



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



Form **990-PF**

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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 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 <b>PALUCH FAMILY FOUNDATION C/O JOHN D MARSHALL</b>		A Employer identification number <b>36-7106905</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>520 N HICKS RD</b>	Room/suite <b>120</b>	B Telephone number (see page 10 of the instructions) <b>847-991-3150</b>
	City or town, state, and ZIP code <b>PALATINE IL 60067</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 897,320</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	33,632			
	2 Check <input checked="" 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	8,098	8,098		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-11,997			
	b Gross sales price for all assets on line 6a	147,523			
	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 & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	29,733	8,098	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) <b>See Stmt 1</b>	5,621	5,621		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) <b>Stmt 2</b>	500	500		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) <b>Stmt 3</b>	85			85
	24 Total operating and administrative expenses. Add lines 13 through 23	6,206	6,121		85
25 Contributions, gifts, grants paid	20,600			20,600	
26 Total expenses and disbursements. Add lines 24 and 25	26,806	6,121	0	20,685	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,927				
b Net investment income (if negative, enter -0-)		1,977			
c Adjusted net income (if negative, enter -0-)			0		

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

Form 990-PF (2009)

DAA

18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,765	15,446	15,446
	2 Savings and temporary cash investments	1,653	7,395	7,395
	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 (att. 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)			
	b Investments—corporate stock (attach schedule) See Stmt 4	897,632	883,136	874,479
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch.) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach sch.) ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	903,050	905,977	897,320	
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 (attach schedule)			
	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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	903,050	905,977	
	30 Total net assets or fund balances (see page 17 of the instructions)	903,050	905,977	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	903,050	905,977		

## 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	903,050
2 Enter amount from Part I, line 27a	2	2,927
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	905,977
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	905,977

**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 William Blair Statmt Attached</b>		<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b See William Blair Statmt Attached</b>		<b>P</b>	<b>Various</b>	<b>Various</b>
<b>c Merrill Lynch Lit Settle</b>		<b>P</b>	<b>Various</b>	<b>07/23/09</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 69,015</b>		<b>37,595</b>	<b>31,420</b>
<b>b 77,899</b>		<b>121,925</b>	<b>-44,026</b>
<b>c 609</b>			<b>609</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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
<b>a</b>			<b>31,420</b>
<b>b</b>			<b>-44,026</b>
<b>c</b>			<b>609</b>
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	<div> <div>!f gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>-11,997</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>31,420</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.

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	16,500	630,991	0.026149
2007	6,000	686,001	0.008746
2006	32,450	486,251	0.066735
2005	103,831	389,227	0.266762
2004	39,400	379,960	0.103695

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.472087</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</b>	<b>0.094417</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>	<b>4</b>	<b>675,102</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>63,741</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>20</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>63,761</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</b>	<b>20,685</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 type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>40</b>
<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>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>40</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</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>	<b>40</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	<b>500</b>
<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>	<b>500</b>
<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>	<b>460</b>
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <b>460</b> <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?		<b>X</b>
<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)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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		<b>X</b>
<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? If "Yes," attach a conformed copy of the changes		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>IL</b>		
<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 General Instruction G? If "No," attach explanation	<b>X</b>	
<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)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**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>		<b>X</b>
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>X</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>N/A</b>	<b>13</b>	<b>X</b>	
<b>14</b>	The books are in care of ▶ <b>JOHN D MARSHALL</b> <b>520 N HICKS RD STE 120</b> Located at ▶ <b>PALATINE, IL</b>	Telephone no ▶ <b>847-991-3150</b> ZIP+4 ▶ <b>60067</b>		
<b>15</b>	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	▶ <b>15</b> ▶ <input type="checkbox"/>		

**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)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	
<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>	<b>X</b>
<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? If "Yes," list the years ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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 page 20 of the instructions )	<b>N/A</b>	
<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>2b</b>	
<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>N/A</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>X</b>
<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>	<b>X</b>

**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)? **N/A**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **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 (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
MARY L RAFFERTY	ELMHURST	TRUSTEE			
323 E KENMORE	IL 60126	1.00	0	0	0
MICHELLE PRECIN	PALATINE	TRUSTEE			
641 S WILLIAMS	IL 60067	0.25	0	0	0
ROSE ANN BIERNAT	PROSPECT HEIGHTS	TRUSTEE			
817 DERBYSHIRE	IL 60070	0.25	0	0	0

**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> N/A	
<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> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	



**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>	678,866
<b>b</b>	Average of monthly cash balances	<b>1b</b>	6,517
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	685,383
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	685,383
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	10,281
<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>	675,102
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	33,755

**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>	33,755
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	40
<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>	40
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	33,715
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	33,715
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	33,715

**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>	20,685
<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>	20,685
<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>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	20,685

**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
1 Distributable amount for 2009 from Part XI, line 7				33,715
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	20,419			
b From 2005	84,588			
c From 2006	8,380			
d From 2007	133,689			
e From 2008				
f Total of lines 3a through e	247,076			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 20,685				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				20,685
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )	13,030			13,030
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	234,046			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	7,389			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	226,657			
10 Analysis of line 9				
a Excess from 2005	84,588			
b Excess from 2006	8,380			
c Excess from 2007	133,689			
d Excess from 2008				
e Excess from 2009				









## Federal Statements

Direct Public Support

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
BANQUET	31,132	
MARY RAFFERTY	2,500	
Total	<u>33,632</u>	<u>0</u>

William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-09 Through 12-31-09*

156-71517-15 RR#: 294

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Unit Price	Proceeds	Gain Or Loss	
									Short Term	Long Term
02-19-02	01-26-09	50	GOLDMAN SACHS GROUP INC	80 19	4,009		73 77	3,688		-320 85
07-24-07	01-26-09	100	GOLDMAN SACHS GROUP INC	198 75	19,875		73 77	7,377		-12,497 70
12-04-00	01-26-09	300	POWERSHARES QQQ TRUST SERIES I	64 17	19,253		28 91	8,674		-10,578 45
09-24-99	04-13-09	0	TIME WARNER INC NEW	105 32	69		18 87	12		-57 05
09-24-99	04-20-09	0	TIME WARNER CABLE INC	138 25	47		34 44	11		-35 29
02-19-02	09-18-09	50	GOLDMAN SACHS GROUP INC	80 19	4,009		179 96	8,998		4,988 92
05-12-99	09-18-09	100	ROBERT HALF INTERNATIONAL INC	13 98	1,398		26 64	2,664		1,266 33
11-20-08	09-18-09	250	RYDEX ETF TRUST RYDEX 2X RUSSELL 2000 ETF	16 74	4,187		32 40	8,100	3,913 31	
03-30-04	09-22-09	25	FASTENAL CO	26 26	656		37 60	940		283 72
02-19-02	09-22-09	50	GOLDMAN SACHS GROUP INC	80 19	4,009		182 59	9,129		5,120 42
02-09-06	10-15-09	20	AMERICAN INTERNATIONAL GROUP INC NEW	1,344 65	26,893		43 26	865		-26,027 70
05-08-06	10-15-09	2	AMERICAN INTERNATIONAL GROUP INC NEW	1,334 20	3,335		43 26	108		-3,227 34
03-17-08	10-15-09	22	AMERICAN INTERNATIONAL GROUP INC NEW	805 20	18,117		43 26	973		-17,143 52
03-30-04	10-15-09	100	FASTENAL CO	26 26	2,626		38 54	3,854		1,228 15
11-20-08	10-15-09	1,000	RYDEX ETF TRUST RYDEX 2X RUSSELL 2000 ETF	16 74	16,749		33 11	33,119	16,369 22	

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no



William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**REALIZED GAINS AND LOSSES**

156-71517-15 RR#: 294

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Unit Price	Proceeds	Gain Or Loss	
									Short Term	Long Term
05-23-07	11-03-09	200	DOLBY LABORATORIES INC CL A	32.00	6,400		42.76	8,553		2,153.79
09-17-09	12-02-09	750	SMARTHEAT INC	9.00	6,750		15.88	11,914	5,164.76	
12-15-08	12-02-09	125	PROSHARES ULTRA S&P500 ETF	25.28	3,160		36.85	4,607	1,446.76	
11-07-08	12-11-09	100	GOLDMAN SACHS GROUP INC	76.39	7,639		164.72	16,472		8,833.57
11-20-08	12-11-09	25	GOLDMAN SACHS GROUP INC	50.19	1,254		164.72	4,118		2,863.30
09-17-09	12-11-09	750	SMARTHEAT INC	9.00	6,750		15.03	11,275	4,525.70	
09-24-99	12-23-09	0	AOL INC	78.96	43		25.30	13		-29.27
09-24-99	12-28-09	10	AOL INC	78.96	789		23.98	239		-549.79
12-18-03	12-28-09	13	AOL INC	30.39	414		23.98	327		-87.39
11-17-04	12-28-09	36	AOL INC	29.77	1,082		23.98	872		-210.27
TOTAL GAINS									31,419.76	26,738.20
TOTAL LOSSES									0.00	-70,764.66
TOTAL REALIZED GAIN/LOSS									31,419.76	-44,026.45

SHORT TERM	37,595	69,015	314,20
LONG TERM	121,125	77,899	44,026
	159,520	146,914	13,606

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 5,621	\$ 5,621	\$	\$
Total	\$ 5,621	\$ 5,621	0	0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES - EXCISE	\$ 500	\$ 500	\$	\$
Total	\$ 500	\$ 500	0	0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
FILE FEES	15			15
OFFICE SUPPLIES	70			70
Total	\$ 85	\$ 0	0	85

**Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>		<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
WILLIAM BLAIR		\$ 897,632	\$ 883,136	Cost	\$ 874,479
Total		<u>\$ 897,632</u>	<u>\$ 883,136</u>		<u>\$ 874,479</u>

William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**PORTFOLIO VALUATION WITH TAX LOTS**

156-71517-15 RR#: 294

December 31, 2009

DJIA 10,428 S&P500 1,115

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
<b>CASH</b>												
		cash	CASH BALANCE		131		131	0.0			0	0.0
					131		131	0.0			0	0.0
<b>MONEY MARKET FUNDS</b>												
		wbrxx	WILLIAM BLAIR FUNDS READY RESERVES FUND		7,263		7,263	0.8			0	0.0
					7,263		7,263	0.8			0	0.0
<b>COMMON STOCK</b>												
<b>Oil, Gas &amp; Consumable Fuels</b>												
09-17-09	1,000	heat	SMARTHEAT INC	9.00	9,000	14.52	14,520	1.6	5,520 S	61.3	0	0.0
					9,000		14,520	1.6	5,520 S	61.3	0	0.0
<b>Paper &amp; Forest Products</b>												
12-14-06	300	ip	INTERNATIONAL PAPER CO	34.82	10,446	26.78	8,034	0.9	-2,412 L	-23.0	30	0.3
12-02-09	700	ip	INTERNATIONAL PAPER CO	26.68	18,679	26.78	18,746	2.1	66 S	0.3	70	0.3
	1,000			29.12	29,125	26.78	26,780	3.0	-2,345	-8.0	100	0.3
					29,125		26,780	3.0	66 S	-8.0	100	0.3
									-2,412 L			
<b>Electrical Equipment</b>												
09-22-09	2,000	lime	LIME ENERGY CO NEW	5.50	11,000	4.42	8,840	1.0	-2,160 S	-19.6	0	0.0
					11,000		8,840	1.0	-2,160 S	-19.6	0	0.0
<b>Industrial Conglomerates</b>												
01-26-09	1,500	ge	GENERAL ELECTRIC CO	12.76	19,140	15.13	22,695	2.5	3,555 S	18.5	600	2.6
					19,140		22,695	2.5	3,555 S	18.5	600	2.6
<b>Trading Companies &amp; Distributors</b>												
02-15-01	200	fast	FASTENAL CO	15.35	3,071	41.64	8,328	0.9	5,256 L	171.1	148	1.7
03-30-04	75	fast	FASTENAL CO	26.26	1,969	41.64	3,123	0.3	1,153 L	58.5	55	1.7
	275			18.33	5,041	41.64	11,451	1.2	6,409	127.1	203	1.7
					5,041		11,451	1.2	0 S	127.1	203	1.7
									6,409 L			
<b>Commercial Services &amp; Supplies</b>												
12-11-09	1,400	icfi	ICF INTL INC	24.56	34,384	26.80	37,520	4.2	3,136 S	9.1	0	0.0

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.

William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**PORTFOLIO VALUATION WITH TAX LOTS**

156-71517-15 RR#: 294

December 31, 2009

DJIA 10,428 S&P500 1,115

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
05-12-99	400	rh1	ROBERT HALF INTERNATIONAL INC	13.98	5,593	26.73	10,692	1.2	5,098 L	91.1	192	1.7
					39,977		48,212	5.4	3,136 S	20.5	192	0.3
									5,098 L			
<b>Road &amp; Rail</b>												
06-09-04	200	unp	UNION PACIFIC CORP	29.22	5,845	63.90	12,780	1.4	6,935 L	118.6	216	1.6
11-11-05	100	unp	UNION PACIFIC CORP	35.79	3,579	63.90	6,390	0.7	2,811 L	78.5	108	1.6
	300			31.41	9,424	63.90	19,170	2.1	9,746	103.4	324	1.6
					9,424		19,170	2.1	0 S	103.4	324	1.6
									9,746 L			
<b>Hotels, Restaurants &amp; Leisure</b>												
09-28-99	200	sbux	STARBUCKS CORP	6.01	1,203	23.06	4,612	0.5	3,408 L	283.1	0	0.0
02-28-07	200	sbux	STARBUCKS CORP	31.75	6,350	23.06	4,612	0.5	-1,738 L	-27.3	0	0.0
07-12-07	600	sbux	STARBUCKS CORP	26.17	15,705	23.06	13,836	1.5	-1,869 L	-11.9	0	0.0
	1,000			23.25	23,258	23.06	23,060	2.6	-198	-0.8	0	0.0
					23,258		23,060	2.6	0 S	-0.8	0	0.0
									-198 L			
<b>Media</b>												
09-24-99	28	twc	TIME WARNER CABLE INC	138.25	4,001	41.39	1,198	0.1	-2,803 L	-70.0	0	0.0
12-18-03	37	twc	TIME WARNER CABLE INC	53.22	2,003	41.39	1,558	0.1	-445 L	-22.2	0	0.0
11-17-04	100	twc	TIME WARNER CABLE INC	52.12	5,233	41.39	4,155	0.4	-1,077 L	-20.5	0	0.0
	167			67.30	11,239	41.39	6,912	0.7	-4,327	-38.5	0	0.0
09-24-99	116	twx	TIME WARNER INC NEW	98.14	11,385	29.14	3,380	0.3	-8,005 L	-70.3	87	2.5
12-18-03	149	twx	TIME WARNER INC NEW	37.78	5,667	29.14	4,370	0.4	-1,296 L	-22.8	112	2.5
11-17-04	399	twx	TIME WARNER INC NEW	37.00	14,801	29.14	11,655	1.3	-3,145 L	-21.2	299	2.5
	666			47.83	31,855	29.14	19,407	2.2	-12,447	-39.0	499	2.5
03-08-01	100	dis	WALT DISNEY CO	30.28	3,028	32.25	3,225	0.3	196 L	6.4	35	1.0
04-22-03	300	dis	WALT DISNEY CO	19.02	5,708	32.25	9,675	1.0	3,966 L	69.4	105	1.0
	400			21.84	8,736	32.25	12,900	1.4	4,163	47.6	140	1.0
					51,831		39,219	4.4	0 S	-24.3	639	1.6
									-12,611 L			
<b>Specialty Retail</b>												
09-27-99	200	low	LOWES COMPANIES INC	11.84	2,368	23.39	4,678	0.5	2,309 L	97.4	72	1.5
02-09-04	200	low	LOWES COMPANIES INC	28.28	5,656	23.39	4,678	0.5	-978 L	-17.2	72	1.5
12-14-06	400	low	LOWES COMPANIES INC	31.19	12,476	23.39	9,356	1.0	-3,120 L	-25.0	144	1.5
	800			25.62	20,501	23.39	18,712	2.1	-1,789	-8.7	288	1.5
					20,501		18,712	2.1	0 S	-8.7	288	1.5

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.

William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**PORTFOLIO VALUATION WITH TAX LOTS**

156-71517-15 RR#: 294

December 31, 2009

DJIA 10,428 S&P500 1,115

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
<b>Biotechnology</b>												
07-11-01	300	cra	CELERA CORPORATION	31.78	9,535	6.91	2,073	0.2	-7,462 L	-78.2	0	0.0
10-24-01	400	cra	CELERA CORPORATION	26.60	10,640	6.91	2,764	0.3	-7,876 L	-74.0	0	0.0
11-12-03	300	cra	CELERA CORPORATION	13.25	3,975	6.91	2,073	0.2	-1,902 L	-47.8	0	0.0
	1,000			24.15	24,150	6.91	6,910	0.7	-17,240	-71.3	0	0.0
					24,150		6,910	0.7	0 S	-71.3	0	0.0
									-17,240 L			
<b>Pharmaceuticals</b>												
11-12-03	500	pfe	PFIZER INC	32.59	16,295	18.19	9,095	1.0	-7,200 L	-44.1	360	3.9
11-13-06	500	pfe	PFIZER INC	26.15	13,075	18.19	9,095	1.0	-3,980 L	-30.4	360	3.9
	1,000			29.37	29,370	18.19	18,190	2.0	-11,180	-38.0	720	3.9
					29,370		18,190	2.0	0 S	-38.0	720	3.9
									-11,180 L			
<b>Diversified Financial Services</b>												
11-20-08	4,000	c	CITIGROUP INC	5.49	21,971	3.31	13,240	1.5	-8,731 L	-39.7	0	0.0
					21,971		13,240	1.5	0 S	-39.7	0	0.0
									-8,731 L			
<b>Capital Markets</b>												
01-24-01	500	schw	CHARLES SCHWAB CORP NEW	28.87	14,437	18.82	9,410	1.0	-5,027 L	-34.8	120	1.2
11-17-04	500	schw	CHARLES SCHWAB CORP NEW	10.87	5,435	18.82	9,410	1.0	3,975 L	73.1	120	1.2
	1,000			19.87	19,872	18.82	18,820	2.1	-1,052	-5.2	240	1.2
11-20-08	525	gs	GOLDMAN SACHS GROUP INC	50.19	26,351	168.84	88,641	10.0	62,289 L	236.3	735	0.8
01-24-01	500	trow	PRICE T ROWE GROUP INC	20.21	10,109	53.25	26,625	3.0	16,515 L	163.3	500	1.8
					56,333		134,086	15.2	0 S	138.0	1,475	1.1
									77,752 L			
<b>Software</b>												
03-07-00	1,000	cpwr	COMPUWARE CORP	21.33	21,337	7.23	7,230	0.8	-14,107 L	-66.1	0	0.0
10-24-01	400	intu	INTUIT INC	20.85	8,340	30.71	12,284	1.3	3,944 L	47.2	0	0.0
08-10-00	300	orcl	ORACLE CORP	41.25	12,375	24.54	7,362	0.8	-5,013 L	-40.5	60	0.8
02-01-01	400	orcl	ORACLE CORP	29.93	11,975	24.54	9,816	1.1	-2,159 L	-18.0	80	0.8
10-30-01	1,000	orcl	ORACLE CORP	13.76	13,760	24.54	24,540	2.7	10,780 L	78.3	200	0.8
	1,700			22.41	38,110	24.54	41,718	4.7	3,608	9.4	340	0.8
					67,787		61,232	6.9	0 S	-9.6	340	0.5
									-6,555 L			

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.

William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**PORTFOLIO VALUATION WITH TAX LOTS**

156-71517-15 RR#: 294

December 31, 2009

DJIA 10,428 S&P500 1,115

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
<b>Computers &amp; Peripherals</b>												
04-03-01	600	emc	EMC CORP-MASS	26.00	15,600	17.47	10,482	1.1	-5,118 L	-32.8	0	0.0
05-11-06	1,400	emc	EMC CORP-MASS	13.19	18,467	17.47	24,458	2.7	5,990 L	32.4	0	0.0
	2,000			17.03	34,067	17.47	34,940	3.9	872	2.5	0	0.0
05-23-01	300	hpq	HEWLETT PACKARD CO	28.35	8,506	51.51	15,453	1.7	6,946 L	81.6	96	0.6
					42,574		50,393	5.7	0 S	18.3	96	0.1
							7,818 L					
<b>Semiconductors &amp; Semiconductor Equipment</b>												
10-24-01	500	intc	INTEL CORP	25.62	12,811	20.40	10,200	1.1	-2,611 L	-20.3	280	2.7
06-21-06	250	intc	INTEL CORP	18.99	4,749	20.40	5,100	0.5	350 L	7.3	140	2.7
12-13-06	450	intc	INTEL CORP	21.07	9,481	20.40	9,180	1.0	-301 L	-3.1	252	2.7
11-03-09	300	intc	INTEL CORP	18.81	5,645	20.40	6,120	0.6	474 S	8.3	168	2.7
	1,500			21.79	32,688	20.40	30,600	3.4	-2,088	-6.3	840	2.7
12-23-99	400	mu	MICRON TECHNOLOGY INC	39.43	15,775	10.56	4,224	0.4	-11,551 L	-73.2	0	0.0
11-09-05	1,500	mu	MICRON TECHNOLOGY INC	14.00	21,000	10.56	15,840	1.7	-5,160 L	-24.5	0	0.0
11-03-09	2,100	mu	MICRON TECHNOLOGY INC	6.70	14,075	10.56	22,176	2.5	8,100 S	57.5	0	0.0
	4,000			12.71	50,850	10.56	42,240	4.7	-8,610	-16.9	0	0.0
11-12-01	400	txn	TEXAS INSTRUMENTS INC	31.38	12,552	26.06	10,424	1.1	-2,128 L	-16.9	192	1.8
					96,091		83,264	9.4	8,574 S	-13.3	1,032	1.2
							-21,401 L					
<b>Electric Utilities</b>												
09-23-02	300	duk	DUKE ENERGY CORPORATION (HOLDING COMPANY)	11.72	3,517	17.21	5,163	0.5	1,645 L	46.7	288	5.5
11-16-09	1,200	duk	DUKE ENERGY CORPORATION (HOLDING COMPANY)	16.33	19,599	17.21	20,652	2.3	1,053 S	5.3	1,152	5.5
	1,500			15.41	23,116	17.21	25,815	2.9	2,698	11.6	1,440	5.5
					23,116		25,815	2.9	1,053 S	11.6	1,440	5.5
									1,645 L			
			<b>COMMON STOCK TOTAL</b>		579,693		625,789	70.9	19,744 S	7.9	7,450	1.1
							26,351 L					
<b>EXCHANGE TRADED FUNDS</b>												
<b>Exchange Traded Funds</b>												
12-04-00	700	qqqq	POWERSHARES QQQ TRUST SERIES 1	64.17	44,924	45.92	32,144	3.6	-12,780 L	-28.4	217	0.6

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.

William Blair & Company, L.L.C.  
PALUCH FAMILY FOUNDATION  
PORTFOLIO VALUATION WITH TAX LOTS

156-71517-15 RR#: 294

December 31, 2009

DJIA 10,428 S&P500 1,115

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
11-13-06	750	qqqq	POWERSHARES QQQ TRUST SERIES 1	43.76	32,820	45.92	34,440	3.9	1,620 L	4.9	232	0.6
02-06-07	250	qqqq	POWERSHARES QQQ TRUST SERIES 1	44.73	11,184	45.92	11,480	1.3	295 L	2.6	77	0.6
01-15-08	1,700		PROSHARES ULTRA QQQ ETF	52.31	88,929	45.92	78,064	8.8	-10,865	-12.2	527	0.6
01-17-08	200	qld	PROSHARES ULTRA QQQ ETF	83.56	16,713	59.48	11,896	1.3	-4,817 L	-28.8	0	0.0
01-17-08	400	qld	PROSHARES ULTRA QQQ ETF	79.66	31,867	59.48	23,792	2.6	-8,075 L	-25.3	0	0.0
12-15-08	400	qld	PROSHARES ULTRA QQQ ETF	26.37	10,550	59.48	23,792	2.6	13,241 L	125.4	0	0.0
11-20-08	1,000		PROSHARES ULTRA S&P500 ETF	59.13	59,131	59.48	59,480	6.7	348	0.5	0	0.0
12-15-08	1,500	sso	PROSHARES ULTRA S&P500 ETF	21.11	31,678	38.23	57,358	6.5	25,680 L	81.0	54	0.0
12-15-08	75	sso	PROSHARES ULTRA S&P500 ETF	25.28	1,896	38.23	2,867	0.3	971 L	51.2	2	0.0
01-07-08	1,575	usd	PROSHARES ULTRA SEMICONDUCTORS ETF	21.31	33,574	38.23	60,226	6.8	26,651	79.3	56	0.0
01-07-08	750	usd	PROSHARES ULTRA SEMICONDUCTORS ETF	56.82	42,622	33.44	25,080	2.8	-17,542 L	-41.1	128	0.5
01-17-08	750	usd	PROSHARES ULTRA SEMICONDUCTORS ETF	45.78	34,335	33.44	25,080	2.8	-9,255 L	-26.9	128	0.5
	1,500			51.30	76,957	33.44	50,160	5.6	-26,797	-34.8	256	0.5
					258,593		247,930	28.1	-10,663 L	-4.1	840	0.3
			EXCHANGE TRADED FUNDS TOTAL		258,593		247,930	28.1	0 S	-4.1	840	0.3
			FOREIGN STOCK, FUNDS AND UNITS									
07-24-07	1,000	syctf	***SYNCORA HOLDINGS LTD	26.41	26,414	0.38	380	0.0	-26,034 L	-98.5	0	0.0
08-06-07	1,000	syctf	***SYNCORA HOLDINGS LTD	18.43	18,434	0.38	380	0.0	-18,054 L	-97.9	0	0.0
	2,000			22.42	44,849	0.38	760	0.0	-44,089	-98.3	0	0.0
					44,849		760	0.0	0 S	-98.3	0	0.0
			TOTAL		890,531		881,874	100.0	19,744 S	-0.9	8,290	0.9
									-28,401 L			

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.



**Federal Statements****Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
Total	\$ 0

## Federal Statements

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
WILLIAM BLAIR	\$ 8,098		14	
Total	\$ 8,098			

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

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

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.****Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete

Part I only ☐

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

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

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>PALUCH FAMILY FOUNDATION</b> <b>C/O JOHN D MARSHALL</b>	Employer identification number  <b>36-7106905</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>520 N HICKS RD 120</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PALATINE IL 60067</b>	

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

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

- The books are in the care of ► **JOHN D MARSHALL**

Telephone No. ► **847-991-3150**FAX No. ► **847-934-1990**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach

a list with the names and EINs of all members the extension will cover.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year **2009** or
- ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>40</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>500</b>
<b>c</b> Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0</b>

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)INTERNAL REVENUE SERVICE  
273 RECEIVED

JUN 01 2010

BATCHING UNIT  
COVINGTON, KY