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

2009

Department of the Treasury
Internal Revenue Service

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

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

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

| | | |
|---|---|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | THE GILLETTE FOUNDATION 3030 W. SALT CREEK LANE #201 ARLINGTON HEIGHTS, IL 60005 | A Employer identification number 36-7160636 B Telephone number (see the instructions) 847-298-6622 391-1000 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, column (c), line 16) ▶ \$ 676,094. | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i> |

| Part I | Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------|---|------------------------------------|---------------------------|-------------------------|---|
| | 1 Contributions, gifts, grants, etc. received (att sch) | | | | |
| | 2 Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 14,080. | 14,080. | 14,080. | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | -75,771. | | | |
| | b Gross sales price for all assets on line 6a | 445,634. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | 0. | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit/(loss) (att sch) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11 | -61,691. | 14,080. | 14,080. | |
| | 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) SEE ST 1 | 1,740. | | | 1,740. |
| | c Other prof fees (attach sch) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instr) SEE STM 2 | 15. | | | 15. |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) SEE STATEMENT 3 | 9,687. | | | 9,687. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 11,442. | | | 11,442. |
| | 25 Contributions, gifts, grants paid STMT 4 | 24,700. | | | 24,700. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 36,142. | 0. | 0. | 36,142. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | -97,833. | | | |
| | b Net investment income (if negative, enter -0-) | | 14,080. | | |
| | c Adjusted net income (if negative, enter -0-) | | | 14,080. | |

REVENUE
EXPENSES
ADMINISTRATIVE
OPERATING
EXPENSES
SCANNED MAY 13 2010

RECEIVED
MAY 13 2010
SEE STATEMENT 3

180

| 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 | 359,705. | 72,519. | 72,519. |
| | 2 Savings and temporary cash investments | | | |
| | 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 the instructions) | | | |
| | 7 Other notes and loans receivable (attach sch) | | | |
| | Less: allowance for doubtful accounts | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments – U S and state government obligations (attach schedule) | | | |
| | b Investments – corporate stock (attach schedule) STATEMENT 5 | 196,234. | 446,082. | 505,407. |
| | c Investments – corporate bonds (attach schedule) STATEMENT 6 | 71,985. | 94,993. | 98,168. |
| | 11 Investments – land, buildings, and equipment, basis | | | |
| Less: accumulated depreciation (attach schedule) | | | | |
| 12 Investments – mortgage loans | | | | |
| 13 Investments – other (attach schedule) | 83,503. | | | |
| 14 Land, buildings, and equipment basis | | | | |
| Less: accumulated depreciation (attach schedule) | | | | |
| 15 Other assets (describe) | | | | |
| 16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I) | 711,427. | 613,594. | 676,094. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 711,427. | 613,594. | |
| 30 Total net assets or fund balances (see the instructions) | 711,427. | 613,594. | | |
| 31 Total liabilities and net assets/fund balances (see the instructions) | 711,427. | 613,594. | | |

| 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 | 711,427. |
| 2 | Enter amount from Part I, line 27a | 2 | -97,833. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 613,594. |
| 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 | 613,594. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|---|-------------------------------------|
| 1a SEE STATEMENT 7 | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| 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 | -75,771. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) [If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8] | 3 | -12,376. |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2008 | 33,805. | 744,561. | 0.045403 |
| 2007 | 59,699. | 882,535. | 0.067645 |
| 2006 | 48,247. | 871,007. | 0.055392 |
| 2005 | 34,580. | 778,084. | 0.044443 |
| 2004 | 29,959. | 564,550. | 0.053067 |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | 0.265950 |
| 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 | 0.053190 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 625,110. |
| 5 Multiply line 4 by line 3 | 5 | 33,250. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 141. |
| 7 Add lines 5 and 6 | 7 | 33,391. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 36,142. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

| | | | |
|--|----|------|------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 141. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 141. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 141. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax prmts and 2008 overpayment credited to 2009 | 6a | 410. | |
| b Exempt foreign organizations – tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments Add lines 6a through 6d | | 7 | 410. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | 0. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | 269. |
| 11 Enter the amount of line 10 to be. Credited to 2010 estimated tax 269. Refunded | | 11 | 0. |

Part VII-A Statements Regarding Activities

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

BAA

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

5b N/A

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?

If 'Yes' to 6b, file Form 8870

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|--|---|---|---------------------------------------|
| KARLA S. GILLETTE 310 WEATHERFORD COURT LAKE BLUFF, IL 60044 | TRUSTEE 0 | 0. | 0. | 0. |
| EDWARD GILLETTE 1283 W. DEERPATH ROAD LAKE FOREST, IL 60045 | TRUSTEE 0 | 0. | 0. | 0. |
| | | | | |
| | | | | |

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

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

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

0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter **NONE**.

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| All other program-related investments See instructions | |

Total. Add lines 1 through 3 ▶ 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|---|---|----|----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: | | |
| a | Average monthly fair market value of securities | 1a | 504,043. |
| b | Average of monthly cash balances | 1b | 130,586. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 634,629. |
| 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 | 634,629. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 9,519. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 625,110. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 31,256. |

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

| | | | |
|----|---|----|---------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 31,256. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 141. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 141. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 31,115. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 31,115. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 31,115. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|--|----|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: | | |
| a | Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 | 1a | 36,142. |
| b | Program-related investments – total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 36,142. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 141. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 36,001. |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 31,115. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years. 20 __, 20 __, 20 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | 903. | | | |
| e From 2008 | | | | |
| f Total of lines 3a through e | 903. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 36,142. | | | | |
| a Applied to 2008, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required — see instructions) | 0. | | | |
| d Applied to 2009 distributable amount | | | | 31,115. |
| e Remaining amount distributed out of corpus | 5,027. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | 5,930. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount — see instructions. | | 0. | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 5,930. | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | 903. | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | 5,027. | | | |

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

- 1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2009 | (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 organization had \$5,000 or more in assets at any time during the year – see 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 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:

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

- c** Any submission deadlines:

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

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) | | | | |
| <i>a Paid during the year</i> | | | | |
| Total | | | | ▶ 3a |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | ▶ 3b |

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**STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES**

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | \$ 1,740. | | | \$ 1,740. |
| TOTAL | \$ 1,740. | \$ 0. | \$ 0. | \$ 1,740. |

**STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES**

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ILLINOIS CHARITY BUREAU FUND | \$ 15. | | | \$ 15. |
| TOTAL | \$ 15. | \$ 0. | \$ 0. | \$ 15. |

**STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| BROKER FEES | \$ 9,687. | | | \$ 9,687. |
| TOTAL | \$ 9,687. | \$ 0. | \$ 0. | \$ 9,687. |

**STATEMENT 4
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: RELIGIOUS
 DONEE'S NAME: CHURCH OF THE HOLY SPIRIT
 DONEE'S ADDRESS: 400 EAST WESTMINISTER ROAD
 LAKE FOREST, IL., 60045
 RELATIONSHIP OF DONEE:
 ORGANIZATIONAL STATUS OF DONEE:
 AMOUNT GIVEN: \$ 3,000.

CLASS OF ACTIVITY: MEDICAL
 DONEE'S NAME: UNIVERSITY OF CHICAGO CANCER
 DONEE'S ADDRESS: 5841 S. MARYLAND AVE., MC 1140
 CHICAGO, IL 60637-1470,
 RELATIONSHIP OF DONEE:
 ORGANIZATIONAL STATUS OF DONEE:
 AMOUNT GIVEN: 1,150.

CLASS OF ACTIVITY: RELIGIOUS

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

| | | |
|---------------------------------|--|-----------|
| DONEE'S NAME: | HOLY INNOCENTS' CHURCH | |
| DONEE'S ADDRESS: | P O BOX 606 LAHAINA, HI 96761, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | \$ 3,000. |
| CLASS OF ACTIVITY: | CIVIC | |
| DONEE'S NAME: | LAKE COUNTY HAVEN | |
| DONEE'S ADDRESS: | P O BOX 127 LIBERTYVILLE, IL 60048, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | ENVIRONMENTAL | |
| DONEE'S NAME: | LITTLE TRAVERSE CONSERVANCY | |
| DONEE'S ADDRESS: | 3264 POWELL RD HARBOR SPRINGS, MI 49740-9469, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | 400. |
| CLASS OF ACTIVITY: | PUBLIC SUPPORT | |
| DONEE'S NAME: | MAUI ARTS AND CULTURAL CENTER | |
| DONEE'S ADDRESS: | ONE CAMERON WAY KAHULUI, HI 96732, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | 1,250. |
| CLASS OF ACTIVITY: | CIVIC | |
| DONEE'S NAME: | THE JOHN G. SHEDD AQUARIUM | |
| DONEE'S ADDRESS: | 1200 SOUTH LAKE SHORE DR CHICAGO, IL 60605, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | 1,500. |
| CLASS OF ACTIVITY: | PUBLIC SUPPORT | |
| DONEE'S NAME: | HUI NO' EAU VISUAL ARTS CENTER | |
| DONEE'S ADDRESS: | 2841 BALDWIN AVE. MAKAWAO, HI 96768, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | EDUCATIONAL | |
| DONEE'S NAME: | DEERFIELD ACADEMY | |
| DONEE'S ADDRESS: | PO BOX 306 DEERFIELD, MA 01342, | |
| RELATIONSHIP OF DONEE: | | |
| ORGANIZATIONAL STATUS OF DONEE: | | |
| AMOUNT GIVEN: | | 400. |
| CLASS OF ACTIVITY: | EDUCATIONAL | |
| DONEE'S NAME: | FOREST BLUFF SCHOOL | |

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

| | | | |
|---------------------------------|---|----------|----------------|
| DONEE'S ADDRESS: | 8 WEST SCRANTON AVE. LAKE BLUFF, IL 60044, | | |
| RELATIONSHIP OF DONEE: | | | |
| ORGANIZATIONAL STATUS OF DONEE: | | | |
| AMOUNT GIVEN: | | \$ | 5,000. |
| CLASS OF ACTIVITY: | EDUCATIONAL | | |
| DONEE'S NAME: | NORTHWESTERN UNIVERSITY | | |
| DONEE'S ADDRESS: | 2020 RIDGE AVE EVANSTON, IL 60208-4312, | | |
| RELATIONSHIP OF DONEE: | | | |
| ORGANIZATIONAL STATUS OF DONEE: | | | |
| AMOUNT GIVEN: | | | 1,000. |
| CLASS OF ACTIVITY: | EDUCATIONAL | | |
| DONEE'S NAME: | MEDB KE ALAHELE EDUCATION FUND | | |
| DONEE'S ADDRESS: | 1305 N HOLOPONO ST. STE 1 KIHEI, HI 96753, | | |
| RELATIONSHIP OF DONEE: | | | |
| ORGANIZATIONAL STATUS OF DONEE: | | | |
| AMOUNT GIVEN: | | | 1,000. |
| CLASS OF ACTIVITY: | EDUCATIONAL | | |
| DONEE'S NAME: | LAKE FOREST ACADEMY | | |
| DONEE'S ADDRESS: | 1500 W. KENNEDY ROAD LAKE FOREST, IL 60045 | | |
| RELATIONSHIP OF DONEE: | | | |
| ORGANIZATIONAL STATUS OF DONEE: | | | |
| AMOUNT GIVEN: | | | 5,000. |
| | | TOTAL \$ | <u>24,700.</u> |

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

| <u>CORPORATE STOCKS</u> | <u>VALUATION METHOD</u> | <u>BOOK VALUE</u> | <u>FAIR MARKET VALUE</u> |
|-------------------------|-----------------------------|-----------------------|------------------------------|
| CHARLES SCHWAB - STOCKS | MKT VAL | \$ 446,082. | \$ 505,407. |
| | TOTAL | <u>\$ 446,082.</u> | <u>\$ 505,407.</u> |

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

| <u>CORPORATE BONDS</u> | <u>VALUATION METHOD</u> | <u>BOOK VALUE</u> | <u>FAIR MARKET VALUE</u> |
|------------------------|-----------------------------|-----------------------|------------------------------|
| CHARLES SCHWAB - BONDS | MKT VAL | \$ 94,993. | \$ 98,168. |
| | TOTAL | <u>\$ 94,993.</u> | <u>\$ 98,168.</u> |

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STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|--------------------------------|---------------------|----------------------|------------------|
| 1 | 15000 AMERICAN TOWER 7.125 | PURCHASED | VARIOUS | 11/13/2009 |
| 2 | 240 AMERICAN TOWER CP CLASS A | PURCHASED | VARIOUS | VARIOUS |
| 3 | 2 BERKSHIRE HATHAWAY | PURCHASED | 1/05/2009 | 3/02/2009 |
| 4 | 220 BURLINGTON NO SANTA FE | PURCHASED | VARIOUS | VARIOUS |
| 5 | 1775 COMCAST | PURCHASED | VARIOUS | VARIOUS |
| 6 | 6000 CROWN AMERICAS | PURCHASED | 5/05/2009 | 12/30/2009 |
| 7 | 500 CROWN HOLDINGS | PURCHASED | VARIOUS | 3/09/2009 |
| 8 | 199.543 DODGE & COX | PURCHASED | VARIOUS | 3/05/2009 |
| 9 | 20000 FLEET BOSTON | PURCHASED | 1/02/2009 | 1/20/2009 |
| 10 | 25000 GENERAL MILLS | PURCHASED | VARIOUS | VARIOUS |
| 11 | 25000 GOLDMAN SACHS | PURCHASED | 9/24/2008 | 1/20/2009 |
| 12 | 515 ILL TOOL WORKS INC | PURCHASED | VARIOUS | VARIOUS |
| 13 | 180 INTL SPEEDWAY CL A | PURCHASED | 8/18/2008 | 1/15/2009 |
| 14 | 25000 JP MORGAN CHASE VAR PREP | PURCHASED | 6/11/2008 | 1/16/2009 |
| 15 | 150 JP MORGAN CHASE | PURCHASED | 12/17/2008 | 1/20/2009 |
| 16 | 750 KNOLOGY INC | PURCHASED | 8/18/2008 | 7/28/2009 |
| 17 | 335 KRAFT FOODS INC | PURCHASED | VARIOUS | VARIOUS |
| 18 | 420 LAMAR ADVERTISING | PURCHASED | 4/13/2009 | 7/24/2009 |
| 19 | 10000 MARRIOTT INTL 4.625 | PURCHASED | 4/23/2009 | 9/29/2009 |
| 20 | 125 MONSANTO CO | PURCHASED | VARIOUS | 10/26/2009 |
| 21 | 400 NORTHERN TRUST CORP | PURCHASED | 8/10/2009 | 10/23/2009 |
| 22 | 150 PEPSICO INC | PURCHASED | 11/04/2008 | 1/14/2009 |
| 23 | 200 QUALCOMM | PURCHASED | 10/06/2009 | 10/23/2009 |
| 24 | 100 SCHLUMBERGER LTD. | PURCHASED | 6/05/2009 | 7/29/2009 |
| 25 | 600 SEAGATE TECH | PURCHASED | VARIOUS | 3/06/2009 |
| 26 | 15000 STAPLES 7.75 | PURCHASED | 3/26/2009 | 10/07/2009 |
| 27 | 50000 US TREASURY BILLS | PURCHASED | 3/06/2009 | 4/13/2009 |
| 28 | 10000 XTO ENERGY 5.0 | PURCHASED | 3/04/2009 | 8/25/2009 |
| 29 | 50 XTO ENERGY | PURCHASED | VARIOUS | VARIOUS |
| 30 | 50 ARCH CAPITAL GROUP LTD | PURCHASED | 4/23/2007 | 2/20/2009 |
| 31 | 200 CISCO | PURCHASED | 2/13/2008 | 5/01/2009 |
| 32 | 25 COMCAST | PURCHASED | 1/24/2008 | 2/18/2009 |
| 33 | 1658.377 DODGE & COX | PURCHASED | VARIOUS | 3/05/2009 |
| 34 | 900 KNOLOGY INC | PURCHASED | 2/15/2008 | 7/28/2009 |
| 35 | 1600 TOWN SPORTS INTL | PURCHASED | VARIOUS | VARIOUS |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 15,267. | | 15,014. | 253. | | | | \$ 253. |
| 2 | 6,881. | | 6,890. | -9. | | | | -9. |
| 3 | 4,732. | | 6,678. | -1,946. | | | | -1,946. |
| 4 | 17,159. | | 15,268. | 1,891. | | | | 1,891. |
| 5 | 25,812. | | 27,401. | -1,589. | | | | -1,589. |
| 6 | 6,229. | | 6,069. | 160. | | | | 160. |
| 7 | 10,181. | | 9,952. | 229. | | | | 229. |
| 8 | 3,223. | | 4,182. | -959. | | | | -959. |
| 9 | 20,369. | | 20,561. | -192. | | | | -192. |
| 10 | 26,648. | | 25,036. | 1,612. | | | | 1,612. |
| 11 | 24,370. | | 22,772. | 1,598. | | | | 1,598. |
| 12 | 22,405. | | 21,409. | 996. | | | | 996. |
| 13 | 4,881. | | 7,025. | -2,144. | | | | -2,144. |
| 14 | 19,497. | | 24,380. | -4,883. | | | | -4,883. |
| 15 | 3,022. | | 4,885. | -1,863. | | | | -1,863. |
| 16 | 6,332. | | 8,105. | -1,773. | | | | -1,773. |

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STATEMENT 7 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 17 | 8,047. | | 9,568. | -1,521. | | | | \$ -1,521. |
| 18 | 7,888. | | 5,812. | 2,076. | | | | 2,076. |
| 19 | 9,955. | | 9,245. | 710. | | | | 710. |
| 20 | 9,046. | | 10,427. | -1,381. | | | | -1,381. |
| 21 | 21,380. | | 24,488. | -3,108. | | | | -3,108. |
| 22 | 7,606. | | 8,860. | -1,254. | | | | -1,254. |
| 23 | 8,118. | | 8,690. | -572. | | | | -572. |
| 24 | 5,222. | | 5,786. | -564. | | | | -564. |
| 25 | 0. | | 0. | 0. | | | | 0. |
| 26 | 16,138. | | 15,298. | 840. | | | | 840. |
| 27 | 49,999. | | 49,999. | 0. | | | | 0. |
| 28 | 10,230. | | 10,027. | 203. | | | | 203. |
| 29 | 26,178. | | 25,364. | 814. | | | | 814. |
| 30 | 2,724. | | 3,553. | -829. | | | | -829. |
| 31 | 3,832. | | 4,804. | -972. | | | | -972. |
| 32 | 307. | | 434. | -127. | | | | -127. |
| 33 | 26,788. | | 79,320. | -52,532. | | | | -52,532. |
| 34 | 7,598. | | 10,142. | -2,544. | | | | -2,544. |
| 35 | 7,570. | | 13,961. | -6,391. | | | | -6,391. |
| | | | | | | | | TOTAL \$ -75,771. |