Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **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.

Name of foundation
WILEMAL FUND

Number and street (or P O box number if mail is not delivered to street address) C/O BRIAR HALL LLC, 200 W. MADISON ST.
Room/suite 3400

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

A Employer identification number
36-6098849

B Telephone number
312-676-0300

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, col. (c), line 16)* ▶$ 22,658,653.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	15.	15.		STATEMENT 1
4	Dividends and interest from securities	363,113.	363,113.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	297,026.			
b	Gross sales price for all assets on line 6a 358,981.				
7	Capital gain net income (from Part IV, line 2)		297,026.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	118.	118.		STATEMENT 3
12	**Total** Add lines 1 through 11	660,272.	660,272.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	14,000.	2,000.		12,000.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	25.	0.		25.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	280.	200.		80.
24	**Total operating and administrative expenses.** Add lines 13 through 23	14,305.	2,200.		12,105.
25	Contributions, gifts, grants paid	1,447,330.			1,447,330.
26	**Total expenses and disbursements** Add lines 24 and 25	1,461,635.	2,200.		1,459,435.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-801,363.			
b	**Net investment income** (if negative, enter -0-)		658,072.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

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OGDEN, UT

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	960,052.	220,644.	220,644.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	8,668,390.	8,606,435.	22,438,009.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	9,628,442.	8,827,079.	22,658,653.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	9,628,442.	8,827,079.	
	30	**Total net assets or fund balances**	9,628,442.	8,827,079.	
	31	**Total liabilities and net assets/fund balances**	9,628,442.	8,827,079.	

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	9,628,442.
2	Enter amount from Part I, line 27a	2	-801,363.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,827,079.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,827,079.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	358,981.		61,955.	297,026.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				297,026.

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	297,026.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,247,062.	28,773,141.	.043341
2007	1,466,834.	29,061,886.	.050473
2006	1,125,814.	25,848,230.	.043555
2005	929,113.	23,501,198.	.039535
2004	1,006,613.	22,682,557.	.044378

2 Total of line 1, column (d)	2	.221282
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	.044256
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	23,267,613.
5 Multiply line 4 by line 3	5	1,029,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,581.
7 Add lines 5 and 6	7	1,036,312.
8 Enter qualifying distributions from Part XII, line 4	8	1,459,435.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	6,581.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,581.
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	6,581.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,448.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,448.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	79.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,212.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM GARDNER BROWN Telephone no. ▶ 312-676-0300

Located at ▶ C/O BRIAR HALL LLC, 200 W. MADISON ST., CHICAGO, ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If "Yes," list the years ▶ , , ,				
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 instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 SCHEDULE ATTACHED	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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.

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	22,518,413.
b	Average of monthly cash balances		1b	1,103,529.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	23,621,942.
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	23,621,942.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	354,329.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	23,267,613.
6	**Minimum investment return.** Enter 5% of line 5		6	1,163,381.

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	1,163,381.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 6,581.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	6,581.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,156,800.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,156,800.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,156,800.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,459,435.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,459,435.
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	5	6,581.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,452,854.

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					1,156,800.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				1,422,692.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008					
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,459,435.					
a Applied to 2008, but not more than line 2a				1,422,692.	
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					36,743.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					1,120,057.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008					
e Excess from 2009					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

SEE SCHEDULE ATTACHED

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

NONE

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

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

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

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:

THE FOUNDATION MAKES ONLY CONTRIBUTIONS TO PRE-SELECTED CHARITABLE ORGANIZATIONS AND DOES NOT ACCEPT UNSOLICITED APPLICATIONS FOR FUNDS.

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	1,447,330.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15.	
4 Dividends and interest from securities			14	363,113.	
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	118.	
8 Gain or (loss) from sales of assets other than inventory			18	297,026.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		660,272.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 660,272.

(See worksheet in line 13 instructions 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).
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 3/1/10 — Title: President

Paid Preparer's Use Only

Preparer's signature — Date: 2/23/10 — Check if self-employed ▶ ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code ▶
MORRISON & MORRISON, LTD.
19 SOUTH LASALLE ST., SUITE 1100
CHICAGO, IL 60603

EIN ▶

Phone no. 312-346-2141

WILEMAL FUND

CONTINUATION FOR 990-PF, PART IV
36-6098849 PAGE 1 OF 1

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

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	**(b)** How acquired P - Purchase D - Donation	**(c)** Date acquired (mo., day, yr.)	**(d)** Date sold (mo., day, yr.)
1a	BROOKSIDE HEDGE FUND NON-HOT SHARES - PAB FUND	P	04/01/02	/ /09
b	BROOKSIDE HEDGE FUND NON-HOT SHARES - WGB FUND	P	04/01/02	/ /09
c	2,500 SHS NORTHERN TRUST - PAB FUND	D	05/31/95	10/14/09
d	2,500 SHS NORTHERN TRUST - PAB FUND	D	05/31/95	11/27/09
e	1,500 SHS NORTHERN TRUST - WGB FUND	D	05/31/95	11/27/09
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	9,178.			9,178.
b	9,746.			9,746.
c	147,581.		23,828.	123,753.
d	120,451.		23,828.	96,623.
e	72,025.		14,299.	57,726.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				9,178.
b				9,746.
c				123,753.
d				96,623.
e				57,726.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	297,026.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GENERAL FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GENERAL FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	61,564.	0.	61,564.
PAB FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	137,119.	0.	137,119.
SPB FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	287.	0.	287.
WGB FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	164,143.	0.	164,143.
TOTAL TO FM 990-PF, PART I, LN 4	363,113.	0.	363,113.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GENERAL FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	47.	47.	
PAB FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	10.	10.	
SPB FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	54.	54.	
WGB FUND DIVISION (SEE ATTACHED COMPILATION REPORT)	7.	7.	
TOTAL TO FORM 990-PF, PART I, LINE 11	118.	118.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORRISON & MORRISON, LTD.	14,000.	2,000.		12,000.
TO FORM 990-PF, PG 1, LN 16B	14,000.	2,000.		12,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES (GENERAL FUND DIVISION)	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	25.	0.		25.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	80.	0.		80.
MANAGEMENT FEES (PAB FUND DIVISION)	100.	100.		0.
MANAGEMENT FEES (WGB FUND DIVISION)	100.	100.		0.
TO FORM 990-PF, PG 1, LN 23	280.	200.		80.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GENERAL FUND - SEE STATEMENT ATTACHED	420,862.	2,492,500.
PAB FUND - SEE STATEMENT ATTACHED	3,877,432.	9,152,821.
WGB FUND - SEE STATEMENT ATTACHED	4,308,141.	10,792,688.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,606,435.	22,438,009.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLIANCE FRANCAISE DE CHICAGO 810 N. DEARBORN STREET CHICAGO, IL 60610	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	125,330.
AMERICAN PHYSICAL SOCIETY ONE PHYSICS ELLIPSE COLLEGE PARK, MD 20740	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	20,000.
AMERICAN SYMPHONY ORCHESTRA LEAGUE 33 WEST 60TH STREET NEW YORK, NY 100237905	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	6,000.
ARTS COUNCIL OF WINSTON-SALEM 305 WEST 4TH STREET WINSTONSALEM, NC 27101	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	100,000.
CAROLINA BALLET 914 PULASKI STREET COLUMBIA, SC 29201	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	60,000.
CHICAGO SYMPHONY 220 S. MICHIGAN AVENUE CHICAGO, IL 60604	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.

CHRIST MEMORIAL CHAPEL 52 S. BEACH ROAD HOBE SOUND, FL 33455	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	1,500.
CHURCH OF THE HOLY SPIRIT 400 EAST WESTMINSTER ROAD LAKE FOREST, IL 60045	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	2,500.
CONSERVATION TRUST FOR NORTH CAROLINA 1028 WASHINGTON ST. RALEIGH, NC 27605	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
CRISIS CONTROL MINISTRY 200 E. 10TH ST. WINSTON-SALEM, NC 27101	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	12,500.
DEERFIELD ACADEMY 1 ALBANY ROAD DEERFIELD, MA 01342	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
FORSYTH COUNTRY DAY SCHOOL 5501 SHALLOWFORD ROAD LEWISVILLE, NC 27023	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
GENESEE VALLEY CONSERVANCY P.O. BOX 73, ONE MAIN STREET GENESEO, NY 14454	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
HOBE SOUND COMMUNITY CHEST 11450 S.E. DIXIE HIGHWAY, SUITE 204 HOBE SOUND, FL 33455	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	6,500.
HUMANE SOCIETY OF THE UNITED STATES 2100 L ST., NW WASHINGTON, D.C. 20037	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
INTERNATIONAL SCHOOL OF THE PENINSULA 151 LAURA LANE PALO ALTO, CA 94303	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	7,500.

INTRAHEALTH INTERNATIONAL 6340 QUADRANGLE DRIVE, SUITE 200 CHAPEL HILL, NC 27517	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
KRAVIS CENTER 701 OKEECHOBEE BOULEVARD WEST PALM BEACH, FL 33401	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	1,000.
LAKE FOREST COLLEGE 555 N. SHERIDAN ROAD LAKE FOREST, IL 60045	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	162,000.
LAKE FOREST COUNTRY DAY SCHOOL 145 S. GREEN BAY ROAD LAKE FOREST, IL 60045	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
LEAGUE OF AMERICAN ORCHESTRAS 33 WEST 60TH STREET NEW YORK, NY 10023	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	60,000.
LINCOLN PARK COMMUNITY CENTER 357 FREDERICK AVENUE ROCKVILLE, MD 20850	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
MALTZ JUPITER THEATRE 1001 EAST INDIANTOWN ROAD JUPITER, FL 33477	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	2,000.
PALM BEACH OPERA 415 S. OLIVE AVENUE WEST PALM BEACH, FL 33401	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	1,000.
PAWS CHICAGO 1997 N. CLYBOURN AVENUE CHICAGO, IL 60614	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
PAWS4EVER 6311 NICKS ROAD MEBANE, NC 27302	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.

PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	100,000.
PIEDMONT LAND CONSERVANCY P.O. BOX 4025 GREENSBORO, NC 27404	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	100,000.
PLOUGHSHARES FUND FORT MASON CENTER, BLDG. B, SUITE 330 SAN FRANCISCO, CA 94123	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
PRINCETON UNIVERSITY P.O. BOX 5357 PRINCETON, NJ 085435357	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	1,000.
RAGDALE FOUNDATION 1260 N. GREEN BAY ROAD LAKE FOREST, IL 60045	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	50,000.
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	6,000.
RUSH UNIVERSITY MEDICAL CENTER 1653 W. CONGRESS PARKWAY CHICAGO, IL 60612	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	130,000.
SUMMIT SCHOOL 2100 REYNOLDA ROAD WINSTON SALEM, NC 27106	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
THE CONSERVATION FUND 1655 N. FORT MYER DRIVE, SUITE 1300 ARLINGTON, VA 222092156	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	25,000.
THE NATURE CONSERVANCY OF NORTH CAROLINA 4705 UNIVERSITY DRIVE, SUITE 290 DURHAM, NC 27707	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	110,000.

TRIANGLE LAND CONSERVANCY 1101 HAYNES STREET, SUITE 205 RALEIGH, NC 27604	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
TULANE UNIVERSITY SCHOOL OF MEDICINE P.O. BOX 61075 NEW ORLEANS, LA 701619986	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
UNC SCHOOL OF THE ARTS FOUNDATION 1533 S. MAIN STREET WINSTON SALEM, NC 271272188	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	85,000.
UNITED WORLD COLLEGE 5193 SHORE DRIVE, SUITE 105 VIRGINIA BEACH, VA 23455	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO, IL 60637	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
UNIVERSITY OF CONNECTICUT FOUNDATION 2390 ALUMNI DRIVE, UNIT 3206 STORRS, CT 06269	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	5,000.
US EQUINE RESCUE LEAGUE P.O. BOX 317 PENDLETON, IN 46064	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
US PONY CLUBS 4041 IRON WORKS PARKWAY LEXINGTON, KY 40511	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
WASHINGTON INTERNATIONAL SCHOOL 1690 36TH STREET NW WASHINGTON, DC 20007	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	50,000.
WINSTON-SALEM SYMPHONY 680 WEST 4TH STREET WINSTON SALEM, NC 27101	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	30,000.

WORLD RESERVE INSTITUTE	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	10,000.
WTTW - CHANNEL 11 5400 N. ST. LOUIS AVENUE CHICAGO, IL 606254698	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	12,500.
WTTW - CHANNEL 11/WFMT 5400 N. ST. LOUIS AVENUE CHICAGO, IL 606254698	NONE FOR THE GENERAL, SCIENTIFIC OR EDUCATION PURPOSE	PUBLIC	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,447,330.

WILEMAL FUND
EIN: 36-6098849
2009 FORM 990-PF

SCHEDULE ATTACHED TO PART VIII

1. List of officers, directors, trustees, foundation managers and their compensation:

THE GENERAL FUND DIVISION

(a) Name and Address	(b) Title, and ave. hrs. per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
William Gardner Brown 1275 North Green Bay Road Lake Forest, IL 60045	President/ Secretary Director 0 hrs/week	0	0	0
Malcolm McDougal Brown 1110 Arbor Road Winston-Salem, NC 27106	Vice-President/ Treasurer Director 0 hrs/week	0	0	0
Solange Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Director 0 hrs/week	0	0	0

WILEMAL FUND
EIN: 36-6098849
2009 FORM 990-PF

SCHEDULE ATTACHED TO PART VIII

1. List of officers, directors, trustees, foundation managers and their compensation:

THE WGB FUND DIVISION

(a) Name and Address	(b) Title, and ave. hrs. per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
William Gardner Brown 1275 North Green Bay Road Lake Forest, IL 60045	President/ Secretary Director 0 hrs/week	0	0	0
Solange Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Treasurer/ Vice President Director 0 hrs/week	0	0	0
Solange Stephanie Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Director 0 hrs/week	0	0	0

WILEMAL FUND
EIN: 36-6098849
2009 FORM 990-PF

SCHEDULE ATTACHED TO PART VIII

1. List of officers, directors, trustees, foundation managers and their compensation:

THE SPB FUND DIVISION

(a) Name and Address	(b) Title, and ave. hrs. per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
Solange Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	President/ Secretary Director 0 hrs/week	0	0	0
Solange Stephanie Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Treasurer/ Vice President Director 0 hrs/week	0	0	0
Georges Pezon Brown 1275 North Green Bay Road Lake Forest, IL 60045	Director 0 hrs/week	0	0	0

WILEMAL FUND
EIN: 36-6098849
2009 FORM 990-PF

SCHEDULE ATTACHED TO PART VIII

1. List of officers, directors, trustees, foundation managers and their compensation:

THE PAB FUND DIVISION

(a) Name and Address	(b) Title, and ave. hrs. per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense Acct., other allowances
Patricia A. Brown 1110 Arbor Road Winston-Salem, NC 27106	President/ Secretary Director 0 hrs/week	0	0	0
Kenton Randolph Brown 1110 Arbor Road Winston-Salem, NC 27106	Co-Treasurer/ Vice President Director 0 hrs/week	0	0	0
Preston Gardner Brown 1110 Arbor Road Winston-Salem, NC 27106	Co-Treasurer/ Vice President Director 0 hrs/week	0	0	0

WILEMAL FUND
FEIN 36-6098849
2009 FORM 990-PF
PART II, LINE 10b, INVESTMENTS - CORPORATE STOCK

Security	End of Year Book Value	Fair Market Value	Fund
Northern Trust Co	140,700	1,570,323	General
Nucor Corp	280,162	922,177	General
Fund total - General	**420,862**	**2,492,500**	
Brookside Hedge Fund	0	78,971	PAB
Illinois Tool Works	248,750	959,800	PAB
Northern Trust Corporation	905,469	4,978,000	PAB
Brookside Cayman, Limited	2,425,000	2,950,936	PAB
GS Mezzanine 2006 Offshore Fund	298,213	185,114	PAB
Fund total - PAB	**3,877,432**	**9,152,821**	
Brookside Hedge Fund	0	83,855	WGB
Illinois Tool Works	248,750	959,800	WGB
Northern Trust Corporation	1,167,731	6,419,000	WGB
Brookside Cayman, Limited	2,575,000	3,133,469	WGB
GS Mezzanine 2006 Offshore Fund	316,660	196,564	WGB
Fund total - WGB	**4,308,141**	**10,792,688**	
Total	**8,606,435**	**22,438,009**	

WILEMAL FUND

FINANCIAL STATEMENTS
AND
ACCOUNTANTS' COMPILATION REPORT

DECEMBER 31, 2009

MORRISON & MORRISON, LTD.
Certified Public Accountants & Consultants

To the Board of Trustees
Wilemal Fund

We have compiled the accompanying statement of assets, liabilities and fund balances - income tax basis of WILEMAL FUND (a private foundation) as of December 31, 2009, and the related statement of revenues, expenses and changes in fund balances - income tax basis for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The financial statements have been prepared on the accounting basis used by the foundation for income tax purposes, which is a comprehensive basis of accounting other than generally accepted accounting principles.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

The foundation has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared on the income tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the foundation's assets, liabilities, fund balances, revenues and expenses. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Morrison & Morrison, Ltd.

February 20, 2010

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WILEMAL FUND

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCES - INCOME TAX BASIS
DECEMBER 31, 2009

See Accountants' Compilation Report

	General Fund Division	WGB Fund Division	SPB Fund Division	PAB Fund Division	Total
			ASSETS		
Cash and cash equivalents	$ 8,009	$ 56,659	$ 81,330	$ 74,646	$ 220,644
Inter-Division loans	320,442	-	749,420	-	1,069,862
Investments, at cost					
Marketable equity securities (quoted market of $15,809,100)	420,862	1,416,481	-	1,154,219	2,991,562
Limited partnership interests (fair market value of $6,628,909)	-	2,891,660	-	2,723,213	5,614,873
	$ 749,313	$ 4,364,800	$ 830,750	$ 3,952,078	$ 9,896,941
			LIABILITIES AND FUND BALANCES		
Inter-Division loans	$ -	$ 909,806	$ -	$ 160,056	$ 1,069,862
Fund balances	749,313	3,454,994	830,750	3,792,022	8,827,079
	$ 749,313	$ 4,364,800	$ 830,750	$ 3,952,078	$ 9,896,941

WILEMAL FUND

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND BALANCES - INCOME TAX BASIS
YEAR ENDED DECEMBER 31, 2009

See Accountants' Compilation Report

	General Fund Division	WGB Fund Division	SPB Fund Division	PAB Fund Division	Total
Revenues					
Interest	$ 15	$ -	$ -	$ -	$ 15
Dividends	61,564	164,143	287	137,119	363,113
Other Income- Miscellaneous	47	7	54	10	118
Capital Gains	-	67,472	-	229,554	297,026
Total revenues	61,626	231,622	341	366,683	660,272
Expenses					
Professional fees	-	7,000	-	7,000	14,000
Bank charges	-	100	75	105	280
State tax	25	-	-	-	25
Federal income tax	-	-	-		-
Total expenses	25	7,100	75	7,105	14,305
Excess of revenues over expenses before charitable disbursement	61,601	224,522	266	359,578	645,967
Charitable disbursement					
Gift payment made	-	-	(729,830)	(717,500)	(1,447,330)
Net increase (decrease) in fund balances	61,601	224,522	(729,564)	(357,922)	(801,363)
Fund balances, beginning of year	687,712	3,230,472	1,560,314	4,149,944	9,628,442
Fund balances, end of year	$ 749,313	$ 3,454,994	$ 830,750	$ 3,792,022	$ 8,827,079