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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 , 2009, and ending , 20

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<br>DUNARD FUND USA LTD                                        |                                                                                                                                                                                               | A Employer identification number<br>98-0087034                                                                                                                             |
|                                                                                                                                                                                                                                                  | Number and street (or P O box number if mail is not delivered to street address) | Room/suite                                                                                                                                                                                    | B Telephone number (see page 10 of the instructions)<br>(847) 480-4690                                                                                                     |
|                                                                                                                                                                                                                                                  | 555 SKOKIE BLVD., SUITE 555                                                      |                                                                                                                                                                                               | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
|                                                                                                                                                                                                                                                  | City or town, state, and ZIP code<br>NORTHBROOK, IL 60062-2845                   |                                                                                                                                                                                               | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                  |                                                                                                                                                                                               | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 25,097,750.                                                                                                                                              |                                                                                  | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions)) |                                                                                              | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                                           | 1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .                   | 4,425,000                          |                           |                         |                                                             |
|                                                                                                                                                                                   | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 3 Interest on savings and temporary cash investments . . . . .                               | 67,879                             | 67,879                    |                         | ATCH 1                                                      |
|                                                                                                                                                                                   | 4 Dividends and interest from securities . . . . .                                           | 58,291                             | 58,291                    |                         | ATCH 2                                                      |
|                                                                                                                                                                                   | 5a Gross rents . . . . .                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | b Net rental income or (loss) . . . . .                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 6a Net gain or (loss) from sale of assets not on line 10 . . . . .                           | -114,844                           |                           |                         |                                                             |
|                                                                                                                                                                                   | b Gross sales price for all assets on line 6a . . . . .                                      | 0                                  |                           |                         |                                                             |
|                                                                                                                                                                                   | 7 Capital gain net income (from Part IV, line 2) . . . . .                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 8 Net short-term capital gain . . . . .                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 9 Income modifications . . . . .                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 10 a Gross sales less returns and allowances . . . . .                                       |                                    |                           |                         |                                                             |
| b Less Cost of goods sold . . . . .                                                                                                                                               |                                                                                              |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule) . . . . .                                                                                                                              |                                                                                              |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule) . . . . .                                                                                                                                       | 158,572                                                                                      | 129,125                            |                           | ATCH 3                  |                                                             |
| 12 Total. Add lines 1 through 11 . . . . .                                                                                                                                        | 4,594,898                                                                                    | 255,295                            |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                             | 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 schedule) ATCH 4 . . . . .                                         | 10,130                             | 5,065                     | 0                       | 5,065                                                       |
|                                                                                                                                                                                   | c Other professional fees (attach schedule) * . . . .                                        | 62,754                             | 62,754                    |                         |                                                             |
|                                                                                                                                                                                   | 17 Interest. ATTACHMENT 6 . . . . .                                                          | 25,771                             | 25,771                    |                         |                                                             |
|                                                                                                                                                                                   | 18 Taxes (attach schedule) (see page 14 of the instructions) * . . . .                       | 90,802                             | 102                       |                         |                                                             |
|                                                                                                                                                                                   | 19 Depreciation (attach schedule) and depletion . . . . .                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 20 Occupancy . . . . .                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 21 Travel, conferences, and meetings . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 22 Printing and publications . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 23 Other expenses (attach schedule) ATCH 8 . . . . .                                         | 142,661                            | 28,600                    | 0                       | 56,950                                                      |
|                                                                                                                                                                                   | 24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .            | 332,118                            | 122,292                   | 0                       | 62,015                                                      |
|                                                                                                                                                                                   | 25 Contributions, gifts, grants paid . . . . .                                               | 4,432,888                          |                           |                         | 4,432,888                                                   |
| 26 Total expenses and disbursements. Add lines 24 and 25 . . . . .                                                                                                                | 4,765,006                                                                                    | 122,292                            | 0                         | 4,494,903               |                                                             |
| 27 Subtract line 26 from line 12 . . . . .                                                                                                                                        | -170,108                                                                                     |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements . . . . .                                                                                                                     |                                                                                              | 133,003                            |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-) . . . . .                                                                                                                        |                                                                                              |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-) . . . . .                                                                                                                          |                                                                                              |                                    | -0-                       |                         |                                                             |

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PAGE 1

**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 |
| <b>Assets</b>                                                                                                    | 1 Cash - non-interest-bearing . . . . .                                                                                                   |                   |                |                       |
|                                                                                                                  | 2 Savings and temporary cash investments . . . . .                                                                                        | 19,324,517.       | 18,324,886.    | 18,324,886.           |
|                                                                                                                  | 3 Accounts receivable ▶<br>Less allowance for doubtful accounts ▶                                                                         |                   |                |                       |
|                                                                                                                  | 4 Pledges receivable ▶<br>Less allowance for doubtful accounts ▶                                                                          |                   |                |                       |
|                                                                                                                  | 5 Grants receivable . . . . .                                                                                                             |                   |                |                       |
|                                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)  |                   |                |                       |
|                                                                                                                  | 7 Other notes and loans receivable (attach schedule) ▶<br>Less allowance for doubtful accounts ▶                                          |                   |                |                       |
|                                                                                                                  | 8 Inventories for sale or use . . . . .                                                                                                   |                   |                |                       |
|                                                                                                                  | 9 Prepaid expenses and deferred charges . . . . .                                                                                         |                   |                |                       |
|                                                                                                                  | 10 a Investments - U S and state government obligations (attach schedule)                                                                 |                   |                |                       |
|                                                                                                                  | b Investments - corporate stock (attach schedule) <u>ATCH 9</u>                                                                           | 210,382.          | 251,341.       | 270,157.              |
|                                                                                                                  | c Investments - corporate bonds (attach schedule) . . . . .                                                                               |                   |                |                       |
|                                                                                                                  | 11 Investments - land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                                |                   |                |                       |
|                                                                                                                  | 12 Investments - mortgage loans . . . . .                                                                                                 |                   |                |                       |
|                                                                                                                  | 13 Investments - other (attach schedule) <u>ATCH 10</u>                                                                                   | 9,111,259.        | 9,150,925.     | 6,022,563.            |
|                                                                                                                  | 14 Land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                                              |                   |                |                       |
| 15 Other assets (describe ▶ <u>ATCH 11</u> )                                                                     | 348,000.                                                                                                                                  | 348,144.          | 480,144.       |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . . | 28,994,158.                                                                                                                               | 28,075,296.       | 25,097,750.    |                       |
| <b>Liabilities</b>                                                                                               | 17 Accounts payable and accrued expenses . . . . .                                                                                        |                   |                |                       |
|                                                                                                                  | 18 Grants payable . . . . .                                                                                                               |                   |                |                       |
|                                                                                                                  | 19 Deferred revenue . . . . .                                                                                                             |                   |                |                       |
|                                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons                                                               |                   |                |                       |
|                                                                                                                  | 21 Mortgages and other notes payable (attach schedule) . . . . .                                                                          |                   |                |                       |
|                                                                                                                  | 22 Other liabilities (describe ▶ <u>ATCH 12</u> )                                                                                         | 0.                | 108,838.       |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                  | 0.                                                                                                                                        | 108,838.          |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                               | <b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                                                                                                                  | 24 Unrestricted . . . . .                                                                                                                 |                   |                |                       |
|                                                                                                                  | 25 Temporarily restricted . . . . .                                                                                                       |                   |                |                       |
|                                                                                                                  | 26 Permanently restricted . . . . .                                                                                                       |                   |                |                       |
|                                                                                                                  | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>          |                   |                |                       |
|                                                                                                                  | 27 Capital stock, trust principal, or current funds . . . . .                                                                             | 28,994,158.       | 27,966,458.    |                       |
|                                                                                                                  | 28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                                |                   |                |                       |
|                                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                             |                   |                |                       |
|                                                                                                                  | 30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                   | 28,994,158.       | 27,966,458.    |                       |
|                                                                                                                  | 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .                                      | 28,994,158.       | 28,075,296.    |                       |

**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 | 28,994,158. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -170,108.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |             |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 28,824,050. |
| 5 Decreases not included in line 2 (itemize) ▶ <u>ATTACHMENT 13</u>                                                                                                    | 5 | 857,592.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 27,966,458. |

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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<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                     |  |                                              |                                      |                                  |
| <b>b</b>                                                                                                                           |  |                                              |                                      |                                  |
| <b>c</b>                                                                                                                           |  |                                              |                                      |                                  |
| <b>d</b>                                                                                                                           |  |                                              |                                      |                                  |
| <b>e</b>                                                                                                                           |  |                                              |                                      |                                  |

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

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

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

|                                                                                       |  |                                                                                                                                                                                                                                                                                                                                 |  |          |           |
|---------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|-----------|
| <b>2</b> Capital gain net income or (net capital loss) . . . . .                      |  | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> </div>                                                        |  | <b>2</b> | -114,844. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) |  | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br/>           If (loss), enter -0- in Part I, line 8.         </div> </div> |  | <b>3</b> |           |

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

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

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

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

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2008                                                                 | 13,341,906.                              | 25,782,621.                                  | 0.517477                                                    |
| 2007                                                                 | 3,337,916.                               | 24,126,231.                                  | 0.138352                                                    |
| 2006                                                                 | 2,447,840.                               | 24,807,930.                                  | 0.098672                                                    |
| 2005                                                                 | 2,223,494.                               | 21,748,692.                                  | 0.102236                                                    |
| 2004                                                                 | 2,603,140.                               | 17,376,281.                                  | 0.149810                                                    |

|                                                                                                                                                                                                 |          |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                  | <b>2</b> | 1.006547    |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . . | <b>3</b> | 0.201309    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                 | <b>4</b> | 23,385,109. |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                    | <b>5</b> | 4,707,633.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                   | <b>6</b> | 1,330.      |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                            | <b>7</b> | 4,708,963.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .                                                                                                                         | <b>8</b> | 4,494,903.  |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

|                                                                                                                                                                                                                                                |                     |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) |                     |          |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b _____                                                                                        |                     | 1 2,660. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                       |                     |          |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                    |                     | 2        |
| 3 Add lines 1 and 2                                                                                                                                                                                                                            |                     | 3 2,660. |
| 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 2,660. |
| 6 Credits/Payments                                                                                                                                                                                                                             |                     |          |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                            | 6a 5,700.           |          |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                          | 6b 0.               |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                          | 6c 90,000.          |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                                      | 6d                  |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                          | 7 95,700.           |          |
| 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                   |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                                   | 10 93,040.          |          |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax                                                                                                                                                                            | 11 93,040. Refunded |          |

**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?                                                                                                                                                                                 |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>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 |     | 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:<br>(1) On the foundation \$ _____ (2) On foundation managers \$ _____                                                                                                                                                                              |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____                                                                                                                                                                                                         |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                          |     | 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                                                                                                                            |     | X  |
| 4a 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?                                                                                                                                                                                                                                                                                      | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                      | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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                                                                                                                                           | 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 on page 27)? If "Yes," complete Part XIV                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                   |     | X  |

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

|    |                                                                                                                                                                                                        |    |   |   |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | 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 **ANDREA MAYES** Telephone no **847-480-4690**  
 Located at **555 SKOKIE BLVD., STE 555 NORTHBROOK, IL** ZIP + 4 **60062-2845**

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**

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |      |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                         | <input type="checkbox"/>                                            | 1b   |
| 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? If "Yes," list the years                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)                                                                                                                                                                        |                                                                     | 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?                                                                                                                                                                                                                                                                                                                                                                    | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |      |
| b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) |                                                                     | 3b X |
| 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 ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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 ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 14        |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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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 (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| ATTACHMENT 15                                               |                     | 56,940.          |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**Part IX-A** Summary of Direct Charitable Activities

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

**Part IX-B** Summary of Program-Related Investments (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments. See page 24 of the instructions                                           |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|          |                                                                                                                           |           |             |
|----------|---------------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:               |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                                           | <b>1a</b> | 206,693.    |
| <b>b</b> | Average of monthly cash balances                                                                                          | <b>1b</b> | 18,012,322. |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                   | <b>1c</b> | 5,522,212.  |
| <b>d</b> | Total (add lines 1a, b, and c)                                                                                            | <b>1d</b> | 23,741,227. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                 | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                      | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                              | <b>3</b>  | 23,741,227. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 356,118.    |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4                      | <b>5</b>  | 23,385,109. |
| <b>6</b> | Minimum investment return. Enter 5% of line 5                                                                             | <b>6</b>  | 1,169,255.  |

**Part XI** Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|           |                                                                                                    |           |            |
|-----------|----------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                      | <b>1</b>  | 1,169,255. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                             | <b>2a</b> | 2,660.     |
| <b>b</b>  | Income tax for 2009 (This does not include the tax from Part VI)                                   | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                | <b>2c</b> | 2,660.     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 1,166,595. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                          | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4                                                                                  | <b>5</b>  | 1,166,595. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                              | <b>6</b>  |            |
| <b>7</b>  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,166,595. |

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

|          |                                                                                                                                                                     |           |            |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | <b>1a</b> | 4,494,903. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                                  | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  | 0.         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                                |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> | 0.         |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | 0.         |
| <b>4</b> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                          | <b>4</b>  | 4,494,903. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | <b>5</b>  | N/A        |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                                      | <b>6</b>  | 4,494,903. |

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 1,166,595.  |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only . . . . .                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20 07, 20 06, 20 05 . . . . .                                                                                                                                |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2004 . . . . .                                                                                                                                                                | 1,739,710.    |                            |             |             |
| <b>b</b> From 2005 . . . . .                                                                                                                                                                | 1,147,513.    |                            |             |             |
| <b>c</b> From 2006 . . . . .                                                                                                                                                                | 1,229,026.    |                            |             |             |
| <b>d</b> From 2007 . . . . .                                                                                                                                                                | 2,153,218.    |                            |             |             |
| <b>e</b> From 2008 . . . . .                                                                                                                                                                | 12,062,287.   |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 18,331,754.   |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,494,903.                                                                                                            |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                     |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .                                                                             | 4,494,903.    | ATCH 16                    |             |             |
| <b>d</b> Applied to 2009 distributable amount . . . . .                                                                                                                                     |               |                            |             |             |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     | 1,166,595.    |                            |             | 1,166,595.  |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                          | 21,660,062.   |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               | 0.                         |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .                                                                                           |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                             |               |                            |             |             |
| <b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .                                                                |               |                            |             |             |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .                   |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                               | 573,115.      |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 21,086,947.   |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2005 . . . . .                                                                                                                                                         | 1,147,513.    |                            |             |             |
| <b>b</b> Excess from 2006 . . . . .                                                                                                                                                         | 1,229,026.    |                            |             |             |
| <b>c</b> Excess from 2007 . . . . .                                                                                                                                                         | 2,153,218.    |                            |             |             |
| <b>d</b> Excess from 2008 . . . . .                                                                                                                                                         | 12,062,287.   |                            |             |             |
| <b>e</b> Excess from 2009 . . . . .                                                                                                                                                         | 4,494,903.    |                            |             |             |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

CAROL HOGEL

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 9

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

N/A

**c** Any submission deadlines

N/A

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

N/A

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient                                          | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|----------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Name and address (home or business)                |                                                                                                           |                                |                                  |            |
| <b>a Paid during the year</b><br><br>ATTACHMENT 18 |                                                                                                           |                                |                                  |            |
| <b>Total.</b> . . . . .                            |                                                                                                           |                                | ▶ <b>3a</b>                      | 4,432,888. |
| <b>b Approved for future payment</b>               |                                                                                                           |                                |                                  |            |
| <b>Total.</b> . . . . .                            |                                                                                                           |                                | ▶ <b>3b</b>                      |            |

**Enter gross amounts unless otherwise indicated.**

| Enter gross amounts unless otherwise indicated.                   |                      | Unrelated business income |                       | Excluded by section 512, 513, or 514 |    | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|-------------------------------------------------------------------|----------------------|---------------------------|-----------------------|--------------------------------------|----|--------------------------------------------------------------------------------------|
|                                                                   | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code | (d)<br>Amount                        |    |                                                                                      |
| <b>1</b> Program service revenue                                  |                      |                           |                       |                                      |    |                                                                                      |
| a _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| b _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| c _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| d _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| e _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| f _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| g Fees and contracts from government agencies                     |                      |                           |                       |                                      |    |                                                                                      |
| <b>2</b> Membership dues and assessments . . . . .                |                      |                           |                       |                                      |    |                                                                                      |
| <b>3</b> Interest on savings and temporary cash investments       |                      |                           | 14                    | 67,879.                              |    |                                                                                      |
| <b>4</b> Dividends and interest from securities . . . . .         |                      |                           | 14                    | 58,291.                              |    |                                                                                      |
| <b>5</b> Net rental income or (loss) from real estate             |                      |                           |                       |                                      |    |                                                                                      |
| a Debt-financed property . . . . .                                |                      |                           |                       |                                      |    |                                                                                      |
| b Not debt-financed property . . . . .                            |                      |                           |                       |                                      |    |                                                                                      |
| <b>6</b> Net rental income or (loss) from personal property .     |                      |                           |                       |                                      |    |                                                                                      |
| <b>7</b> Other investment income . . . . .                        | 525990               | 29,447.                   | 14                    | 126,818.                             |    |                                                                                      |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |                      |                           | 18                    | -114,844.                            |    |                                                                                      |
| <b>9</b> Net income or (loss) from special events . . . . .       |                      |                           |                       |                                      |    |                                                                                      |
| <b>10</b> Gross profit or (loss) from sales of inventory . .      |                      |                           |                       |                                      |    |                                                                                      |
| <b>11</b> Other revenue: a _____                                  |                      |                           |                       |                                      |    |                                                                                      |
| b ROYALTIES _____                                                 |                      |                           | 15                    | 2,307.                               |    |                                                                                      |
| c _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| d _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| e _____                                                           |                      |                           |                       |                                      |    |                                                                                      |
| <b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .       |                      | 29,447.                   |                       | 140,451.                             |    |                                                                                      |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . . |                      |                           |                       |                                      | 13 | 169,898.                                                                             |

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

|                      |                                                                                                                                                                                                                                                                  |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Line No.</b><br>▼ | 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). (See page 29 of the instructions ) |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

NOT APPLICABLE

| 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?                                                                                                                                                 |  | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                            |  |     |    |
| (1) Cash                                                                                                                                                                                                                                                                                                                                                                                              |  |     | X  |
| (2) Other assets                                                                                                                                                                                                                                                                                                                                                                                      |  |     | X  |
| <b>b</b> Other transactions                                                                                                                                                                                                                                                                                                                                                                           |  |     |    |
| (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                            |  |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                      |  |     | X  |
| (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                                  |  |     | X  |
| (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                                        |  |     | X  |
| (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                          |  |     | X  |
| (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                                |  |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |  |     | X  |
| <b>d</b> 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. |  |     |    |

[illegible]

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

**b If "Yes," complete the following schedule**

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

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

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer's  
Use Only**

Preparer's  
signature

Firm's name (or yours if self-employed), address, and ZIP code

Date

11/10/10

Check if self-employed ☐

Preparer's identifying  
number (See **Signature** on  
page 30 of the instructions)  
P00630217

FIN ► 36-6055558

Phone no 312-856-0200

Form **990-PF** (2009)

**Schedule of Contributors**

OMB No 1545-0047

**2009**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

DUNARD FUND USA LTD

Employer identification number

98-0087034

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **DUNARD FUND USA LTD**Employer identification number  
**98-0087034****Part I** Contributors (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                            | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                 |
|------------|--------------------------------------------------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | <b>CONSOLIDATED ELECTRICAL DISTRIBUTORS</b><br><b>31356 VIA COLINAS</b><br><b>WESTLAKE VILLAGE, CA 91362</b> | \$ <b>3,625,000.</b>           | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
| 2          | <b>CAROL C. HOGEL</b><br><b>555 SKOKIE BLVD., SUITE 555</b><br><b>NORTHBROOK, IL 60062-2845</b>              | \$ <b>800,000.</b>             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |                                                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |



• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

|                                                                                            |                                                                                                                              |                                                     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Type or print<br><br>File by the extended due date for filing the return See instructions. | Name of Exempt Organization<br><b>DUNARD FUND USA LTD</b>                                                                    | Employer identification number<br><b>98-0087034</b> |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>555 SKOKIE BLVD., SUITE 555</b>                 | For IRS use only                                    |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>NORTHBROOK, IL 60062-2845</b> |                                                     |

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

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **ANDREA MAYES**

Telephone No **847 313-6472**

FAX No **847 480-4616**

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

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/2010**

5 For calendar year **2009**, or other tax year beginning ☐ and ending ☐

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

7 State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

|                                                                                                                                                                                                                                    |       |         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                                 | 8a \$ | 91,363. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b \$ | 91,363. |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions               | 8c \$ | 0.      |

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Robert Marshall** Title **CPA** Date **8/4/10**  
 GRANT THORNTON LLP  
 175 W. JACKSON BLVD. STE. 2000  
 CHICAGO, IL 60604

Form 8868 (Rev 4-2009)

Application for Extension of Time To File an  
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ X
  - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

Part I only ☐

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

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

|                                                                           |                                                                                         |                                |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------|
| Type or<br>print                                                          | Name of Exempt Organization                                                             | Employer identification number |
|                                                                           | DUNARD FUND USA LTD                                                                     | 98-0087034                     |
|                                                                           | Number, street, and room or suite no. If a P O box, see instructions                    |                                |
| File by the<br>due date for<br>filing your<br>return. See<br>instructions | 555 SKOKIE BLVD., SUITE 555                                                             |                                |
|                                                                           | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                |
|                                                                           | NORTHBROOK, IL 60062-2845                                                               |                                |

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

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

- The books are in the care of ► ANDREA MAYES

Telephone No ► 847 313-6472

FAX No ► 847 480-4616

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

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

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

|                                                                                                                                                                                                                       |    |           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                    | 3a | \$ 91,363 |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit                                               | 3b | \$ 5,000. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 3c | \$ 86,363 |

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

For Privacy Act and Paperwork Reduction Act Notice see Instructions.

Form 8868 (Rev. 4-2009)

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                             |                          |                                 |                                     | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|---------------------------------------------------------|--------------------------|---------------------------------|-------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                               | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj. basis |              | Gain<br>or<br>(loss) |           |
| -3,992.                                      |                                       | SHORT TERM GAINS FROM K-1<br>PROPERTY TYPE: OTHER<br>0. |                          |                                 |                                     | P            | VAR<br>-3,992.       | VAR       |
| -121,229.                                    |                                       | LONG TERM GAINS FROM K-1<br>PROPERTY TYPE: OTHER<br>0.  |                          |                                 |                                     | P            | VAR<br>-121,229.     | VAR       |
| 10,377.                                      |                                       | DISPOSAL OF K-1<br>PROPERTY TYPE: OTHER<br>0.           |                          |                                 |                                     | P            | VAR<br>10,377.       | VAR       |
| TOTAL GAIN (LOSS) .....                      |                                       | .....                                                   |                          |                                 |                                     |              | <u>-114,844.</u>     |           |

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| VARIOUS K-1S       | 67,879.                                           | 67,879.                              |
| TOTAL              | <u>67,879.</u>                                    | <u>67,879.</u>                       |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| VARIOUS K-1'S      | 17,904.                                           | 17,904.                              |
| NORTHERN TRUST     | 40,387.                                           | 40,387.                              |
| TOTAL              | <u>58,291.</u>                                    | <u>58,291.</u>                       |

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| ROYALTY INCOME                           | 2,307.                                  | 2,307.                      |
| EXCLUDE K-1 UNRELATED TRADE OR BUSINESS  |                                         | -29,447.                    |
| CUMBERLAND PARTNERS OTHER INCOME         | -42,596.                                | -42,596.                    |
| LYME FOREST FUND LP SECTION 1231 GAIN    | 10,058.                                 | 10,058.                     |
| LYME FOREST FUND RENTAL R/E ACTIVITIES   | 4,058.                                  | 4,058.                      |
| LYME FOREST FUND ORDINARY INCOME         | -23,243.                                | -23,243.                    |
| LYME NORTHERN FOREST FUND 1231 GAIN      | 161,692.                                | 161,692.                    |
| LYME NORTHERN FOREST FUND RENTAL R/E ACT | 717.                                    | 717.                        |
| LYME NORTHERN FOREST FUND ORDINARY INC   | -15,704.                                | -15,704.                    |
| LTC PARTNERS LP ORDINARY INCOME          | -2,338.                                 | -2,338.                     |
| LTC PARTNERS RENTAL R/E ACTIVITIES       | 358.                                    | 358.                        |
| LTC PARTNERS LP SECTION 1231 GAIN        | 10,387.                                 | 10,387.                     |
| ROUNDTABLE HEALTHCARE PTRS ORDINARY INC  | 103,058.                                | 103,058.                    |
| TINICUM CAPITAL PARTNERS II LP ORD INC   | -40,444.                                | -40,444.                    |
| TINICUM CAPITAL PARTNERS II RENTAL ACT   | -9,738.                                 | -9,738.                     |
| TOTALS                                   | 158,572.                                | 129,125.                    |

FORM 990PF, PART I - ACCOUNTING FEES

ATTACHMENT 4

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| GRANT THORNTON LLP | 10,130.                                           | 5,065.                               | 0.                                 | 5,065.                         |
| TOTALS             | <u>10,130.</u>                                    | <u>5,065.</u>                        | <u>0.</u>                          | <u>5,065.</u>                  |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|
| PORTFOLIO DEDUCTION FROM K-1'S | 61,504.                                           | 61,504.                              |
| INVESTMENT MANAGEMENT FEES     | 1,250.                                            | 1,250.                               |
| TOTALS                         | <u>62,754.</u>                                    | <u>62,754.</u>                       |



FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|-----------------------------|---------------------------------------------------|--------------------------------------|
| INTEREST EXPENSE FROM K-1'S | 25,771.                                           | 25,771.                              |
| TOTALS                      | <u>25,771.</u>                                    | <u>25,771.</u>                       |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| FOREIGN TAXES      | 102.                                              | 102.                                 |
| FEDERAL TAXES      | 90,700.                                           | 0.                                   |
| TOTALS             | <u>90,802.</u>                                    | <u>102.</u>                          |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|---------------------------|------------------------|
| OTHER DEDUCTIONS FROM K-1'S    | 23,345.                                 | 23,345.                     | 0.                        | 0.                     |
| NON-DEDUCTIBLE EXP. FROM K-1'S | 527.                                    | 0.                          | 0.                        | 0.                     |
| IL FILING FEES                 | 10.                                     | 0.                          | 0.                        | 10.                    |
| CHARITABLE CONTRIB FROM K-1'S  | 48.                                     | 0.                          | 0.                        | 0.                     |
| INVESTMENT PROPERTY INSURANCE  | 5,255.                                  | 5,255.                      | 0.                        | 0.                     |
| ADMINISTRATIVE SERVICE FEES    | 56,940.                                 | 0.                          | 0.                        | 56,940.                |
| COYOTE FLATS APPRAISAL FEES    | 8,000.                                  | 0.                          | 0.                        | 0.                     |
| COYOTE FLATS LEGAL FEES        | 32,227.                                 | 0.                          | 0.                        | 0.                     |
| COYOTE FLATS PROPERTY TAXES    | 16,284.                                 | 0.                          | 0.                        | 0.                     |
| COYOTE FLATS CA STATE TAX      | 25.                                     | 0.                          | 0.                        | 0.                     |
| TOTALS                         | 142,661.                                | 28,600.                     | 0.                        | 56,950.                |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

| <u>DESCRIPTION</u>            | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-------------------------------|---------------------------------|------------------------------|-----------------------|
| PEM HOLDINGS                  | 0.                              | 40,959.                      | 40,959.               |
| GS VINTAGE FUND V OFFSHORE LP | 210,382.                        | 210,382.                     | 229,198.              |
| TOTALS                        | <u>210,382.</u>                 | <u>251,341.</u>              | <u>270,157.</u>       |

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

| <u>DESCRIPTION</u>             | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| CUMBERLAND PARTNERS            | 1,668,622.                      | 1,657,406.                   | 2,094,650.            |
| COYOTE FLATS, INC.             | 4,426,353.                      | 4,369,817.                   | 475,000.              |
| THE LYME FOREST FUND LP        | 644,987.                        | 628,320.                     | 667,076.              |
| LYME NORTHERN FOREST FUND LP   | 416,200.                        | 240,980.                     | 218,701.              |
| LTC PARTNERS                   | 62,781.                         | 0.                           | 0.                    |
| ROUNDTABLE HEALTHCARE CAP PTRS | 576,475.                        | 984,593.                     | 985,033.              |
| TINICUM CAPITAL PARTNERS II LP | 1,315,841.                      | 1,269,809.                   | 1,582,103.            |
| TOTALS                         | <u>9,111,259.</u>               | <u>9,150,925.</u>            | <u>6,022,563.</u>     |

| <u>DESCRIPTION</u>  | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|---------------------|---------------------------------|------------------------------|-----------------------|
| MUSICAL INSTRUMENTS | 348,000.                        | 348,000.                     | 480,000.              |
| ACCRUED INTEREST    | 0.                              | 144.                         | 144.                  |
| TOTALS              | <u>348,000.</u>                 | <u>348,144.</u>              | <u>480,144.</u>       |

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 12

| <u>DESCRIPTION</u>                    | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> |
|---------------------------------------|---------------------------------|------------------------------|
| ACCOUNTS PAYABLE AND ACCRUED EXPENSES | 0.                              | 90,000.                      |
| SUSPENDED FUNDS                       | 0.                              | 18,838.                      |
| TOTALS                                | <u>0.</u>                       | <u>108,838.</u>              |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT  
UNREALIZED GAIN/(LOSS)

75,713.  
781,879.

TOTAL

857,592.



FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

| NAME AND ADDRESS                                                            | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|-----------------------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| CAROL HOGEL<br>555 SKOKIE BLVD., SUITE 555<br>NORTHBROOK, IL 60062-2845     | PRESIDENT/DIRECTOR/TREASURER<br>1.00                    | 0.           | 0.                                            | 0.                                      |
| DAVID BRADFORD<br>555 SKOKIE BLVD., SUITE 555<br>NORTHBROOK, IL 60062-2845  | SECRETARY<br>1.00                                       | 0.           | 0.                                            | 0.                                      |
| ANDREA MAYES<br>555 SKOKIE BLVD., SUITE 555<br>NORTHBROOK, IL 60062-2845    | ASSISTANT TREASURER<br>1.00                             | 0.           | 0.                                            | 0.                                      |
| ELISABETH HOGEL<br>555 SKOKIE BLVD., SUITE 555<br>NORTHBROOK, IL 60062-2845 | DIRECTOR<br>1.00                                        | 0.           | 0.                                            | 0.                                      |
| CATHERINE HOGEL<br>555 SKOKIE BLVD., SUITE 555<br>NORTHBROOK, IL 60062-2845 | DIRECTOR<br>1.00                                        | 0.           | 0.                                            | 0.                                      |
| GRAND TOTALS                                                                |                                                         | 0.           | 0.                                            | 0.                                      |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

| <u>NAME AND ADDRESS</u>                                                 | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|-------------------------------------------------------------------------|------------------------|---------------------|
| FOUNDATION SOURCE<br>501 SILVERSIDE RD, STE 123<br>WILMINGTON, DE 19809 | ADMINISTRATION         | 56,940.             |
| TOTAL COMPENSATION                                                      |                        | <u>56,940.</u>      |

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

PURSUANT TO REG. 53.4942(A)-3(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT CORPUS DISTRIBUTION, THE FOLLOWING UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REG. 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEARS:

TAX YEAR: 2004

AMOUNT: \$4,494,903

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |                | PURPOSE OF GRANT OR CONTRIBUTION  | AMOUNT   |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------|-----------------------------------|----------|
|                                                                                                |                                                                                  |                |                                   |          |
| THE METROPOLITAN OPERA<br>LINCOLN CENTER<br>NEW YORK, NY 10023                                 | N/A                                                                              | PUBLIC CHARITY | ANNUAL SUPPORT                    | 98,605.  |
| AMERICANS FOR OXFORD, INC<br>500 FIFTH AVENUE<br>32ND FLOOR<br>NEW YORK, NY 10110              | N/A                                                                              | PUBLIC CHARITY | ENDOWMENT                         | 500,000. |
| THE NEW SCHOOL<br>66 WEST 12TH STREET<br>NEW YORK, NY 10011                                    | N/A                                                                              | PUBLIC CHARITY | 10K ENDOWMENT, 7K GENERAL SUPPORT | 17,000   |
| CALARTS THEATER<br>631 WEST 2ND STREET<br>LOS ANGELES, CA 90012                                | N/A                                                                              | PUBLIC CHARITY | ANNUAL SUPPORT                    | 5,000.   |
| BEGINNING WITH CHILDREN FOUNDATION<br>575 LEXINGTON AVENUE<br>33RD FLOOR<br>NEW YORK, NY 10022 | N/A                                                                              | PUBLIC CHARITY | ANNUAL SUPPORT                    | 25,000.  |
| YALE UNIVERSITY<br>P O BOX 2038<br>NEW HAVEN, CT 06521                                         | N/A                                                                              | PUBLIC CHARITY | AF MUS STUDENT LIVING STIPENDS    | 10,000.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                          | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT     |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------|
| CALIFORNIA STATE UNIVERSITY<br>18111 NORDHOFF STREET<br>NORTHridge, CA 91330        | N/A<br>PUBLIC CHARITY                                                            | GENERAL SUPPORT                  | 10,000.    |
| LINCOLN CENTER FOR PERFORMING ARTS<br>70 LINCOLN CENTER PLAZA<br>NEW YORK, NY 10023 | N/A<br>PUBLIC CHARITY                                                            | GENERAL SUPPORT                  | 10,000.    |
| UNIVERSITY OF SOUTHERN CALIFORNIA<br>UNIVERSITY PARK<br>LOS ANGELES, CA 90089       | N/A<br>PUBLIC CHARITY                                                            | ENDOWMENT                        | 25,000.    |
| LOS ANGELES PHILHARMONIC<br>151 SOUTH GRAND AVENUE<br>LOS ANGELES, CA 90049         | N/A<br>PUBLIC CHARITY                                                            | ANNUAL SUPPORT                   | 790,000.   |
| THE COLBURN SCHOOL<br>200 S GRAND AVE<br>LOS ANGELES, CA 90012                      | N/A<br>PUBLIC CHARITY                                                            | OPERATING ENDOWMENT              | 2,123,200. |
| VIRGINIA OPERA ASSOCIATION, INC<br>P O BOX 2580<br>NORFOLK, VA 23501                | N/A<br>PUBLIC CHARITY                                                            | OPERATING ENDOWMENT              | 25,000     |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                        | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |                | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------|----------------------------------|---------|
|                                                                                                   |                                                                                  |                |                                  |         |
| LONG BEACH OPERA<br>509 PACIFIC AVE<br>LONG BEACH, CA 90802                                       | N/A                                                                              | PUBLIC CHARITY | ANNUAL SUPPORT                   | 5,000.  |
| ORANGE COUNTY PERFORMING ARTS<br>600 TOWN CENTER DR<br>COSTA MESA, CA 92626                       | N/A                                                                              | PUBLIC CHARITY | ANNUAL SUPPORT                   | 10,000. |
| NEW YORK CITY BALLET<br>NEW YORK STATE THEATER<br>20 LINCOLN CENTER<br>NEW YORK, NY 10025         | N/A                                                                              | PUBLIC CHARITY | OPERATING ENDOWMENT              | 10,000. |
| LOS ANGELES OPERA<br>135 N GRAND AVENUE<br>LOS ANGELES, CA 90012                                  | N/A                                                                              | PUBLIC CHARITY | ENDOWMENT                        | 125,000 |
| METROPOLITAN MUSEUM OF ART<br>1000 FIFTH AVE<br>NEW YORK, NY 10028                                | N/A                                                                              | PUBLIC CHARITY | ANNUAL SUPPORT                   | 15,033. |
| LOS ANGELES COUNTY MUSEUM OF ART (AKA MUSEUM ASSOC<br>5905 WILSHIRE BLVD<br>LOS ANGELES, CA 90036 | N/A                                                                              | PUBLIC CHARITY | OPERATING ENDOWMENT              | 4,050.  |

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                | AMOUNT     |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------|------------|
| AMERICAN FRIENDS OF MONTEVERDI CHOIR & ORCHESTRA<br>1000 N WEST STREET<br>WILMINGTON, DE 19801 | N/A<br>PUBLIC CHARITY                                                            | GENERAL SUPPORT                                                 | 50,000.    |
| USC THORNTON SCHOOL OF MUSIC<br>UNIVERSITY PARK<br>LOS ANGELES, CA 90089                       | N/A<br>PUBLIC CHARITY                                                            | GENERAL SUPPORT                                                 | 25,000     |
| MARLBORO SCHOOL OF MUSIC<br>1616 WALNUT STREET<br>SUITE 1600<br>PHILADELPHIA, PA 19103         | N/A<br>PUBLIC CHARITY                                                            | ANNUAL SUPPORT                                                  | 10,000     |
| LOS ANGELES PHILHARMONIC<br>151 SOUTH GRAND AVENUE<br>LOS ANGELES, CA 90049                    | N/A<br>PUBLIC CHARITY                                                            | 500K OPERATING ENDOWMENT, 40K BOARD OF DIRECTORS<br>ANNUAL FUND | 540,000    |
| TOTAL CONTRIBUTIONS PAID                                                                       |                                                                                  |                                                                 | 4,432,888. |



Dunard Fund USA, Ltd.

98-0087034

Tax Year Ending 12/31/2009

Excess Business Holding Statement

During the preparation of the Fund's 2009 return on form 990PF, the Fund determined that it had no excess business holding ("EBH") in S corporation, Coyote Flats, Inc. ("Coyote"), although the Fund owns 100% of Coyote. Private foundations are generally not permitted to hold more than a 20% interest in an unrelated business enterprise and they may be subject to an excise tax on the amount of any excess holdings. However, Coyote does not encompass the active conduct of a trade or business, including any activity that is regularly carried on for the production of income from the sale of goods or the performance of services, which is an unrelated trade or business, as Coyote's only activity is holding a parcel of land for investment purpose. Therefore, the Fund's interest in Coyote falls under Reg. §53.4943-10(c)(1) in that at least 95 percent of the gross income of Coyote is derived from passive sources. Under this circumstance, Coyote is not defined as a business enterprise, and therefore, the Fund does not have an EBH with respect to its interest in Coyote and as a result has no requirement to file form 4720, return of certain excise taxes for 2009.