAN CHASE & CO.	365	15,447	15,210
KELLOGG CO.	275	13,401	14,630
L'OREAL CO.	600	11,502	13,380
M & T BK CORP.	165	9,947	11,037
MITSUBISHI UFJ FINL GROUP INC.	2,295	11,527	11,291
MOLEX INC.	450	8,006	8,608
NORTHROP GRUMMAN CORP.	270	13,615	15,080
ORACLE CORPORATION	735	15,022	18,037
PENNEY, J.C. INC.	270	8,926	7,185
POLO RALPH LAUREN CORP.	165	12,183	13,362
QUESTAR CORP.	240	8,537	9,977
SAFEWAY INC.	505	10,012	10,751
CHARLES SCHWAB CORP.	400	7,490	7,528
TEXAS INSTRS INC.	510	11,551	13,291
UNILEVER N V NEW YORK	405	11,526	13,094
VODAFONE GROUP PLC	515	11,438	11,891
WEATHERFORD INT'L LTD	585	11,468	10,477
ZIONS BANCORP	445	7,477	5,707
TOTAL		<u>8,514,288</u>	<u>9,301,571</u>

THE BRUNING FOUNDATION  
STATEMENT OF ASSETS AND EQUITY  
AS OF DECEMBER 31, 2009

PART II(C)

<u>OTHER ASSETS</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/09 MARKET VALUE</u>
CASH	<u>34,528</u>	<u>34,528</u>



**THE BRUNING FOUNDATION  
SUMMARY OF GAINS OR (LOSSES)  
AS OF DECEMBER 31, 2009**

**PART IV**

<b><u>PART IV SUMMARY</u></b>	<b><u>ATTACHMENT</u></b>	<b><u>BOOK VALUE</u></b>	<b><u>SALES PRICE</u></b>	<b><u>GAIN (LOSS)</u></b>	
<b>GLENVIEW STATE BANK</b>	<b>IV(A)</b>	<b>1,161,075</b>	<b>1,009,745</b>	<b>(151,330)</b>	
<b>NORTHERN TRUST</b>	<b>IV(B)</b>	<b>3,960,187</b>	<b>3,285,958</b>	<b>(674,229)</b>	
		<b><u>5,121,262</u></b>	<b><u>4,295,703</u></b>	<b><u>(825,559)</u></b>	<b>COL.(a)</b>
<b>NORTHERN TRUST MULTI-ADVISOR FUNDS - PER K-1'S</b>	<b>IV(C)</b>			<b><u>(458,035)</u></b>	<b>COL. (b)</b>
<b>TOTAL</b>				<b><u>(1,283,594)</u></b>	

THE BRUNING FOUNDATION  
SCHEDULE OF GAINS / (LOSSES) ON SALES OF  
SECURITIES - 2009  
GLENVIEW STATE BANK

PART IV(A)

<u>SECURITY</u>	<u>SHARES SOLD</u>	<u>DATE OF ACQUISITION</u>	<u>DATE OF DISPOSITION</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>
<u>OTHER INVESTMENTS</u>						
CITICORP INC. (MATURED)	100,000	10/19/04	2/9/09	100,889	100,000	(889)
EMERSON ELECTRIC (MATURED)	100,000	9/11/08	3/16/09	101,484	100,000	(1,484)
GOLDMAN SACHS (MATURED)	150,000	9/27/07	5/15/09	153,824	150,000	(3,824)
MERRILL LYNCH (MATURED)	100,000	8/31/06	9/10/09	96,770	100,000	3,230
OREGON BOND BANK (MATURED)	100,000	11/2/04	1/2/09	105,048	100,000	(5,048)
3M COMPANY (MATURED)	200,000	2/8/07	11/6/09	200,111	200,000	(111)
<u>STOCKS</u>						
ALTRIA GROUP INC.	2,000	8/6/03	4/29/09	80,581	33,799	(46,782)
EMC CORPORATION	3,000	3/16/04	4/29/09	38,730	35,759	(2,971)
EMC CORPORATION	3,000	4/15/04	4/29/09	39,270	35,759	(3,511)
EMC CORPORATION	4,000	5/27/04	4/29/09	41,280	47,679	6,399
HARLEY DAVIDSON INC WISC	1,700	8/8/03	4/29/09	77,962	34,850	(43,112)
HARLEY DAVIDSON INC WISC	800	4/15/04	4/29/09	44,146	16,400	(27,746)
LIMITED BRAND INC.	5,000	8/25/03	4/29/09	81,000	55,499	(25,501)
			<b>TOTAL</b>	<b>1,161,075</b>	<b>1,009,745</b>	<b>(151,330)</b>

THE BRUNING FOUNDATION  
SCHEDULE OF GAINS / (LOSSES) ON SALES OF  
SECURITIES - 2009  
NORTHERN TRUST COMPANY

PART IV(B)

<u>SECURITY</u>	<u>SHARES SOLD</u>	<u>DATE OF ACQUISITION</u>	<u>DATE OF DISPOSITION</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>
<u>OTHER INVESTMENTS</u>						
HOUSEHOLD FIN. CORP.	100,000	7/27/05	4/6/09	110,148	88,528	(21,620)
U.S. TREASURY	100,000	11/4/05	7/2/09	100,345	110,805	10,460
U.S. TREASURY	150,000	10/11/07	12/18/09	154,122	156,269	2,147
<u>STOCKS</u>						
ACTIVISION BLIZZARD INC.	310	10/7/09	12/29/09	3,711	3,463	(248)
ADOBE SYS INC.	500	5/24/07	7/7/09	18,349	14,490	(3,859)
ADTRAN INC.	35	10/7/09	10/13/09	825	842	17
AECOM TECHNOLOGY CORP. DELAWARE	115	10/7/09	11/17/09	3,058	3,132	74
AFFILIATED MANAGERS GROUP INC.	20	10/7/09	12/21/09	1,248	1,313	65
AFLAC INC.	1,000	5/16/06	3/25/09	48,984	19,255	(29,729)
AFLAC INC.	100	1/5/09	3/25/09	4,388	1,925	(2,463)
AMDOCS ORD	20	10/7/09	11/10/09	509	535	26
AMERICAN EAGLE OUTFITTERS IUNC.	85	10/7/09	11/24/09	1,465	1,262	(203)
ANNALY CAPITAL MANAGEMENT INC.	135	10/7/09	12/31/09	2,412	2,397	(15)
APACHE CORP	200	11/26/02	1/5/09	5,182	14,222	9,040
BAKER HUGHES INC.	700	11/30/01	1/5/09	24,691	21,813	(2,878)
BAKER HUGHES INC.	600	10/27/04	1/5/09	21,164	18,697	(2,467)
BANCO SANTANDER S.A. - COST ADJ.		10/7/09	11/6/09	0	116	116
BANK OF AMERICA	400	3/15/04	1/5/09	16,831	5,108	(11,723)
BANK OF AMERICA	900	10/5/04	1/5/09	37,869	11,492	(26,377)
BANK OF AMERICA	500	4/11/05	1/5/09	21,038	6,385	(14,653)
BIOTECHNOLOGY INDEX	200	5/24/07	1/5/09	16,165	13,742	(2,423)
BIOTECHNOLOGY INDEX	100	5/24/07	7/7/09	8,082	7,265	(817)
BLUE NILE INC.	5	10/8/09	11/24/09	299	284	(15)
BUNGE LIMITED	5	10/7/09	11/19/09	308	290	(18)
BUNGE LIMITED	35	10/7/09	12/22/09	2,158	2,222	64
CABOT OIL & GAS CORP.	25	10/7/09	11/19/09	856	1,011	155
CAMERON INT'L CORP	10	10/7/09	10/20/09	360	414	54
CATERPILLAR INC.	350	11/16/04	9/10/09	15,573	16,127	554
CELANESE CORP DEL	105	10/7/09	10/13/09	2,530	2,649	119
COGNIZANT TECHNOLOGY SOLUTIONS	2,000	4/27/06	1/5/09	64,379	34,629	(29,750)
COMMSCOPE INC.	60	10/7/09	10/8/09	1,621	1,661	40
COMMSCOPE INC.	30	10/7/09	10/27/09	810	873	63
CONTINENTAL RES INC.	10	10/7/09	10/21/09	381	430	49
COVENTRY HEALTH CARE INC.	155	10/7/09	12/15/09	2,982	3,573	591
CROWN HLDGS INC.	115	10/7/09	11/17/09	3,053	3,017	(36)
CROWN HLDGS INC.	60	10/7/09	11/24/09	1,593	1,537	(56)
DANAHER CORP.	400	2/10/04	3/9/09	18,330	20,916	2,586
DARDEN RESTAURANTS INC.	1,000	4/6/09	11/16/09	34,239	32,561	(1,678)
DARDEN RESTAURANTS INC.	200	7/7/09	11/16/09	6,832	6,512	(320)
EMC CORP	20	10/7/09	10/16/09	336	354	18
EVEREST RE GROUP	10	10/7/09	10/21/09	877	913	36
EVEREST RE GROUP	40	10/7/09	11/5/09	3,509	3,479	(30)
EXELON CORP	750	1/5/09	9/10/09	37,870	36,342	(1,528)
EXELON CORP	250	3/13/09	9/10/09	12,623	12,114	(509)
FIRST SOLAR INC.	25	3/9/09	7/7/09	2,922	4,009	1,087
FIRST SOLAR INC.	175	3/9/09	8/26/09	20,455	22,080	1,625
FIRST SOLAR INC.	100	3/13/09	8/26/09	11,688	12,617	929
FRANKLIN RES. INC.	700	2/21/06	1/5/09	69,090	41,456	(27,634)
GENERAL ELECTRIC CO.	2,500	9/26/96	7/22/09	36,752	29,299	(7,453)
GENZYME CORP	5	10/7/09	10/23/09	279	274	(5)
ITT CORP INC.	500	5/4/07	3/9/09	32,275	17,446	(14,829)
JACOBS ENGR. GROUP	750	3/9/09	9/10/09	28,268	33,544	7,276
JOHNSON & JOHNSON	300	2/27/01	7/7/09	9,450	16,941	7,491
JONES LANG LASALLE INC.	10	10/7/09	11/23/09	441	538	97
KOHL'S CORP	60	3/13/09	10/16/09	2,382	3,586	1,204
LEGG MASON INC.	45	10/7/09	12/4/09	1,306	1,275	(31)
LOCKHEED MARTIN CORP.	300	3/17/03	3/9/09	16,249	18,726	2,477
LOCKHEED MARTIN CORP.	500	1/22/04	10/29/09	27,082	36,018	8,936

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
M & T BK CORP	10	10/7/09	10/16/09	603	653	50
MAF - LARGE GROWTH FUND - TURNER	VARIOUS	5/1/06	4/22/09	255,595	141,710	(113,885)
MAF-LG/MID OPPORTUNITY FUND - MARCISCO	VARIOUS	5/1/06	10/22/09	353,488	270,985	(82,503)
MAF-LARGE VALUE FUND - SOUND SHORE	VARIOUS	5/1/06	10/22/09	544,074	402,778	(141,296)
MAF-MID GROWTH FUND - GENEVA	VARIOUS	3/5/07	10/22/09	156,424	137,455	(18,969)
MAF-MID GROWTH FUND - WALL STREET	VARIOUS	5/1/06	10/22/09	177,556	144,217	(33,339)
MAF-MID VALUE FUND - CRM	VARIOUS	5/1/06	10/22/09	194,516	156,239	(38,277)
MAF-MID VALUE FUND - SASCO	VARIOUS	5/1/06	10/22/09	142,450	127,959	(14,491)
MAF-SMALL GROWTH FUND - WILLIAM BLAIR	VARIOUS	5/1/06	10/22/09	153,807	112,872	(40,935)
MAF-SMALL VALUE FUND - KEELEY	VARIOUS	5/1/06	10/22/09	178,385	131,603	(46,782)
McAFEE INC.	10	10/7/09	11/19/09	428	425	(3)
McAFEE INC.	45	10/7/09	12/4/09	1,925	1,783	(142)
MEDCO HEALTH SOLUTIONS INC.	250	4/2/08	12/21/09	10,947	15,817	4,870
MEDTRONIC INC.	500	9/26/96	1/5/09	10,684	15,101	4,417
MERCURY GENERAL CORP.	70	10/7/09	11/16/09	2,531	2,614	83
MFB NORTHERN FDS INDEX FD	19,980.02	4/2/09	5/4/09	200,000	216,783	16,783
MFC VANGUARD INFORMATION TECH.	500	2/1/05	1/5/09	22,296	16,500	(5,796)
MFC VANGUARD INFORMATION TECH.	1,000	2/1/05	2/10/09	44,592	33,747	(10,845)
MFO VANGUARD - ADMIRAL	3,687.01	4/1/08	9/21/09	93,761	90,000	(3,761)
MICROCHIP TECHNOLOGY INC.	500	12/9/05	7/7/09	14,518	11,390	(3,128)
MICROSEMI CORP	200	10/7/09	10/27/09	2,981	2,979	(2)
MICROSTRATEGY INC.	10	10/7/09	10/22/09	696	747	51
NAVISTAR INT'L CORP.	10	10/7/09	11/19/09	361	361	0
NAVISTAR INT'L CORP.	45	10/7/09	11/27/09	1,623	1,553	(70)
NOBLE CORPORATION	1,500	1/28/05	1/5/09	42,612	31,939	(10,673)
NOBLE CORPORATION	1,000	9/23/05	1/5/09	28,407	21,293	(7,114)
NOVARTIS AG	1,100	1/11/06	5/28/09	60,409	44,134	(16,275)
NOVARTIS AG	150	8/28/06	5/28/09	8,238	6,018	(2,220)
PENN NAT'L GAMING INC.	75	10/7/09	10/23/09	1,974	2,033	59
PEPSICO INC.	500	1/19/99	1/5/09	20,624	27,340	6,716
PEPSICO INC.	400	1/19/99	4/8/09	16,499	20,953	4,454
POLO RALPH LAUREN CORP.	20	10/7/09	12/4/09	1,477	1,582	105
PRAXAIR INC.	250	12/20/02	7/22/09	7,130	17,762	10,632
PROCTOR & GAMBLE CO.	250	3/15/04	7/7/09	13,338	13,008	(330)
PSYCHIATRIC SOLUTIONS INC	95	10/7/09	10/30/09	2,506	2,312	(194)
REPUBLIC SVCS INC.	90	10/7/09	10/16/09	2,324	2,394	70
SEI INVTS CO.	245	10/7/09	12/31/09	4,616	4,306	(310)
STAPLES INC.	800	7/8/03	4/6/09	9,927	14,306	4,379
ST. JUDE MED INC.	55	10/7/09	10/23/09	2,096	1,815	(281)
SYNOVUS FINL CORP.	1,385	10/7/09	11/27/09	5,004	2,357	(2,647)
SYNOVUS FINL CORP.	490	10/7/09	11/30/09	1,769	749	(1,020)
SYNOVUS FINL CORP.	590	11/20/09	11/30/09	1,150	903	(247)
TARGET CORP.	1,100	9/23/05	1/5/09	56,170	35,516	(20,654)
UNIVERSAL HEALTH SERVICES INC.	150	10/7/09	11/4/09	9,078	8,399	(679)
VALSPAR CORP	95	10/7/09	10/15/09	2,523	2,572	49
VCA ANTECH INC.	35	10/7/09	11/10/09	919	804	(115)
WALGREEN CO.	800	10/1/96	3/13/09	7,228	17,952	10,724
WEATHERFORD INT'L LTD	50	10/7/09	10/22/09	980	995	15
WEATHERFORD INT'L LTD	65	10/7/09	11/5/09	1,274	1,145	(129)
WELLS FARGO & CO.	400	11/27/98	12/7/09	7,572	10,958	3,386
WELLS FARGO & CO.	600	3/30/01	12/7/09	11,358	16,436	5,078
MAF - FOREIGN INVESTMENTS COST ADJ.		5/1/06	11/27/09	0	16,933	16,933
			TOTAL	3,960,187	3,285,958	(674,229)

**THE BRUNING FOUNDATION  
SCHEDULE OF GAINS / (LOSSES) ON SALES OF  
SECURITIES - 2009  
NORTHERN TRUST MULTI-ADVISOR FUNDS**

**PART IV(C)**

<b><u>PER ADVISORS' K-1'S</u></b>	<b><u>GAIN (LOSS)</u></b>
TURNER	(69,693)
MARSICO	(36,099)
SOUND SHORE	(91,972)
WALL STREET	(57,724)
CRM	(25,647)
SASCO	(21,651)
WILLIAM BLAIR	(21,337)
KEELEY	(21,602)
ALTRINSIC	(33,253)
AXIOM	(53,342)
FIRST STATE	(14,148)
GENEVA	(6,475)
NELSON	(3,676)
EDINBURGH	3,566
STONE HARBOR	(19,760)
ALLIANCE	(658)
GENERATION	15,436
<b>TOTAL</b>	<b><u>(458,035)</u></b>

**THE BRUNING FOUNDATION**  
**36-6068626**

**(PART VIII, LINE 1) OFFICERS, DIRECTORS, TRUSTEES & FOUNDATION MANAGERS - 2009**

<u>NAME &amp; ADDRESS</u>	<u>TITLE</u>	<u>TIME DEVOTED</u>	<u>COMPENSATION</u>
CHARLES BRUNING III 804 S BURTON ARLINGTON HTS , ILLINOIS 60005	PRESIDENT/ DIRECTOR	AS REQUIRED	NONE
EDWIN C BRUNING 3330 CROSSINGS COURT #303 BONITA SPRINGS, FLORIDA 34134	TREASURER/ DIRECTOR	AS REQUIRED	NONE
SUSAN WULFF 1429 RAVENOAKS OREGON, WI 53575	DIRECTOR	AS REQUIRED	NONE
KATHLEEN BRUNING 804 S BURTON ARLINGTON HTS , ILLINOIS 60005	SECRETARY	AS REQUIRED	NONE
LARRY J BROOKS 787 BERKSHIRE LANE DES PLAINES, ILLINOIS 60016	FOUNDATION MANAGER	AS REQUIRED	31,000

**THE BRUNING FOUNDATION**  
**36-6068626**

**(PART XIII, LINE 4b) - ELECTION**

THE BRUNING FOUNDATION DECLARES THAT IT IS MAKING THE FOLLOWING ELECTION TO APPLY A PORTION OF THE EXCESS 2009 DISTRIBUTIONS TO THE UNDISTRIBUTED INCOME FROM 2007.

ELECTION PER REGULATION SECTION 53.4942(a)-3(d)(2)  
FOR THE TAX YEAR ENDING 12/31/09

2009 QUALIFYING DISTRIBUTIONS MADE	965,000
LESS: 2008 UNDISTRIBUTED INCOME DISTRIBUTED IN 2009	<u>(864,979)</u>
EXCESS 2009 DISTRIBUTIONS REMAINING	100,021
ELECTION TO APPLY EXCESS DISTRIBUTIONS AGAINST UNDISTRIBUTED INCOME FROM 2007	<u>(96,565)</u>
REMAINDER TO BE APPLIED TO 2009 DISTRIBUTABLE AMOUNT	<u><u>3,456</u></u>

THE BRUNING FOUNDATION

36-6068626

(PARTXV - 3a) - CONTRIBUTIONS - 2009

<u>RECIPIENTS</u>	<u>AMOUNT</u>
ALLENDALE SHELTER	1,500
AMERICAN CANCER SOCIETY	2,000
AMERICAN LEGION POST 123	1,000
AMERICAN LEGION POST 264	1,000
AMERICAN LEGION POST 525	1,000
AMHERST COLLEGE	15,000
ARIZONA STATE UNIVERSITY	25,000
ART INSTITUTE OF CHICAGO	5,000
BARRINGTON AREA COMMUNITY FOUNDATION	3,000
BELOIT COLLEGE	50,000
BRADLEY ELEMENTARY SCHOOL	5,000
GEORGE W. BUSH PRESIDENTIAL CENTER	10,000
CAT NAP FROM THE HEART	5,000
CAPTIVA CIVIC ASSOCIATION	5,000
CARMEL HIGH SCHOOL	20,000
CEDA NORTHWEST	1,500
CHAPEL BY THE SEA	5,000
CHILDREN'S PLACE ASSOCIATION INC.	5,000
CHURCH OF ST. JAMES THE LESS	2,500
CLEARBROOK CENTER	500
CONVERSE COLLEGE	50,000
CROW	2,500
DICKINSON COLLEGE	2,000
DUCKS UNLIMITED	80,000
EDGEWOOD COLLEGE - SCHOOL OF NURSING	7,500
GARRETT EVANGELICAL THEOLOGICAL SEMINARY	5,000
GOLDEN PANTHER BOOSTER CLUB	15,000
HOSPICE OF NORTHEASTERN ILLINOIS, INC.	6,000
HOSPICE OF SOUTHWEST FLORIDA	2,000
INFANT WELFARE SOCIETY OF MT. PROSPECT	2,000
INTEGRATIVE MEDICINE AT THE KELLOG CANCER CENTER	2,000
IT CAN BE DONE	5,000
JACKSONVILLE UNIVERSITY	5,000
JUMP RIVER FIRE DEPARTMENT	1,000
KIWANIS CLUB - MT. PROSPECT	1,000
LAKE FOREST & LAKE BLUFF LEARNING DISABILITIES ASSOC.	5,000
LAKE FOREST PARK & RECREATION FUND	2,000
LAKE FOREST HIGH SCHOOL FOUNDATION	5,000
LAZARUS HOUSE	2,000
LEUKEMIA RESEARCH FOUNDATION	3,000
LITTLE SISTERS OF THE POOR	6,000
LOVE FUTBOL, INC.	2,000
MASTERFLIGHT FOUNDATION, INC.	1,000
MAX MCGRAW WILDLIFE FOUNDATION	170,000
MONMOUTH COLLEGE	10,000
MOOSE LODGE	2,500



MT. PROSPECT LIONS CLUB	3,500
MT. PROSPECT PARK DISTRICT FOUNDATION	5,000
MT. PROSPECT WOMENS' CLUB	2,000
MUSEUM OF SCIENCE & INDUSTRY	5,000
NEW YORK MILITARY ACADEMY	5,000
NORTH FLORIDA HUNTER JUMPER ASSOCIATION	5,000
NORTH LAKELAND DISCOVERY CENTER	60,000
NORTHWEST COMMUNITY HEALTH CARE FOUNDATION	75,000
NORTHWEST SUBURBAN COUNCIL - BOY SCOUTS	1,000
OASIS CARE, INC. RIVIERA EAST VALLEY PAV.	1,000
OPERATION FREEDOM, INC.	10,000
OREGON PUBLIC LIBRARY	8,000
OREGON SCHOOL DISTRICT	4,000
PACK 290 CUB SCOUTS OF LAKE COUNTY	2,000
RAVINIA ANNUAL FUND	30,000
RIVER TRAILS EDUCATION FOUNDATION	1,000
RIVER TRAILS PARK DISTRICT	1,000
RUSK COUNTY RESCUE - SHELDON UNIT	1,000
SANIBEL CAPTIVA CONSERVATION	50,000
SCHOOL DISTRICT OF LANCASTER, PA - FBO: PHOENIX ACADEMY	5,000
SHATTUCK-ST. MARY'S SCHOOL	75,000
SIGMA NU FRATERNITY	5,000
SPIRIT OF '67	5,000
SVOSH	10,000
UNITED WAY - LEE COUNTY	6,000
WILGUS LAB - OHIO STATE UNIVERSITY	20,000
WINSTON FAMILY YMCA	5,000
WISCONSIN BIBLE FELLOWSHIP	1,000
ZETA BETA TAU FOUNDATION	5,000
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TOTAL	965,000
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THE BRUNING FOUNDATION  
36-6068626

(PART XV - 3b) - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>RECIPIENTS</u>	<u>AMOUNT</u>
BELOIT COLLEGE	300,000
NORTHWEST COMMUNITY HEALTH CARE FOUNDATION	225,000
CARMEL HIGH SCHOOL	10,000
NORTH LAKELAND DISCOVERY CENTER	<u>100,000</u>
TOTAL	<u><u>635,000</u></u>