Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
SPECIAL PEOPLE IN NEED
C/O GARY KLINE

Number and street (or P O box number if mail is not delivered to street address): 300 N LASALLE STREET — Room/suite: 4000

City or town, state, and ZIP code: CHICAGO, IL 60654

A Employer identification number: 58-1483651

B Telephone number: (312)715-5019

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 4,081,896.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	74,911.	74,431.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<54,016.>			
	b Gross sales price for all assets on line 6a 536,806.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	109.	109.		STATEMENT 2
	12 Total Add lines 1 through 11	21,004.	74,540.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	4,062.	0.		4,062.
	b Accounting fees STMT 4	26,255.	19,691.		6,564.
	c Other professional fees STMT 5	24,760.	1,745.		23,015.
	17 Interest				
	18 Taxes STMT 6	3,875.	431.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	71.	41.		30.
	24 Total operating and administrative expenses. Add lines 13 through 23	59,023.	21,908.		33,671.
	25 Contributions, gifts, grants paid	165,750.			165,750.
	26 Total expenses and disbursements. Add lines 24 and 25	224,773.	21,908.		199,421.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<203,769.>			
	b Net investment income (if negative, enter -0-)		52,632.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	130,037.	246,586.	246,586.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	444,211.	402,043.	421,889.
	b Investments - corporate stock STMT 9	3,045,288.	2,880,175.	3,161,220.
	c Investments - corporate bonds STMT 10	368,834.	256,460.	252,201.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,988,370.	3,785,264.	4,081,896.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,988,370.	3,785,264.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	3,988,370.	3,785,264.	
	31 Total liabilities and net assets/fund balances	3,988,370.	3,785,264.	

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	3,988,370.
2	Enter amount from Part I, line 27a	2	<203,769.>
3	Other increases not included in line 2 (itemize) ▶ PRINCIPAL DISTRIBUTIONS ADJ	3	663.
4	Add lines 1, 2, and 3	4	3,785,264.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,785,264.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
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	536,806.		590,822.	<54,016.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<54,016.>

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** <54,016.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	229,398.	4,303,093.	.053310
2007	216,885.	4,987,396.	.043487
2006	251,044.	4,636,241.	.054148
2005	267,167.	4,527,573.	.059009
2004	195,267.	4,587,574.	.042564

2	**Total** of line 1, column (d)	2	.252518
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	.050504
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,699,801.
5	Multiply line 4 by line 3	5	186,855.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	526.
7	Add lines 5 and 6	7	187,381.
8	Enter qualifying distributions from Part XII, line 4	8	199,421.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] 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)			1	526.
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	526.
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	526.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,000.		
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	4,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,474.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 800.	Refunded ▶		11	2,674.

Part VII-A | Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ GARY H. KLINE Telephone no ▶312-715-5000

Located at ▶300 N LASALLE ST. SUITE 4000, CHICAGO, IL ZIP+4 ▶60654

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? [ ] Yes [X] 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 [X] 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)? **5b** X (No)

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
QUARLES & BRADY, LLC - 300 N LASALLE ST, SUITE 4000, CHICAGO, IL 60654	LEGAL/ACCTG/MANAGEMENT	53,332.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,552,951.
b	Average of monthly cash balances	1b	203,192.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,756,143.
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	3,756,143.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,342.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,699,801.
6	**Minimum investment return.** Enter 5% of line 5	6	184,990.

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	184,990.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 526.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	526.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	184,464.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	184,464.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	184,464.

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	199,421.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	199,421.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	526.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	198,895.

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				184,464.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 20,984.				
f Total of lines 3a through e	20,984.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 199,421.				
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				184,464.
e Remaining amount distributed out of corpus	14,957.			
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	35,941.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	35,941.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 20,984.				
e Excess from 2009 14,957.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

GARY H. KLINE, 312-715-5000
300 N LASALLE STREET, SUITE 4000, CHICAGO, IL 60654

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

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

c Any submission deadlines

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

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

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT #12	NONE		VARIUOS	165,750.
Total			▶ 3a	165,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	74,911.	
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			18	109.	
8 Gain or (loss) from sales of assets other than inventory			18	<54,016.>	
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.		21,004.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 21,004.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

923621
02-02-10

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date: 5-10-10 — Title: Secretary

Paid Preparer's Use Only

Preparer's signature — Date: 5-10-10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: QUARLES & BRADY, LLC, 300 N LASALLE ST SUITE 4000, CHICAGO, IL 60654

EIN

Phone no 312-715-5000

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	$15000 CHICAGO,IL 5.53%	P	11/30/06	01/23/09
b	$10000 ILLINOIS 2.8%	P	06/06/03	01/23/09
c	$25000 ITW 5.75%	P	08/21/02	03/01/09
d	$15000 CITIGROUP 5.5%	P	04/21/08	04/02/09
e	$25000 AVERY DENISON 4.875%	P	03/28/03	04/13/09
f	$25000 FED EX 5.5%	P	08/11/06	08/15/09
g	$25000 DIAGEO 7.25%	P	06/21/05	11/01/09
h	$25000 HOUSEHOLD FINANCE 4.125%	P	02/23/06	11/16/09
i	FHLMC #2454 11/1/21	P	VARIOUS	VARIOUS
j	FNMA 5% 2/1/18	P	VARIOUS	VARIOUS
k	FNMA 5% 7/1/18	P	VARIOUS	VARIOUS
l	FNMA 4.5% 4/1/20	P	VARIOUS	VARIOUS
m	FNMA 4.5% 5/1/18	P	VARIOUS	VARIOUS
n	FNMA 6% 11/1/16	P	VARIOUS	VARIOUS
o	300SH VESTAS WIND SYSTEMS	P	11/26/08	11/04/09

	(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	15,050.		15,025.	25.
b	10,000.		10,013.	<13.>
c	25,000.		26,426.	<1,426.>
d	9,275.		14,170.	<4,895.>
e	23,137.		25,501.	<2,364.>
f	25,000.		24,997.	3.
g	25,000.		27,909.	<2,909.>
h	25,000.		24,100.	900.
i	5,752.		5,754.	<2.>
j	3,289.		3,349.	<60.>
k	1,921.		1,954.	<33.>
l	3,934.		3,719.	215.
m	2,230.		2,255.	<25.>
n	529.		555.	<26.>
o	21,280.		14,137.	7,143.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				25.
b				<13.>
c				<1,426.>
d				<4,895.>
e				<2,364.>
f				3.
g				<2,909.>
h				900.
i				<2.>
j				<60.>
k				<33.>
l				215.
m				<25.>
n				<26.>
o				7,143.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

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	600SH ALLEGHENY TECH	P	06/12/08	05/14/09
b	1000SH CORNING	P	06/12/08	03/24/09
c	100SH MONSANTO	P	12/22/08	09/11/09
d	500SH ABBOTT LABS	P	06/09/86	11/04/09
e	300SH BP	P	03/29/99	11/04/09
f	1000SH CORNING	P	10/30/07	03/24/09
g	440SH DEERE	P	12/31/04	08/31/09
h	3500SH MSCI JAPAN INDEX	P	12/13/06	11/04/09
i	600SH MARRIOTT	P	08/07/06	05/11/09
j	.4905SH MARRIOTT	P	08/07/06	07/30/09
k	.3065SH MARRIOTT	P	01/25/07	07/30/09
l	.5797SH MARRIOTT	P	08/07/06	09/03/09
m	.3624SH MARRIOTT	P	01/25/07	09/03/09
n	.2832SH MARRIOTT	P	08/07/06	12/03/09
o	.177SH MARRIOTT	P	01/25/07	12/03/09

	(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	20,152.		37,368.	<17,216.>
b	12,931.		26,928.	<13,997.>
c	7,694.		6,669.	1,025.
d	25,140.		3,531.	21,609.
e	17,170.		4,920.	12,250.
f	12,931.		23,895.	<10,964.>
g	18,869.		16,481.	2,388.
h	33,403.		49,412.	<16,009.>
i	13,962.		21,620.	<7,658.>
j	12.		18.	<6.>
k	7.		15.	<8.>
l	13.		21.	<8.>
m	8.		17.	<9.>
n	8.		10.	<2.>
o	4.		8.	<4.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<17,216.>
b				<13,997.>
c				1,025.
d				21,609.
e				12,250.
f				<10,964.>
g				2,388.
h				<16,009.>
i				<7,658.>
j				<6.>
k				<8.>
l				<8.>
m				<9.>
n				<2.>
o				<4.>

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

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	400SH MICROSOFT	P	07/28/03	04/09/09
b	750SH NESTLE	P	08/26/04	05/14/09
c	1250SH NESTLE	P	05/20/05	05/14/09
d	1400SH WELLS FARGO	P	10/30/98	10/21/09
e	2000SH WELLS FARGO	P	10/30/98	11/04/09
f	ZOUNDS SERIES B	P	02/01/08	10/01/09
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,726.		10,751.	<3,025.>
b	27,365.		17,697.	9,668.
c	45,609.		33,160.	12,449.
d	41,762.		3,474.	38,288.
e	55,643.		4,963.	50,680.
f			130,000.	<130,000.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<3,025.>
b				9,668.
c				12,449.
d				38,288.
e				50,680.
f				<130,000.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<54,016.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COLUMBIA ACORN INTL FD	4,943.	0.	4,943.
FMI FOCUS FUND	418.	0.	418.
LONGLEAF PARTNERS	123.	0.	123.
SCHWAB ACCT INTEREST	40,453.	0.	40,453.
SCHWAB ACCT INTEREST PD ON PURCHASES	<355.>	0.	<355.>
SMITH BARNEY-DIVIDENDS	29,329.	0.	29,329.
TOTAL TO FM 990-PF, PART I, LN 4	74,911.	0.	74,911.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMNTS	109.	109.	
TOTAL TO FORM 990-PF, PART I, LINE 11	109.	109.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY-LEGAL AND TAX RETURN PREP	4,062.	0.		4,062.
TO FM 990-PF, PG 1, LN 16A	4,062.	0.		4,062.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY-INVESTMENT ADMINISTRATION & ACCOUNTING	26,255.	19,691.		6,564.
TO FORM 990-PF, PG 1, LN 16B	26,255.	19,691.		6,564.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEGALL BRYANT FEES	1,745.	1,745.		0.
QUARLES & BRADY-GRANT MAKING & MANAGEMENT	23,015.	0.		23,015.
TO FORM 990-PF, PG 1, LN 16C	24,760.	1,745.		23,015.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX WITHHELD	431.	431.		0.
FEDERAL TAXES PAID	3,444.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,875.	431.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARITY BUREAU FUND	15.	0.		15.
SECRETARY OF STATE FILING FEE	15.	0.		15.
ADR FEES	25.	25.		0.
SERVICE CHARGES	16.	16.		0.
TO FORM 990-PF, PG 1, LN 23	71.	41.		30.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT/STATE BONDS-STMT 8	X		402,043.	421,889.
TOTAL U.S. GOVERNMENT OBLIGATIONS			402,043.	421,889.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			402,043.	421,889.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-STMT 9	2,880,175.	3,161,220.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,880,175.	3,161,220.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-STMT 10	256,460.	252,201.
TOTAL TO FORM 990-PF, PART II, LINE 10C	256,460.	252,201.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MOLLY M. GERBAZ 0362 WILLOW LN., P.O. BOX 1325 CARBONDALE, CO 81623	DIR/ CHAIR 0.50	0.	0.	0.
LESLIE H. MORNINGSTAR P.O. BOX 342 VIRGINIA CITY, MT 59755	DIR/V. PRES. 0.50	0.	0.	0.
LARRY D. GERBAZ 0362 WILLOW LN., P.O. BOX 1325 CARBONDALE, CO 81623	DIR/V. PRES. 0.50	0.	0.	0.
GARY H. KLINE 300 LASALLE ST, SUITE 4000 CHICAGO, IL 60654	DIR/SEC. 3.00	0.	0.	0.
THOMAS A. POLACHEK 300 LASALLE ST, SUITE 4000 CHICAGO, IL 60654	DIR/TREAS. 3.00	0.	0.	0.
TERRY A. SKWORCH 305 WYOMA LANE SCHAUMBURG, IL 60193	DIRECTOR 0.50	0.	0.	0.
KENNETH A ALGOZIN 133 HASTINGS AVE ELK GROVE VILLAGE, IL 60007	DIRECTOR 0.50	0.	0.	0.
LYDIA T WHITEHEAD 4824 CHEVY CHASE BLVD CHEVY CHASE, MD 20815	DIRECTOR 0.50	0.	0.	0.

LESLIE ANN GERBAZ-BLUE 298 SILVER KING COURT GLENWOOD SPRINGS, CO 81601	DIRECTOR 0.50	0.	0.	0.
ANNE K MORNINGSTAR 703 SOUTH THIRD WEST MISSOULA, MT 59801	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

SPECIAL PEOPLE IN NEED **2009**

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
U.S. Treasury Note 3% Inflation Index 7/15/12	27,789	27,814	32,316
U.S. Treasury Bond 7.25% 5/15/16	30,250	30,250	30,961
U.S. Treasury Note 4.375% 8/15/12	25,907	25,932	26,895
U.S. Treasury Note 4.5% 9/30/11	24,949	24,949	26,496
U.S. Treasury Note 5% 2/15/11	26,428	26,428	26,199
U.S. Treasury Note 4.25% 8/15/14	24,477	24,502	26,976
TOTAL U.S. TREASURY NOTES	**159,800**	**159,875**	**169,843**
FHLMC 4.125% 10/18/10	24,808	24,833	25,739
FNMA 4.75% 4/19/10	25,070	25,095	25,335
FNMA 6.625% 11/15/10	23,459	23,479	21,070
Feddie Mack 5.125% 7/15/12	25,091	25,091	27,163
FNMA 4.75% 9/15/12	24,763	24,763	26,720
FNMA 4.125% 4/15/14	24,871	24,896	26,559
FNMA 5.25% 9/15/16	25,278	25,278	27,545
FNMA 6% 11/1/16	2,326	1,753	1,794
FNMA 5% 2/1/18	14,457	11,032	11,480
FNMA 4.5% 5/1/18	9,621	7,450	7,756
FNMA 5% 7/1/18	8,728	6,546	7,092
FNMA 4.5% 4/1/20	18,355	15,128	16,735
FHLMC G-1 2454 11/01/21	16,156	10,409	11,020
FNMA 6% 5/15/11	16,415	16,415	16,038
TOTAL U.S. GOVERNMENT AGENCIES	**259,398**	**242,168**	**252,046**
Chicago,IL OHare Airport 5.053% 1/1/11	15,025		
Illinois St Taxable GO 2.8% 6/1/09	9,988		
	25,013	**-**	**-**
TOTAL TO FORM 990-PF, PART II, LINE 10A	**444,211**	**402,043**	**421,889**

SPECIAL PEOPLE IN NEED

FORM 990-PF **CORPORATE STOCK**

STATEMENT 9

DESCRIPTION	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
Apple Computer Inc.	89,588	89,588	210,732
ABB Ltd	24,556	24,556	34,380
Abbott Laboratories	10,594	7,063	53,990
Apache Corp	36,820	36,820	119,677
Allegheny Technologies	37,368		-
BP PLC	33,489	28,569	100,984
Caterpillar Inc.	26,449	38,111	56,990
Chicago Mercantile Exchange	20,504	44,779	67,192
Covidien Ltd	14,692	14,691	14,367
Chevron	69,869	69,869	76,990
Cisco Systems Inc.	56,888	56,888	74,214
Corning	50,824	-	-
E.I. DuPont Denemours & Co	12,662	27,250	33,670
Deere & Co	62,613	46,132	75,726
Ford Motor Company	2,690	8,464	20,000
Google	55,910	55,910	123,996
International Business Machines	30,055	30,055	51,051
Johnson & Johnson		65,015	69,563
JP Morgan & Co		6,493	6,250
Marriott Intl	74,439	52,730	35,752
Monsanto Co	26,678	37,933	40,875
Microsoft Corp	37,629	26,878	30,480
Noble Corp	49,130	49,130	81,400
Nestle S A	50,858		-
Northern Trust Corporation	10,474	21,359	20,960
Oracle	38,361	38,361	45,626
Pepsico Inc.	10,825	30,707	36,480
PrivateBancorp	55,524	55,524	16,236
Valero Energy	83,654	83,654	23,450
Vestas Wind Systems	70,683	56,547	73,200
Wells Fargo & Co	8,437		-
Smith Barney Stock Account	1,152,263	1,103,076	1,594,231
FMI Focus Fund	445,251	445,669	350,307
Managers Inst Micro Cap Fund (MIMFX)	91,083	91,083	49,833
Managers Frontier Small Cap Growth(MSSCX)	28,538	28,538	20,055
MSCI Japan Index Fd	100,639	51,227	35,015
Eaton Vance Greater India Fd	78,633	78,633	68,352
Columbia Acorn International - Z	210,531	215,474	325,140
Longleaf Partners Fund	330,494	330,617	296,575
Longleaf Partners Intl Fund	341,441	341,441	227,295
Eggs Overnight Inc.	86,417	111,917	111,917
Virxsys Corp	50,000	50,000	50,000
Zounds Series B	130,000	-	-
Zounds Series B (new)		32,500	32,500
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,045,288	2,880,175	3,161,220

SPECIAL PEOPLE IN NEED

FORM 990-PF **CORPORATE BONDS** **STATEMENT 10**

	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
Avery Denison Corp 4.875% 1/15/13	25,476		
Canadian Natl RY 4.4% 3/15/13	24,007	24,007	26,131
Citigroup 5.5% 2/15/17	14,170		
Conoco Funding Company 6.35% 10/15/11	27,421	27,446	27,301
Diageo Cap PLC MTN 7/25% 11/1/09	27,909		
Federal Express 5.5% 8/15/09	24,972		
FPL Group Cap 7.875% 12/15/15		30,524	30,130
GE Global 7.5% 6/15/10	26,980	26,980	25,621
Household Finance 4.125% 11/16/	24,100		
Intl Lease Fin 6.375% 3/25/13	20,157	20,157	16,600
Illinois Tool Works 5.75% 3/1/09	26,401		
Marathon Global 6% 7/1/12	25,886	25,886	27,048
Mellon Funding 6.4% 5/14/11	25,747	25,747	26,568
Nisource Finance Corp 6.15% 3/1/13	15,611	15,661	15,908
Protective Life Corp 4.3% 6/1/13	24,951	24,976	24,166
Unilever Capital 7.125% 11/1/10	16,949	16,964	15,794
Verizon Global Fdg Corp 7.375%	18,097	18,112	16,934
Wachovia Corp Notes 5.25% 8/1/14	-		
TOTAL TO FORM 990-PF, PART II, LINE 10C	**368,834**	**256,460**	**252,201**
Money Market		246,586	246,586
Total All		3,785,264	4,081,896

Form 990PF
Federal ID 58-1483651
Statement #12

Receipient Name	Relationship, If Recipient is an Individual	Status	Purpose	Amount
University of New Mexico - Jared Collins	None	Public Charity	General	2,300.00
Western Oregon University - AnnaSettle	None	Public Charity	General	2,400.00
Boys Hope Girls Hope of Illinois	None	Public Charity	General	2,400.00
Hospice of Chippewa County, Inc.	None	Public Charity	General	600.00
Mountain States Legal Foundation	None	Public Charity	General	1,200.00
RMH Services	None	Public Charity	General	900.00
St. Mary's Mission	None	Public Charity	General	1,800.00
Vermont Association for the Blind	None	Public Charity	General	600.00
Associates for World Action	None	Public Charity	General	900.00
Christian Appalachian Project	None	Public Charity	General	900.00
Coalition to End Homelessness	None	Public Charity	General	1,200.00
Catching the Dream	None	Public Charity	General	2,400.00
Cabell-Wayne Assocation of the Blind	None	Public Charity	General	900.00
Echoing Hills Village	None	Public Charity	General	600.00
Gateway Disabled Skier Program	None	Public Charity	General	1,800.00
Helpnet USA	None	Public Charity	General	600.00
Infinity Dance Theater	None	Public Charity	General	1,200.00
Interfaith Refugee and Immigration	None	Public Charity	General	900.00
Little Bit Therapeutic Riding Center	None	Public Charity	General	900.00
Life's Work of Western	None	Public Charity	General	1,200.00
Providence - St. Mel School	None	Public Charity	General	1,200.00
Recording for the Blind and Dysl	None	Public Charity	General	1,800.00
Rehabilitation Hospital of Indiana Sport	None	Public Charity	General	1,200.00
Retired Person Home Repair Association	None	Public Charity	General	1,200.00
Sheen Ecumenical Housing Foundation	None	Public Charity	General	900.00
Spirthorse Therapeutic Center	None	Public Charity	General	600.00
Sunlight African Community Center	None	Public Charity	General	1,500.00
Upreach Therapeutic Riding Center	None	Public Charity	General	900.00
Youth Crossroads, Inc.	None	Public Charity	General	1,800.00
Wheels for Humanity	None	Public Charity	General	3,000.00
University of Northern Iowa - Melissa Spier	None	Public Charity	General	500.00
National Sports Center for the Disabled	None	Public Charity	General	900.00
El Camino Community College - Darian Harris	None	Public Charity	General	500.00
The Master's College - James Calle	None	Public Charity	General	2,000.00
Stout University of Wisconsin - Enk Valdamanis	None	Public Charity	General	1,400.00
Valparaiso University - Danielle Slotke	None	Public Charity	General	2,500.00
Hobart and William Smith College - Laura Valdmanis	None	Public Charity	General	2,400.00
Midwest Palliative & Hospice Care	None	Public Charity	General	2,500.00
University of California - Cherron Jefferson	None	Public Charity	General	1,500.00
University of Massachusetts Boston - Dmitriy Tokarev	None	Public Charity	General	1,000.00
Boulder College of Massage - Kevin Ries	None	Public Charity	General	1,000.00
Ball State University - Lacey Holt	None	Public Charity	General	1,500.00
Boston University - Katherine Lambalot	None	Public Charity	General	1,000.00
Centenary College - Heather Sloan	None	Public Charity	General	500.00
Elmhurst College - Jarvis Hart	None	Public Charity	General	1,500.00
Elmhurst Life Skills Academy - Angela Wand	None	Public Charity	General	2,000.00
Franklin College, Inc. - Mansel Denton	None	Public Charity	General	1,000.00
Landmark College - Scott Schrader	None	Public Charity	General	1,500.00
Linn-Benton Community College - Elizabeth Albright	None	Public Charity	General	500.00
Martin Methodist College - Adam Andrews	None	Public Charity	General	3,000.00
Northwestern College - Jessica Tuenge	None	Public Charity	General	2,000.00
Oklahoma State University - Virginia Cannon	None	Public Charity	General	1,500.00
Pulaski Technical College Founation - John Johns	None	Individual	General	1,500.00
San Francisco State University - Kellen Lim	None	Public Charity	General	1,500.00
South Seattle Community College - Mafabi Robert Gidudu	None	Public Charity	General	1,000.00
Stetson University - Maria Dixon	None	Public Charity	General	500.00
Temple University - Diane Fitz	None	Public Charity	General	1,500.00
University of North Carolina - Briana Duensing	None	Public Charity	General	2,000.00
University of Maryland - Michael Albuquerque	None	Public Charity	General	2,000.00
University of Wisconsin Manito - Chelsea Lavelle	None	Public Charity	General	500.00
Walt Straughan Ministries - Kathie Scriven	None	Public Charity	General	2,000.00

Stony Brook State University - Kyle Henderson-Spano	None	Public Charity	General	1,500 00
ECPI College of Technology - Cody Hancock	None	Public Charity	General	1,000.00
Lebanon Valley College - Kimberloy Weinreich	None	Public Charity	General	1,250.00
Purdue University College - Dustin Nikolich	None	Public Charity	General	750 00
Ball State University - Kelsey Koch	None	Public Charity	General	1,800.00
Parkland College - Sheri Stinson	None	Public Charity	General	2,000.00
Augusta State University - Dorene Buckhanan	None	Public Charity	General	2,300.00
Massbay Community College - Stephanie Williams	None	Public Charity	General	1,800.00
Ringling School of Art - Isadora Jiminez	None	Public Charity	General	2,300 00
Oklahoma Baptist University - Daniel Daily	None	Public Charity	General	2,000.00
Columbia College Chicago - Jenna Hoffman	None	Public Charity	General	750 00
University of Evansville - Justin Hodge	None	Public Charity	General	1,500.00
University of Dallas - Hoa-Hue Nguyen	None	Public Charity	General	800.00
Columbia College Chiago - Michael Gray	None	Public Charity	General	800.00
Minnesota State University - Andrew Thrash	None	Public Charity	General	1,000.00
North Carolina Central - Rachel Smith	None	Public Charity	General	1,200 00
Asnuntuck Community College - Mary Lou Szwed	None	Public Charity	General	500.00
Eagle Mount-Bozeman Mt	None	Public Charity	General	2,500.00
Colorado Connection Repeaters	None	Public Charity	General	2,500.00
Cornelia De Lange Syndrome Foundation	None	Public Charity	General	750.00
Camp Holiday Trails	None	Public Charity	General	1,500.00
Center for Music By People W/ Disabilities	None	Public Charity	General	1,500.00
DePaul University	None	Public Charity	General	1,000.00
Donka, Inc.	None	Public Charity	General	1,500.00
International Hearing Dog, Inc.	None	Public Charity	General	1,500.00
Senior Gleaners, Inc.	None	Public Charity	General	1,500.00
Starfish Learning Center	None	Public Charity	General	1,500.00
Alice Lloyd College	None	Public Charity	General	2,000.00
Ansonia Music Outreach	None	Public Charity	General	1,000.00
Best Buddies	None	Public Charity	General	1,000.00
Breakthrough Urban Ministries	None	Public Charity	General	1,000.00
Colorado Discover Ability	None	Public Charity	General	1,500.00
Chairscholars Foundation	None	Public Charity	General	2,000.00
Circle Tail, Inc.	None	Public Charity	General	2,500.00
Cumberland College	None	Public Charity	General	2,000.00
Dystonia Medial Research Foundation	None	Public Charity	General	1,000.00
WFYI's Indiana Reading	None	Public Charity	General	1,000.00
Freedom Service Dogs, Inc.	None	Public Charity	General	2,500.00
Guild for the Blind	None	Public Charity	General	1,000.00
Great Lakes Hemophilia Foundation	None	Public Charity	General	1,500.00
Handi-Dogs, Inc.	None	Public Charity	General	2,000.00
Helping Hands: Monkey Helpers	None	Public Charity	General	1,500.00
International Scleroderma NETW	None	Public Charity	General	1,500.00
Journeys From Pads to Hope	None	Public Charity	General	1,000.00
KSD, Inc.	None	Public Charity	General	1,500.00
Music Institute of Chicago	None	Public Charity	General	1,500.00
No Barriers USA	None	Public Charity	General	1,500.00
Nepalese Youth Opportunity Foundation	None	Public Charity	General	1,000.00
Roseland Training Center	None	Public Charity	General	2,000.00
Simple Changes Therapeutic Riding Center	None	Public Charity	General	3,000.00
Shared Housing of New Orleans	None	Public Charity	General	2,500.00
Scottish Rite Childrens Learning Center	None	Public Charity	General	1,000.00
UDS Custom Wheelchair	None	Public Charity	General	1,000.00
United States Association	None	Public Charity	General	1,250.00
Wellspring	None	Public Charity	General	1,500.00

Total 2009 Contributions		$ 167,250.00
Stony Brook State University - Kyle Henderson-Spano -returned	Originally sent 2009	(1,500.00)
Total 2009 Contributions		$ 165,750.00