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Form 990-PF

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

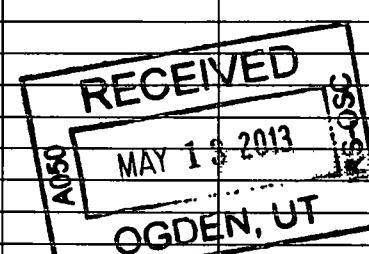
, and ending

<p>Name of foundation PALUCH FAMILY FOUNDATION C/O JOHN D MARSHALL</p> <p>Number and street (or P O box number if mail is not delivered to street address) 520 N HICKS RD</p> <p>City or town state, and ZIP code PALATINE IL 60067</p>		<p>A Employer identification number 36-7106905</p> <p>B Telephone number (see instructions) 847-991-3150</p>							
<p>G Check all that apply</p> <table style="margin-left: 20px; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>	
<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								
<p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>									
<p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,246,450 (Part I, column (d) must be on cash basis.)</p>		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)</p>							
<p>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))</p>		<p>(a) Revenue and expenses per books</p>	<p>(b) Net investment income</p>	<p>(c) Adjusted net income</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p>				
<p>1 Contributions, gifts, grants, etc., received (attach schedule)</p>		44,380							
<p>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</p>									
<p>3 Interest on savings and temporary cash investments</p>									
<p>4 Dividends and interest from securities</p>		21,265	21,265						
<p>5a Gross rents</p>									
<p>b Net rental income or (loss)</p>									
<p>6a Net gain or (loss) from sale of assets not on line 10</p>		69,673							
<p>b Gross sales price for all assets on line 6a</p>		209,087							
<p>7 Capital gain net income (from Part IV, line 2)</p>			69,673						
<p>8 Net short-term capital gain</p>				0					
<p>9 Income modifications</p>									
<p>10a Gross sales less returns and allowances</p>									
<p>b Less Cost of goods sold</p>									
<p>c Gross profit or (loss) (attach schedule)</p>									
<p>11 Other income (attach schedule)</p>									
<p>12 Total. Add lines 1 through 11</p>		135,318	90,938	0					
<p>Operating and Administrative Expenses</p>									
<p>13 Compensation of officers, directors, trustees, etc</p>		0							
<p>14 Other employee salaries and wages</p>									
<p>15 Pension plans, employee benefits</p>									
<p>16a Legal fees (attach schedule) See Stmt 1</p>		2,790	2,790						
<p>b Accounting fees (attach schedule) Stmt 2</p>		984	984						
<p>c Other professional fees (attach schedule)</p>									
<p>17 Interest</p>									
<p>18 Taxes (attach schedule) (see instructions) Stmt 3</p>		1,000							
<p>19 Depreciation (attach schedule) and depletion</p>									
<p>20 Occupancy</p>									
<p>21 Travel, conferences, and meetings</p>									
<p>22 Printing and publications</p>									
<p>23 Other expenses (att sch) Stmt 4</p>		54	39	15					
<p>24 Total operating and administrative expenses.</p>		4,828	3,813	0	15				
<p>Add lines 13 through 23</p>		23,100			23,100				
<p>25 Contributions, gifts, grants paid</p>		27,928	3,813	0	23,115				
<p>26 Total expenses and disbursements. Add lines 24 and 25</p>		107,390							
<p>27 Subtract line 26 from line 12</p>									
<p>a Excess of revenue over expenses and disbursements</p>									
<p>b Net investment income (if negative, enter -0-)</p>			87,125						
<p>c Adjusted net income (if negative, enter -0-)</p>				0					

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012) **PALUCH FAMILY FOUNDATION**

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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
1	Cash – non-interest-bearing		9,735	5,502	5,502
2	Savings and temporary cash investments		6,136	28,298	28,298
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) ►				
	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 5	50,490	50,490	78,520
b	Investments – corporate stock (attach schedule)	See Stmt 6	904,666	994,126	1,134,130
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	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I))	971,027	1,078,416	1,246,450
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 ►))	0	0
Net Assets or Fund Balances	23	Total Liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		971,027	1,078,416
	30	Total net assets or fund balances (see instructions)		971,027	1,078,416
	31	Total liabilities and net assets/fund balances (see instructions)		971,027	1,078,416

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	971,027
2	Enter amount from Part I, line 27a	2	107,390
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,078,417
5	Decreases not included in line 2 (itemize) ► See Statement 7	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	1,078,416

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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 WM BLAIR			P	12/03/12	12/26/12
b SEE ATTACHED WM BLAIR			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 15,899		13,833	2,066		
b 193,188		125,581	67,607		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					2,066
b					67,607
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		69,673
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		2,066

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))
2011	24,634	1,088,472	0.022632
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

2 Total of line 1, column (d)

2 0.1362243 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 0.027245**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 1,177,618

5 Multiply line 4 by line 3

5 32,084

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

6 871

7 Add lines 5 and 6

7 32,955

8 Enter qualifying distributions from Part XII, line 4

8 23,115If 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 2 3 4 5	1,743 0 1,743 0 1,743
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,831
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	3,831
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	2,088
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	2,088	Refunded
		11	

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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c	Did the foundation file Form 1120-POL for this year?	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	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? 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 • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? 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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Stmt 8

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

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**

- Located at ► **PALATINE**
- 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 2012, 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 **X**

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)? **N/A**
- Organizations relying on a current notice regarding disaster assistance check here ►
- c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? **N/A**
- 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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**
- 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 2012 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 2012) **N/A**
- 3b **3b**
- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** **X**
- b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? **4b** **X**

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here **N/A**
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870 **6b** Yes No **X**
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No **N/A**

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

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

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

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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 instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see 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		►

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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	1,184,499
b	Average of monthly cash balances	1b	11,052
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,195,551
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	1,195,551
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,933
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,177,618
6	Minimum investment return. Enter 5% of line 5	6	58,881

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	58,881
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,743
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,743
3	Distributable amount before adjustments Subtract line 2c from line 1	3	57,138
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	57,138
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	57,138

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	23,115
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	23,115
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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	23,115
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Form 990-PF (2012)

Form 990-PF (2012) **PALUCH FAMILY FOUNDATION****36-7106905**Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				57,138
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	112,582			
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	112,582			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 23,115				
a Applied to 2011, 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 2012 distributable amount				23,115
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	34,023			34,023
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	78,559			
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 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	78,559			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
a	"Assets" alternative test – enter							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test – enter							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see 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 or e-mail 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				
MARILLAC SOCIAL CENTER 212 S. FRANCISCO AVE CHICAGO IL 60612		PUBLIC CHARI	GENERAL	100
ST. MARY OF THE LAKE 1000 E. MAPLE AVE MUNDELEIN IL 60060		PUBLIC CHARI	GENERAL	4,500
NATIONAL CATHOLIC EDUCATIONAL ASSN 1005 N GLEBE RD #525 ARLINGTON VA 22201		PUBLIC CHARI	GENERAL	1,000
ARUSI NETWORK, INC P O BOX 907 MATTESON IL 60443		PUBLIC CHARI	GENERAL	7,500
KIDS CAFE GCFD 4100 W ANN LURIE PL CHICAGO IL 60632		PUBLIC CHARI	GENERAL	7,500
CATHOLIC CAMPUS MINISTRY 1118 PENDLETON ST STE 300 CINCINNATI OH 45202		PUBLIC CHARI	GENERAL	1,500
ST JOSEPH COLLEGE SEMINARY 1120 WEST LOYOLA AVE CHICAGO IL 60626		PUBLIC CHARI	GENERAL	1,000
Total			► 3a	23,100
b Approved for future payment				
N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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		90,938	0
13	Total Add line 12, columns (b), (d), and (e)				13	90,938

(See worksheet in line 13 instructions to verify calculations)

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

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

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.

- 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. Rafferty

15/1/13

► Trustee

Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed
Paid Preparer Use Only	John D Marshall		04/19/13	
	Firm's name ►	John Marshall	PTIN	P01323986
	Firm's address ►	520 N Hicks Rd Ste 120 Palatine, IL 60067-3607	Firm's EIN ►	
Phone no	847-991-3150			

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

156-71517-15 RR# 294

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort or Accretion	Unit Price	Proceeds	Gain or Loss		
									Short Term	Long Term	
01-17-08	02-08-12	100	PROSHARES ULTRA QQQ ETF	79.66	7,966		99.99	9,999			2,032.81
01-17-08	03-02-12	75	PROSHARES ULTRA QQQ ETF	79.66	5,975		108.62	8,147			2,171.76
12-15-08	03-13-12	50	PROSHARES ULTRA QQQ ETF	26.37	1,318		110.51	5,525			4,206.69
12-04-00	03-13-12	100	POWERSHARES QQQ TRUST SERIES I	64.17	6,417		64.71	6,471			53.23
12-15-08	04-02-12	50	PROSHARES ULTRA QQQ ETF	26.37	1,318		119.68	5,984			4,665.50
11-20-08	04-02-12	100	PROSHARES ULTRA S&P500 ETF	21.11	2,111		58.48	5,848			3,736.97
01-27-10	05-03-12	0	***IFM INVESTMENTS LTD ADR	21.00	6		1.07	0			-6.49
11-16-09	07-16-12	0	DUKE ENERGY CORPORATION HOLDING COMPANY NE	48.99	16		65.96	21			5.65
12-15-08	08-28-12	100	PROSHARES ULTRA QQQ ETF	13.18	1,318		59.41	5,941			4,622.45
12-15-08	09-06-12	100	PROSHARES ULTRA QQQ ETF	13.18	1,318		60.97	6,097			4,778.15
11-20-08	09-07-12	100	PROSHARES ULTRA S&P500 ETF	21.11	2,111		59.97	5,997			3,885.12
11-20-08	09-13-12	100	PROSHARES ULTRA S&P500 ETF	21.11	2,111		60.97	6,097			3,985.12
12-15-08	09-14-12	100	PROSHARES ULTRA QQQ ETF	13.18	1,318		61.97	6,197			4,878.14
12-15-08	10-01-12	100	PROSHARES ULTRA QQQ ETF	13.18	1,318		60.05	6,005			4,686.45
11-20-08	10-01-12	100	PROSHARES ULTRA S&P500 ETF	21.11	2,111		61.03	6,103			3,991.42
03-30-04	10-09-12	125	FASTENAL CO	13.13	1,641		41.76	5,220			3,578.75
12-04-00	10-09-12	175	POWERSHARES QQQ TRUST SERIES I	64.17	11,231		66.08	11,564			333.40
12-14-06	10-25-12	400	LOWES COMPANIES INC	31.19	12,476		31.35	12,540			64.91
09-27-10	10-25-12	500	VERISK ANALYTICS INC CL A	27.25	13,525		45.72	22,860			9,235.23

The information herein has been taken from sources we believe to be reliable and is presented without representation as to accuracy or completeness. Prices and amounts shown should not be used for tax reporting purposes without verification from original transaction confirmations.

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

156-71517-15 RR#: 294

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Unit Price	Proceeds	Short Term	Long Term	Gain Or Loss
12-04-00	10-25-12	125	POWERSHARES QQQ TRUST SERIES I	64.17	8,022		64.41	8,052		29.83	
11-13-06	10-25-12	50	POWERSHARES QQQ TRUST SERIES I	43.76	2,188		64.41	3,220		1,032.84	
02-06-07	10-25-12	250	POWERSHARES QQQ TRUST SERIES I	44.73	11,184		64.41	16,104		4,919.71	
03-07-08	12-24-12	500	COMPUWARE CORP	21.33	10,668		10.64	5,324		-1,143.88	
03-07-08	12-26-12	500	COMPUWARE CORP	21.33	10,668		10.68	5,344		-5,23.88	
11-20-08	12-26-12	100	GOLDMAN SACHS GROUP INC	50.19	5,019		126.28	12,628		7,609.47	
12-03-12	12-26-12	350	POLYPORE INTERNATIONAL INC	39.52	13,833		45.42	15,899		2,066.65	
11-20-08	12-26-12	100	PROSHARES ULTRA S&P500 ETF	21.11	2,111		58.89	5,889		3,777.12	
TOTAL GAINS									2,066.65	78,280.75	
TOTAL LOSSES									0.00	-10,674.25	
TOTAL REALIZED GAIN/LOSS		69,673			139,414	0		209,067	2,066.65	67,606.50	

The information herein has been taken from sources we believe to be reliable and is presented without representation as to accuracy or completeness. Prices and amounts shown should not be used for tax reporting purposes without verification from original transaction confirmations.

MPALFAMFOUN PALUCH FAMILY FOUNDATION
36-7106905
FYE: 12/31/2012

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 2,790	\$ 2,790	\$ 0	\$ 0
Total	\$ 2,790	\$ 2,790	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 984	\$ 984	\$ 0	\$ 0
Total	\$ 984	\$ 984	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	\$ 1,000	\$ 0	\$ 0	\$ 0
Total	\$ 1,000	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
POSTAGE		19	19	
WIRE FEE		20	20	
FILING FEES		15	15	
Total	\$ 54	\$ 39	\$ 0	\$ 15

MPALFAMFOUN PALUCH FAMILY FOUNDATION
36-7106905
FYE: 12/31/2012

Federal Statements

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Statement 5 - 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	\$ 50,490	\$ 50,490	Cost	\$ 78,520
Total	\$ 50,490	\$ 50,490		\$ 78,520

Statement 6 - 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	\$ 904,666	\$ 994,126	Cost	\$ 1,134,130
Total	\$ 904,666	\$ 994,126		\$ 1,134,130

Federal Statements**Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
ROUNDING ADJUSTMENT	\$ 1
Total	\$ 1

MPALFAMFOUN PALUCH FAMILY FOUNDATION
36-7106905
FYE: 12/31/2012

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Federal Statements

Statement 8 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name _____ Address _____ City, State, Zip _____

PALUCH INVSTMNT, ILL PTRN
C/O M. PRECIN 641 S WILLIAMS AVE
PALATINE IL 60074

MPALFAMFOUN PALUCH FAMILY FOUNDATION

36-7106905

FYE: 12/31/2012

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Federal Statements

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

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

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

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

MPALFAMFOUN PALUCH FAMILY FOUNDATION

36-7106905

FYE: 12/31/2012

Federal Statements

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Direct Public Support

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
BANQUET	17,380	
PALUCH INVT, ILL GENL PARTNERSHIP	27,000	
Total	<u>44,380</u>	<u>0</u>

Federal Statements

FYE: 12/31/2012

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
WILLIAM BLAIR	\$ 21,265			14	
Total	\$ 21,265				

William Blair

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

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>11/30/12</u>
Taxable Dividends	5,795.66	19,990.08			
Taxable Interest	0.00	1,119.88			
Money Market Earnings	0.05	0.66			
Total Income	5,795.71				21,110.62
					Total cash balance as of 12/31/11 was \$332.54

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

DETAIL

Security Listing

William Blair

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

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

Client Statement

Security Listing - continued

Equities & Options						
DUKE ENERGY CORPORATION	DUK	233	43.06	10,034	63.80	14,865
HOLDING COMPANY NEW						4,831
EMC CORP-MASS	EMC	2,000	17.03	34,068	25.30	50,600
FASTENAL CO	FAST	425	8.00	3,400	46.69	19,843
GENERAL ELECTRIC CO	GE	2,000	14.45	28,910	20.99	41,980
GOLDMAN SACHS GROUP INC	GS	425	50.19	21,332	127.56	54,213
HEWLETT PACKARD CO	HPQ	900	38.25	34,426	14.25	12,625
ICF INTL INC	ICFI	1,400	24.56	34,384	23.44	32,816
ILLINOIS TOOL WORKS INC	ITW	400	51.36	20,547	60.81	24,324
INTEL CORP	INTC	1,500	21.79	32,689	20.62	30,930
IP	IP	1,000	29.12	29,125	39.84	39,840
INTUIT INC	INTU	400	20.85	8,340	59.48	23,780
LIME ENERGY CO NEW	LIME	5,000	2.93	14,660	0.58	2,900
LOWES COMPANIES INC	LOW	400	20.06	8,025	35.52	14,208
MICRON TECHNOLOGY INC	MU	4,750	11.86	56,367	6.34	30,115
MICROSOFT CORP	MSFT	1,000	25.52	25,525	26.71	26,709
MONROE CAPITAL CORPORATION COMMON STOCK	MRCC	4,000	15.00	60,000	14.90	59,600
ORACLE CORP	ORCL	1,700	22.41	38,110	33.32	56,644

William Blair

Security Listing - continued

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

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

Client Statement

Equities & Options						
PFIZER INC	PFE	1,000	29.37	29,370	25.08	25,079
POWERSHARES QQQ TRUST	QQQ	700	43.76	30,632	65.13	45,591
SERIES 1						22,209
PRICE T ROWE GROUP INC	TROW	850	38.98	33,140	65.12	55,349
PROSHARES TR	TBF	1,500	31.65	47,481	29.38	44,070
SHORT 20+ YR TREASURY		200	13.18	2,638	54.81	10,962
PROSHARES ULTRA QQQ	QJD					8,324
PROSHARES ULTRA S&P500	SSO	400	21.11	8,448	60.35	24,140
ETF						15,602
PROSHARES ULTRA S&P500	SSO	1,500	51.30	76,957	30.25	45,375
ETF						(31,582)
PROSHARES ULTRA SEMICONDUCTORS	USD					345
ETF						240
ROBERT HALF INTERNATIONAL INC	RHI	400	13.98	5,593	31.82	12,728
SMARTHEAT INC	HEAT	100	90.00	9,000	0.40	40
SPDR S&P 500 ETF TR	SPY	200	126.90	25,381	142.41	28,482
UNIT SER I S&P DEPOSITORY						3,101
RECEIPT						621
STARBUCKS CORP	SBUX	1,000	23.25	23,259	52.63	53,630
TEXAS INSTRUMENTS INCORPORATED	TXN	400	31.38	12,552	30.89	12,356
TIME WARNER CABLE INC	TWC	167	67.30	11,239	97.19	16,231
TIME WARNER INC	TWX	650	46.59	30,285	47.83	31,090
						805
						678
						336
						374
						678
						960

William Blair

Account Number: 156-71517-1-5-294
Account Name: MARY RAFFERTY &
PRECIN & BOSE B

MARY RAFFERTY & MICHELLE
PRECIN & ROSE BERNAT TTEES
PALUCH FAMILY FOUNDATION

Client Statement

Security Listing - continued

P890: 5

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REV 01/2012

Simplifying Percent 12/01/12 TO 12/31/12

William Blair

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

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

Client Statement

Security Listing - continued

Totals for the Account

1,044,516

1,238,899

166,034

25,383

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.

Trades Pending Settlement

01/04/13 PROSHARES TR
SHORT 20+ YR TREASURY

12/31/12 YOU BOUGHT

750

29.0900

(22,117.50)

Investment Activity

12/08/12	POLYPORE INTERNATIONAL INC WE MAKE A MKT IN THIS SECURITY AVG PRICE SHOWN-DETAILS ON REQ	PPO	12/03/12	YOU BOUGHT	350	38.9514	(13,633.00)
12/28/12	COMPUWARE CORP WE MAKE A MKT IN THIS SECURITY	CPWR	12/24/12	YOU SOLD	(500)	10.9500	5,324.87
12/31/12	COMPUWARE CORP WE MAKE A MKT IN THIS SECURITY	CPWR	12/26/12	YOU SOLD	(500)	10.9900	5,344.87
12/31/12	GOLDMAN SACHS GROUP INC WE MAKE A MKT IN THIS SECURITY	GS	12/26/12	YOU SOLD	(100)	127.3200	12,628.87
12/31/12	POLYPORE INTERNATIONAL INC WE MAKE A MKT IN THIS SECURITY AVG PRICE SHOWN-DETAILS ON REQ	PPO	12/26/12	YOU SOLD	(350)	46.2942	15,899.65