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

2009

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 changeUse the IRS
label.

Name of foundation

PALUCH FAMILY FOUNDATION
C/O JOHN D MARSHALLOtherwise,
print
or type.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

520 N HICKS RD**120**See Specific
Instructions.

City or town, state, and ZIP code

PALATINE **IL** **60067**

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c),
line 16) ► \$ **897,320**

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see 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)

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
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule) See Stmt 1	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) Stmt 2	500	500	
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (att sch) Stmt 3	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
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

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)	897,632	883,136	874,479
	c	Investments—corporate bonds (attach schedule)			
Liabilities	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 l)	903,050	905,977	897,320
Net Assets or Fund Balances	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	
	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.)
1a See William Blair Statmt Attached			P	Various	Various
b See William Blair Statmt Attached			P	Various	Various
c Merrill Lynch Lit Settle			P	Various	07/23/09
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 69,015		37,595			31,420
b 77,899		121,925			-44,026
c 609					609
d					
e					
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			
a					31,420
b					-44,026
c					609
d					
e					
2 Capital gain net income or (net capital loss)			If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-11,997
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)			If (loss), enter -0- in Part I, line 8	3	31,420

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

2 Total of line 1, column (d)

2 **0.472087**

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 **0.094417**

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

4 **675,102**

5 Multiply line 4 by line 3

5 **63,741**

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

6 **20**

7 Add lines 5 and 6

7 **63,761**

8 Enter qualifying distributions from Part XII, line 4

8 **20,685**

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

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

1a	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)	1	40	
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			
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments	6a 6b 6c 6d	500	
a	2009 estimated tax payments and 2008 overpayment credited to 2009			
b	Exempt foreign organizations—tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d	7	500	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			8 9 10 11
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 460 Refunded			

Part VII-A Statements Regarding Activities

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 1b 1c	Yes X
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 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?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
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 3 4a 4b 5	X X X X 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		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		
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?	N/A	X X X X 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		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► II		
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		
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 on page 27)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	8b 9 10	X X X

Part VII-A Statements Regarding Activities (continued)

11	-At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► JOHN D MARSHALL 520 N HICKS RD STE 120 Located at ► PALATINE, IL	Telephone no ► 847-991-3150	
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	ZIP+4 ► 60067	► 15 <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
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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	<input checked="" type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
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)	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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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

5a	-During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
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? If "Yes," attach the statement required by Regulations section 53 4945-5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 323 E KENMORE	ELMHURST IL 60126	TRUSTEE 1.00	0	0
MICHELLE PRECIN 641 S WILLIAMS	PALATINE IL 60067	TRUSTEE 0.25	0	0
ROSE ANN BIERNAT 817 DERBYSHIRE	PROSPECT HEIGHTS IL 60070	TRUSTEE 0.25	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

► Form 990-PF (2009)

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

1 N/A

2

3

4

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

1 N/A

2

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3 ►

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	678,866
b	Average of monthly cash balances	1b	6,517
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	685,383
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	685,383
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	10,281
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	675,102
6	Minimum investment return. Enter 5% of line 5	6	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)

1	Minimum investment return from Part X, line 6	1	33,755
2a	Tax on investment income for 2009 from Part VI, line 5	2a	40
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	40
3	Distrnbutable amount before adjustments Subtract line 2c from line 1	3	33,715
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,715
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	33,715

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	20,685
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	20,685
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	20,685
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see 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: 234,046				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				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				

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

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

	Tax year (a) 2009	Prior 3 years			(e) Total
		(b) 2008	(c) 2007	(d) 2006	
2a	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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
MUNDELEIN SEMINARY 1000 E. MAPLE AVE MUNDELEIN IL 60060		PUBLIC CHARI	GENERAL	5,000
ST. THOMAS OF CANTERBURY 4827 N. KENMORE AVE CHICAGO IL 60640		PUBLIC CHARI	GENERAL	7,500
CHICAGO ARCHDIOCESE PO BOX 1979 CHICAGO IL 60690		PUBLIC CHARI	GENERAL	7,500
ST. MARY OF THE LAKE 1000 E. MAPLE AVE MUNDELEIN IL 60060		PUBLIC CHARI	GENERAL	600
Total			► 3a	20,600
b Approved for future payment				
N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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		-3,899	0
13 Total. Add line 12, columns (b), (d), and (e)		13		-3,899	

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

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

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

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
 - (2) Other assets
- b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the value of the goods, other assets, or services given by the reporting foundation. If the foundation received less value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

here
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sich

<p>believe, 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</p> <p>Mary L. Tafferty 5/20/10 Trustee</p> <p>Signature of officer or trustee Date Title</p>			
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p> <p>Joe Marshall</p>	<p>Date</p> <p>05/05/10</p>	<p>Check if self-employed</p> <p><input checked="" type="checkbox"/></p>
	<p>Preparer's identifying number (see Signature on page 30 of the instructions)</p> <p>325-34-6791</p>		
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p> <p>John Marshall 520 N Hicks Rd Ste 120 Palatine, IL 60067-3607</p>	<p>EIN</p>	<p>Phone no 847-991-3150</p>

Federal Statements

Direct Public Support

Contributor	Cash Contribution	Noncash Contribution
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

156-71517-15 RR# 294

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

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Gain Or Loss			
							Unit Price	Proceeds	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	164.72			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		26,338.20	
TOTAL LOSSES							146,914	31,419.76	0.00	-70,764.66
TOTAL REALIZED GAIN/LOSS				-12,606						-44,026.45

Shorin 12/21 37,595 12/15 31420
 Long 12/21 121,765 77,891 <44,026>
 159,520
 146,914
 159,520
 146,914
 159,520

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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	\$ 0	\$ 0
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	\$ 0	\$ 0
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

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

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

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

156-71517-15 RR# 294

December 31, 2009

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
CASH	cash	CASH BALANCE		131	131		131	0.0			0.00	0.00
				131	131		131	0.0			0.00	0.00
MONEY MARKET FUNDS	wbrxx	WILLIAM BLAIR FUNDS READY RESERVES FUND		7,263			7,263	0.8			0.00	0.00
				7,263			7,263	0.8			0.00	0.00
COMMON STOCK												
Oil, Gas & Consumable Fuels	09-17-09	1,000	heat	SMARTHEAT INC	900	9,000	14.52	14,520	1.6	5,520	61.3	0.00
Paper & Forest Products	12-14-06	300	IP	INTERNATIONAL PAPER CO	3482	10,446	26.78	8,034	0.9	-2,412	-23.0	0.3
	12-02-09	700	IP	INTERNATIONAL PAPER CO	2668	18,679	26.78	18,746	2.1	66	0.3	70
				2912	29,125	26.78	26,780	3.0	-2,345	-8.0	100	0.3
					29,125		26,780	3.0	66	-8.0	100	0.3
Electrical Equipment	09-22-09	2,000	lime	LIME ENERGY CO NEW	550	11,000	4.42	8,840	1.0	-2,160	-19.6	0.00
Industrial Conglomerates	01-26-09	1,500	ge	GENERAL ELECTRIC CO	1276	19,140	15.13	22,695	2.5	3,555	18.5	600
Trading Companies & Distributors	02-15-01	200	fast	FASTENAL CO	1535	3,071	41.64	8,328	0.9	5,256	171.1	148
	03-30-04	75	fast	FASTENAL CO	2626	1,969	41.64	3,123	0.3	1,153	58.5	17
				1833	5,041	41.64	11,451	1.2	6,409	127.1	203	17
					5,041		11,451	1.2	0	127.1	203	17
Commercial Services & Supplies	12-11-09	1,400	icfi	ICF INTL INC	2456	34,384	26.80	37,520	4.2	3,136	9.1	0.00

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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	rlh	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	54	3.136 S	20.5		192	0.3	
								5,098 L					
Road & Rail													
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	
				31.41	9,424		19,170	2.1	9,746 L	103.4	324	1.6	
					9,424								
Hotels, Restaurants & Leisure													
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	
				23.25	23,258	23.06	23,060	2.6	-198 L	-0.8	0	0.0	
					23,258		23,060	2.6	0 S	-0.8	0	0.0	
									-198 L				
Media													
09-24-99	28	tvc	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	tvc	TIME WARNER CABLE INC	53.22	2,003	41.29	1,558	0.1	-445 L	-22.2	0	0.0	
11-17-04	100	tvc	TIME WARNER CABLE INC	52.12	5,233	41.39	4,155	0.4	-1,077 L	-20.5	0	0.0	
				67.30	11,239	41.39	6,912	0.7	-4,327 L	-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	
				47.83	31,855	29.14	19,407	2.2	-12,447 L	-39.0	499	2.5	
					30.28	3,028	32.25	3,225	0.3	196 L	6.4	35	1.0
					19.02	5,708	32.25	9,675	1.0	3,966 L	69.4	105	1.0
					21.84	8,736	32.25	12,900	1.4	4,163 L	47.6	140	1.0
						51,831	39,219	4.4	0 S	-24.3	639	1.6	
									-12,611 L				
Specialty Retail													
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	
				25.62	20,501	23.39	18,712	2.1	-1,789 L	-8.7	288	1.5	
					20,501		18,712	2.1	0 S	-8.7	288	1.5	

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William Blair & Company, L.L.C.
PALUCH FAMILY FOUNDATION

PORTFOLIO VALUATION WITH TAX LOTS

156-71517-15 RR#: 294

December 31, 2009

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. G/L	Annual Income	Cur. Yield
									-1,789 L			
Biotechnology												
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 L	-71.3	0	0.0
				24.150			6,910	0.7	-17,240 L	-71.3	0	0.0
Pharmaceuticals												
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 L	-38.0	720	3.9
				29,370			18,190	2.0	-11,180 L	-38.0	720	3.9
Diversified Financial Services												
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
Capital Markets												
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 L	-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
				56,333			134,086	15.2	0 S	138.0	1,475	1.1
Software												
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 L	9.4	340	0.8
				67,787			61,232	6.9	0 S	-9.6	340	0.5
				67,787			61,232	6.9	-6,555 L			

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William Blair & Company, L.L.C.

PALUCH FAMILY FOUNDATION

PORTFOLIO VALUATION WITH TAX LOTS

156-7157-15 RR#: 294

December 31, 2009

Purchase Date	Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Pct. GL	Annual Income	Cur. Yield
Computers & Peripherals												
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											
05-23-01	300	hpq	HEWLETT PACKARD CO	28.35	8,506	51.51	34,940	3.9	872	2.5	0	0.0
				42,574			15,453	1.7	6,946 L	81.6	96	0.6
							50,393	5.7	0 S	18.3	96	0.1
									7,818 L			

Semiconductors & Semiconductor Equipment

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
				21.79	32,688	20.40	30,600	3.4	-2,088	-6.3	840	2.7
12-23-99	1,500	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	txn	TEXAS INSTRUMENTS INC	12.71	50,850	10.56	42,240	4.7	-8,610 L	-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			

Electric Utilities

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	20,632	2.3	1,053 S	5.3	1,152	5.5
				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			
					579,693		625,789	70.9	19,744 S	7.9	7,450	1.1
									26,351 L			

EXCHANGE TRADED FUNDS

Exchange Traded Funds	700	qqqq	POWERSHARES QQQ TRUST SERIES I	64.17	44,924	45.92	32,144	3.6	-12,780 L	-28.4	217	0.6
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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 I	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 I	44.73	11,184	45.92	11,480	1.3	295 L	2.6	77	0.6
	1,700	qld	PROSHARES ULTRA QQQ ETF	83.56	16,713	59.48	78,064	8.8	-10,865	-12.2	527	0.6
01-15-08	200	qld	PROSHARES ULTRA QQQ ETF	79.66	31,867	59.48	11,896	1.3	-4,817 L	-28.8	0	0.0
01-17-08	400	qld	PROSHARES ULTRA QQQ ETF	26.37	10,550	59.48	23,792	2.6	-8,075 L	-25.3	0	0.0
12-15-08	400	qld	PROSHARES ULTRA QQQ ETF	59.13	59,131	59.48	23,792	2.6	13,241 L	125.4	0	0.0
11-20-08	1,000	ss0	PROSHARES ULTRA S&P500 ETF	21.11	31,678	38.23	59,480	6.7	348	0.5	0	0.0
12-15-08	75	ss0	PROSHARES ULTRA S&P500 ETF	25.28	1,896	38.23	57,358	6.5	25,680 L	81.0	54	0.0
	1,575	usd	PROSHARES ULTRA SEMICONDUCTORS ETF	21.31	33,574	38.23	60,226	6.8	26,651	971 L	51.2	2.0
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	0 S	-4.1	840	0.3
			EXCHANGE TRADED FUNDS TOTAL		258,593		247,930	28.1	-10,663 L	-4.1	840	0.3
			FOREIGN STOCK, FUNDS AND UNITS									
07-24-07	1,000	syrcf	***SYNCCORA HOLDINGS LTD	26.41	26,414	0.38	380	0.0	-26,034 L	-98.5	0	0.0
08-06-07	1,000	syrcf	***SYNCCORA 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 L	-98.3	0	0.0
			TOTAL		890,531		881,874	100.0	19,744 S	-0.9	8,290	0.9
									-28,401 L			

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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

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

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).

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

Part I only ►

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

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

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

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) **273** If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **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

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

INTERNAL REVENUE SERVICE
273 RECEIVED

JUN 01 2010

BATCHING UNIT
COVINGTON, KY

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

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)