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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

PALUCH FAMILY FOUNDATION  
C/O JOHN D MARSHALL

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

520 N HICKS RD

Room/suite

120

City or town state, and ZIP code

PALATINE IL 60067

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col. (c),  
line 16) ► \$ 1,058,098 (Part I, column (d) must be on cash basis)J Accounting method  Cash  Accrual  
 Other (specify)

A Employer identification number

36-7106905

B Telephone number (see instructions)

847-991-3150

C If exemption application is pending, check here ► D 1 Foreign organizations check here ► 2 Foreign organizations meeting the  
85% test, check here and attach computation ► E If private foundation status was terminated under  
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► 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 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)	36,235		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	13,325	13,325	
	5a Gross rents			
	5b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	3,861		
	6b Gross sales price for all assets on line 6a	87,878		
	7 Capital gain net income (from Part IV, line 2)		3,861	
	8 Net short-term capital gain			0
	9 Income modifications			
	10a Gross sales less returns & allowances			
Operating and Administrative Expenses	10b Less Cost of goods sold			
	10c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	53,421	17,186	0
	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) See Stmt 1	1,575	1,575	
	b Accounting fees (attach schedule) Stmt 2	480	480	
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings	169		169
	22 Printing and publications	250		250
	23 Other expenses (att sch)	15		15
	24 Total operating and administrative expenses. Add lines 13 through 23	2,489	2,055	434
	25 Contributions, gifts, grants paid	24,200		24,200
	26 Total expenses and disbursements. Add lines 24 and 25	26,689	2,055	24,634
	27 Subtract line 26 from line 12	26,732		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		15,131	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

DAA

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SCANNED 9/2012  
Operating and Administrative Expenses

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Assets	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	
			0	0	0	0	0	0
1	Cash—non-interest-bearing		7,345	9,735	9,735			
2	Savings and temporary cash investments		3,117	6,136	6,136			
3	Accounts receivable ►							
	Less allowance for doubtful accounts ►							
4	Pledges receivable ►							
	Less allowance for doubtful accounts ►							
5	Grants receivable							
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)							
7	Other notes and loans receivable (att schedule) ►		0					
	Less allowance for doubtful accounts ►							
8	Inventories for sale or use							
9	Prepaid expenses and deferred charges							
10a	Investments—U S and state government obligations (attach schedule)	Stmt 4						
b	Investments—corporate stock (attach schedule)	See Stmt 5						
c	Investments—corporate bonds (attach schedule)							
11	Investments—land, buildings, and equipment basis ►							
	Less accumulated depreciation (attach sch ) ►							
12	Investments—mortgage loans							
13	Investments—other (attach schedule)							
14	Land, buildings, and equipment basis ►							
	Less accumulated depreciation (attach sch ) ►							
15	Other assets (describe ►							
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	)						
			944,296	971,027	1,058,098			
Liabilities	17	Accounts payable and accrued expenses						
	18	Grants payable						
	19	Deferred revenue						
	20	Loans from officers, directors, trustees, and other disqualified persons						
	21	Mortgages and other notes payable (attach schedule)						
	22	Other liabilities (describe ►						
	23	<b>Total liabilities</b> (add lines 17 through 22)	)	0	0			
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>					
	25	Unrestricted						
	26	Temporarily restricted						
	27	Permanently restricted						
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>					
	29	Capital stock, trust principal, or current funds						
	30	Paid-in or capital surplus, or land, bldg , and equipment fund						
	31	Retained earnings, accumulated income, endowment, or other funds						
	30	<b>Total net assets or fund balances</b> (see instructions)		944,296	971,027			
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		944,296	971,027			
				944,296	971,027			

**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	944,296
2	Enter amount from Part I, line 27a	2	26,732
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	971,028
5	Decreases not included in line 2 (itemize) ► <b>See Statement 6</b>	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	971,027

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## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED W. BLAIR STMNT		P	Various	Various
b SEE ATTACHED W. BLAIR STMNT		P	Various	Various
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 10,359		9,769	590	
b 77,519		74,248	3,271	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				590
b				3,271
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	3,861
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	590

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	43,515	905,487	0.048057
2009	20,685	675,102	0.030640
2008	16,500	630,991	0.026149
2007	6,000	686,001	0.008746
2006	32,450	486,251	0.066735

2 Total of line 1, column (d) 2 0.180327

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.036065

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 1,088,472

5 Multiply line 4 by line 3 5 39,256

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 151

7 Add lines 5 and 6 7 39,407

8 Enter qualifying distributions from Part XII, line 4 8 24,634

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	303
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	303
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	303
<b>6 Credits/Payments</b>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	234
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	234
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	69
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	Refunded ►

**Part VII-A** Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	Yes	No
1b		X	
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1c		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	Yes	No
2		X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	Yes	No
5		X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	N/A	
II			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes	No
8b		X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X	

Stmt 7

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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 instructions) 11

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13

14 The books are in care of ► **JOHN D MARSHALL**  
**520 N HICKS RD STE 120**

Telephone no ► **847-991-3150**

IL

ZIP+4 ► **60067**

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

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ► 16

**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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)  Yes  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ►  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 2011? N/A 1c

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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No

If "Yes," list the years ► 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No

b If "Yes," did it have excess business holdings in 2011 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 2011) N/A 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a

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 2011? 4b

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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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53 4945-5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY L RAFFERTY 323 E KENMORE	ELMHURST IL 60126	TRUSTEE 1.00	0	0
MICHELLE PRECIN 641 S WILLIAMS	PALATINE IL 60067	TRUSTEE 0.25	0	0
ROSE ANN BIERNAT 817 DERBYSHIRE	PROSPECT HEIGHTS IL 60070	TRUSTEE 0.25	0	0

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

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

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

► 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**Total number of others receiving over \$50,000 for professional services** ►**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

**1 N/A****2****3****4****Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

**1 N/A****2**

All other program-related investments. See instructions

**3****Total. Add lines 1 through 3** ►Form **990-PF** (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,094,306
b	Average of monthly cash balances	1b	10,742
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,105,048
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,105,048
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	16,576
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,088,472
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	54,424

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

1	Minimum investment return from Part X, line 6	1	54,424
2a	Tax on investment income for 2011 from Part VI, line 5	2a	303
b	Income tax for 2011 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	303
3	Distributable amount before adjustments Subtract line 2c from line 1	3	54,121
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,121
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	54,121

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	24,634
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	24,634
b	Cash distribution test (attach the required schedule)	5	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	24,634
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

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**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				54,121
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	8,380			
b From 2007	133,689			
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	142,069			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 24,634				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				24,634
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	29,487			29,487
6 Enter the net total of each column as indicated below:	112,582			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	112,582			
10 Analysis of line 9				
a Excess from 2007	112,582			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008				
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
a	"Assets" alternative test—enter							
	(1) Value of all assets							
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test—enter							
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)							
	(3) Largest amount of support from an exempt organization							
	(4) Gross investment income							

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

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

**NONE**

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

**NONE**

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

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

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

**N/A**

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

**N/A**

c Any submission deadlines

**N/A**

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

**N/A**

## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CABRINI RETREAT CENTER 9480 GOLF ROAD DES PLAINES IL 60016		PUBLIC CHARI	GENERAL	250
DIOCESE OF JOLIET VOCATION 101 W. AIRPORT ROAD ROMEovILLE IL 60446	OFFICE	PUBLIC CHARI	GENERAL	7,500
MARILLAC SOCIAL CENTER 212 S. FRANCISCO AVE CHICAGO IL 60612		PUBLIC CHARI	GENERAL	7,700
DIOCESE OF ALEXANDRIA 4400 COLLISICM BLVD ALEXANDRIA LA 71306		PUBLIC CHARI	GENERAL	500
ST. MARY OF THE LAKE 1000 E. MAPLE AVE MUNDELEIN IL 60060		PUBLIC CHARI	GENERAL	5,000
NATIONAL CATHOLIC EDUCATIONAL 1005 N GLEBE RD #525 ARLINGTON VA 22201	ASSN	PUBLIC CHARI	GENERAL	750
ETV OF SOUTH CAROLINA 401 E KENNEDY ST STE B-1 SPARTANBURG SC 29302		PUBLIC CHARI	GENERAL	2,500
<b>Total</b>			► 3a	<b>24,200</b>
b Approved for future payment N/A				
<b>Total</b>			► 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)			0		17,186	0
13 Total. Add line 12, columns (b), (d), and (e)			13		17,186	0

See worksheet in line 13 instructions to verify calculations )

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the 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.

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

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

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

Yes  No

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

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

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

May the IRS discuss this return  
with the preparer shown below  
(see instructions)?  Yes  No

Sign  
Here

Mary L. Cofferty  
Signature of officer or trustee

4/7/12

Trustee

Paid Preparer	Print/Type preparer's name <b>John D Marshall</b>	Preparer's signature 	Date <b>03/23/12</b>	Check <input checked="" type="checkbox"/> if self-employed
Use Only	Firm's name ► <b>John Marshall</b>	PTIN <b>P01323986</b>	Firm's EIN ►	
	Firm's address ► <b>520 N Hicks Rd Ste 120 Palatine, IL 60067-3607</b>	Phone no <b>847-991-3150</b>		

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Form 990-PF (2011)

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 1,575	\$ 1,575	\$ 0	\$ 0
Total	\$ 1,575	\$ 1,575	\$ 0	\$ 0

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 480	\$ 480	\$ 0	\$ 0
Total	\$ 480	\$ 480	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$ 15	\$ 0	\$ 0	\$ 0
FILE FEES	\$ 15	\$ 0	\$ 0	\$ 0
Total	\$ 15	\$ 0	\$ 0	\$ 0

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36-7106905  
FYE: 12/31/2011

Federal Statements

3/23/2012 11:09 AM

**Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOVT. BONDS	\$ 0	\$ 50,490	Cost	\$ 70,295
Total	\$ 0	\$ 50,490		\$ 70,295

**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WILLIAM BLAIR	\$ 933,834	\$ 904,666	Cost	\$ 971,932
Total	\$ 933,834	\$ 904,666		\$ 971,932

**Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
ROUNDING ADJUSTMENT	\$ <u>                  </u> 1
Total	\$ <u>                  </u> 1

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36-7106905  
FYE: 12/31/2011

**Federal Statements**

3/23/2012 11:09 AM

**Statement 7 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors**

Name	Address	City, State, Zip
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Mary Rafferty	323 E. KENMORE	ELMHURST IL 60126
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36-7106905

FYE: 12/31/2011

3/23/2012 11:09 AM

## Federal Statements

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

Name of Manager	Amount
NONE	\$ _____
Total	\$ _____ 0

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

Name of Manager	Amount
NONE	\$ _____
Total	\$ _____ 0

156-71517-15 RR# 294

William Blair & Company, L.L.C.  
**PALUCH FAMILY FOUNDATION**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-11 Through 12-31-11*

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort or Accretion	Unit Price	Gain Or Loss		
								Proceeds	Short Term	Long Term
11-20-08	01-12-11	200	PROSHARES ULTRA S&P500 ETF	21.11	4,223		49.06	9,812		\$5,588.92
11-16-09	02-09-11	300	DUKE ENERGY CORPORATION (HOLDING COMPANY)	16.33	4,899		17.43	5,231		332.17
04-29-10	02-09-11	500	GENERAL ELECTRIC CO	19.53	9,769		20.71	10,359	589.86	
01-15-08	02-09-11	100	PROSHARES ULTRA QQQ ETF	83.56	8,336		90.62	9,062		705.53
11-20-08	02-09-11	200	PROSHARES ULTRA S&P500 ETF	21.11	4,223		51.78	10,356		6,133.01
01-15-08	02-14-11	100	PROSHARES ULTRA QQQ ETF	83.56	8,336		92.53	9,253		896.76
01-17-08	02-14-11	25	PROSHARES ULTRA QQQ ETF	79.66	1,991		92.53	2,313		321.57
01-17-08	04-07-11	100	PROSHARES ULTRA QQQ ETF	79.66	7,966		87.93	8,793		827.00
01-17-08	04-21-11	100	PROSHARES ULTRA QQQ ETF	79.66	7,966		91.97	9,197		1,230.99
11-20-08	04-28-11	100	PROSHARES ULTRA S&P500 ETF	21.11	2,111		54.97	5,497		3,385.15
07-11-01	06-15-11	300	CELERA CORPORATION	31.78	9,535		8.00	2,400		-7,135.00
10-24-01	06-15-11	400	CELERA CORPORATION	26.60	10,640		8.00	3,200		-7,440.00
11-12-03	06-15-11	300	CELERA CORPORATION	13.25	3,975		8.00	2,400		-1,575.00
TOTAL GAINS									589.86	19,421.10
TOTAL LOSSES									0.00	-16,150.00
TOTAL REALIZED GAIN/LOSS		84,017	0				87,878	\$89.86	3,271.10	

This report supplements but in no way supersedes your monthly statements, which are the official record of your account. We urge you to compare this report with your William Blair & Company (or other custodian) monthly statement to ensure that the funds or securities in each such statement are consistent. This information has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness, and should not be used for tax reporting purposes without

*William Blain & Company.*

Account Number: 156-71517-1-5-294

Account Name: MARY RAFFERTY & MICHELLE  
PRECIN & ROSE BIERNAT TEES  
PALUCH FAMILY FOUNDATION

## CLIENT STATEMENT

	<u>Current Month</u>	<u>Year to Date</u>	<u>Cash Balances</u>	<u>Current Month</u>	<u>1/30/11</u>
Taxable Dividends	2,325.95	13,292.33			
Taxable Interest	0.00	555.13			
Money Market Earnings	0.04	1.03			
<b>Total Income</b>	<b>2,325.99</b>				
				Total cash balance as of 12/31/10 was \$151.65	
					0.00

This summary presented for reference only. Please consult Form 1099 issued at year-end for tax reporting purposes.

## DETAIL

## Security Listing

<b>CASH</b>		1.00	333	50
WILLIAM BLAIR FUNDS	WBRXX	5,803.04	5,803	240
READY RESERVES FUND				16
<b>Total Cash &amp; Equivalents</b>		<b>6,136</b>		
<b>Equities &amp; Options</b>				
BANK OF AMERICA CORP	BAC	11.99	14,988	5,56
CHARLES SCHWAB CORP NEW	SCHW	19.87	19,873	11.26
CITIGROUP INC	C	400	54.92	21,971
COMCAST CORP NEW	CMCSA	1,000	21.22	21,228
GLOBAL TRADE CORP	GT			8,220
				/13,018

# William Blair & Company®

Account Number: 156-71517-1-5-294

Account Name: MARY RAFFERTY & MICHELLE  
PRECIN & ROSE BIERNAT TEES  
PALUCH FAMILY FOUNDATION

## CLIENT STATEMENT

### Security Listing - continued

<b>Equities &amp; Options</b>						
DUKE ENERGY CORPORATION (HOLDING COMPANY) NEW	DUK	700	14.35	10,050	22.00	15,400
EMC CORP-MASS	EMC	2,000	17.03	34,068	21.54	43,080
FASTENAL CO	FAST	550	9.16	5,041	43.61	23,986
GENERAL ELECTRIC CO	GE	2,000	14.45	28,910	17.91	35,820
GOLDMAN SACHS GROUP INC	GS	525	50.19	26,352	90.43	47,476
HEWLETT PACKARD CO	HPQ	900	38.25	34,426	25.76	23,184
ICF INTL INC	ICFI	1,400	24.56	34,384	24.78	34,692
ILLINOIS TOOL WORKS INC	ITW	400	51.36	20,547	46.71	18,684
INTEL CORP	INTC	1,500	21.79	32,689	24.25	36,375
INTERNATIONAL PAPER CO	IP	1,000	29.12	29,125	29.60	29,600
INTUIT INC	INTU	400	20.85	8,340	52.59	21,036
LIME ENERGY CO NEW	LIME	2,000	5.50	11,000	3.18	6,360
LOWES COMPANIES INC	LOW	800	25.62	20,501	25.38	20,304
MICRON TECHNOLOGY INC	MU	4,000	12.71	50,851	6.29	25,160
MICROSOFT CORP	MSFT	1,000	25.52	25,525	25.96	25,960
ORACLE CORP	ORCL	1,700	22.41	38,110	25.65	43,605
PFIZER INC	PFE	1,000	29.37	29,370	21.64	21,640
						(7,730)

# William Blain & Company®

Account Number: 156-71517-1-5-294

Account Name: MARY RAFFERTY & MICHELLE  
PRECIN & ROSE BIERNAT TTEES  
PALUCH FAMILY FOUNDATION

## CLIENT STATEMENT

### Security Listing - continued

[REDACTED]						
[REDACTED]						
<b>Equities &amp; Options</b>						
POWERSHARES QQQ TRUST SERIES 1	QQQ	1,400	49.76	69,676	55.83	78,162
PRICE T ROWE GROUP INC	TROW	700	34.49	24,146	56.95	39,865
PROSHARES ULTRA QQQ ETF	QLD	575	42.59	24,493	81.46	46,840
PROSHARES ULTRA S&P500 ETF	SSO	900	21.11	19,007	46.39	41,751
PROSHARES ULTRA SEMICONDUCTORS USD ETF		1,500	51.30	76,957	33.90	50,850
ROBERT HALF INTERNATIONAL INC	RHI	400	13.98	5,593	28.46	11,384
SMARTHEAT INC	HEAT	1,000	9.00	9,000	0.32	320
SPDR S&P 500 ETF TR UNIT SER I S&P DEPOSITORY RECEIPT	SPY	200	126.90	25,381	125.50	25,100
STARBUCKS CORP	SBUX	1,000	23.25	23,259	46.01	46,010
TEXAS INSTRUMENTS INC	TXN	400	31.38	12,552	29.11	11,644
TIME WARNER CABLE INC	TWC	167	67.30	11,239	63.57	10,616
TIME WARNER INC NEW	TWX	650	46.59	30,285	36.14	23,491
UNION PACIFIC CORP	UNP	300	31.41	9,424	105.94	31,782
VERISK ANALYTICS INC CLA	VRSK	500	27.25	13,625	40.13	20,065

# William Blain & Company®

Account Number: 156-71517-1-5-294

Account Name: MARY RAFFERTY & MICHELLE  
PRECIN & ROSE BIERNAT TRUSTS  
PALUCH FAMILY FOUNDATION

## CLIENT STATEMENT

### Security Listing - continued

[REDACTED]					
[REDACTED]					
<b>Equities &amp; Options</b>					
WALT DISNEY CO	DIS	400	21.84	8,737	37.50
<b>Foreign Equities</b>					
CARNIVAL CORP	CCL	275	38.93	10,708	32.64
COMMON PAIRED STOCK					
IFM INVESTMENTS LIMITED	CTC	2,200	5.96	13,125	0.30
ADS					
<b>Total Equities &amp; Options</b>			904,666	971,932	67,286
[REDACTED]					
<b>Government Bonds</b>					
UNITED STATES TREASURY BOND	912810QF8	50,000	100.97	50,490	134.20
30 YR INFLATION INDEX					
DATED DATE 02/18/10					
BOOK ENTRY ONLY					
ORIGINAL ISSUE DISCOUNT					
DUE 02/15/2040 2.125% FA	15				
ADJUSTED AMOUNT =	52,382				
INFLATION RATIO =	1.04764				
<b>Total Taxable Bonds</b>			50,000	50,490	70,295
<b>Totals for the Account</b>			955,156	1,048,363	19,805
					1,113
					16,306

The security listing may contain unpriced positions (denoted by N/A) due to unavailable price information. Please contact your financial advisor if you need further information. The cost information contained herein has not been verified for accuracy. Total values may not be the exact sum of the individual parts due to rounding. Please refer to your original trade confirmations to verify your cost for tax purposes. Results that cannot be calculated because of insufficient data are not included in summary or total value calculations.