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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 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)

Room/suite

120

520 N HICKS RD

City or town, state or province, country, and ZIP or foreign postal 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) ► \$ **1,620,202**J Accounting method Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

36-7106905

B Telephone number (see instructions)

847-991-3150C 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)

1 Contributions, gifts, grants, etc., received (attach schedule)	46,787			
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	31,917	31,917		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	62,180			
b Gross sales price for all assets on line 6a	280,183			
7 Capital gain net income (from Part IV, line 2)		62,180		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	140,884	94,097	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	2,610	2,610		
b Accounting fees (attach schedule) Stmt 2	714	714		
c Other professional fees (attach schedule)				
17 Interest RECEIVED				
18 Taxes (attach schedule) (see instructions) Stmt 3	2,900			
19 Depreciation (attach schedule) and depletion				
20 Occupancy 100 FEB 28 2014				
21 Travel, conferences, and meetings				
22 Printing and publications	150	150		
23 Other expenses (all sch) IRSO-OSC Stmt 4	276	261		15
24 Total operating and administrative expenses.				
Add lines 13 through 23	6,650	3,735	0	15
25 Contributions, gifts, grants paid	58,933			58,933
26 Total expenses and disbursements. Add lines 24 and 25	65,583	3,735	0	58,948
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	75,301			
b Net investment income (if negative, enter -0-)		90,362		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2013)SCANNED MAR 06 2014
Operating and Administrative Expenses

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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
	1 Cash – non-interest-bearing		5,502	15,556	15,556
	2 Savings and temporary cash investments		28,298	9,427	9,427
	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 5	50,490	30,294	36,426
	b Investments – corporate stock (attach schedule)	See Stmt 6	994,126	1,098,441	1,558,793
	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)			1,078,416	1,153,718
					1,620,202
	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
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,078,416	1,153,718	
	30 Total net assets or fund balances (see instructions)		1,078,416	1,153,718	
	31 Total liabilities and net assets/fund balances (see instructions)		1,078,416	1,153,718	

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	1,078,416
2 Enter amount from Part I, line 27a	2	75,301
3 Other increases not included in line 2 (itemize) ► See Statement 7	3	1
4 Add lines 1, 2, and 3	4	1,153,718
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,153,718

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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	Various	Various
b SEE ATTACHED WM BLAIR			P	Various	Various
c MERRILL LYNCH LITIGATION SETTLEMENT			P	Various	03/13/13
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 25,402		22,549	2,853		
b 254,767		195,454	59,313		
c 14			14		
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	(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			2,853		
b			59,313		
c			14		
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	62,180	
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	2,853	

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))
2012	23,115	1,177,618	0.019629
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

2 Total of line 1, column (d)

2 **0.147107**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 years3 **0.029421**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 **1,424,391**

5 Multiply line 4 by line 3

5 **41,907**

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

6 **904**

7 Add lines 5 and 6

7 **42,811**

8 Enter qualifying distributions from Part XII, line 4

8 **58,948**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 2 3 4 5	904
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		0
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
3	Add lines 1 and 2		904
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	904	
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,088	
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 2,088	
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 1,184	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	1,184	
		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?	1a 1b 1c	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		X
c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (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	2 N/A	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► JOHN D MARSHALL 520 N HICKS RD STE 120	Telephone no ► 847-991-3150	
	Located at ► PALATINE	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	<input type="checkbox"/>
16	At any time during calendar year 2013, 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	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 20 20 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2013?	4a <input checked="" type="checkbox"/> X 4b <input checked="" type="checkbox"/> X	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 BERNAT 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**Form **990-PF** (2013)

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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	1,435,999
b	Average of monthly cash balances	1b	10,083
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,446,082
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	1,446,082
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	21,691
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,424,391
6	Minimum investment return. Enter 5% of line 5	6	71,220

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	71,220
2a	Tax on investment income for 2013 from Part VI, line 5	2a	904
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	904
3	Distributable amount before adjustments Subtract line 2c from line 1	3	70,316
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	70,316
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	70,316

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	58,948
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	58,948
b	Cash distribution test (attach the required schedule)	5	904
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	58,044
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	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

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	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				70,316
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20_____, 20_____, 20_____,				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 58,948				
a Applied to 2012, 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 2013 distributable amount				58,948
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
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 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				11,368
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling ►

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

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 address 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

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- 5 / 5

N/A

Form 990-PF (2013) **PALUCH FAMILY FOUNDATION****36-7106905**

Page 11

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	500
MUNDELEIN SEMINARY 1000 E. MAPLE AVE MUNDELEIN IL 60060		PUBLIC CHARI	GENERAL	13,433
MISERICORDIA 6300 N RIDGE CHICAGO IL 60660		PUBLIC CHARI	GENERAL	1,000
ST JOSEPH COLLEGE SEMINARY 1120 WEST LOYOLA AVE CHICAGO IL 60626		PUBLIC CHARI	GENERAL	6,000
ARCHDIOCESE OF CHICAGO 835 N RUSH ST CHICAGO IL 60611		PUBLIC CHAR	GENERAL	7,500
CABRINI RETREAT HOUSE 9430 GOLF RD DES PLAINES IL 60016		PUBLIC CHAR	GENERAL	4,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN COURT GENEVA IL 60134		PUBLIC CHAR	GENERAL	10,000
JOURNEYS FROM PADS TO HOPE 1140 E NORTHWEST HSY PALATINE IL 60074		PUBLIC CHAR	GENERAL	10,000
ST JUDE CHILDRENS HOSPITAL 262 DANNY THOMAS PL MEMPHIS TN 38105		PUBLIC CHAR	GENERAL	3,000
CHICAGO BIBLE SOCIETY 1111 N WELLS ST STE 300 CHICAGO IL 60610		PUBLIC CHAR	GENERAL	3,500
Total			► 3a	58,933
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		94,097	0
13	Total. Add line 12, columns (b), (d), and (e)				13	94,097

(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**

Richelle Green

12/21/101
Date

► Trustee

Paid Preparer Use Only	John D Marshall Firm's name ► John Marshall Firm's address ► 520 N Hicks Rd Ste 120 Palatine, IL 60067-3607	<i>John D Marshall</i> 01/31/14 PTIN P01323986 Firm's EIN ► Phone no 847-991-3150	self-employed
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Form 990-PF (2013)

William Blair & Company, L.L.C.
PALUCH FAMILY FOUNDATION
REALIZED GAINS AND LOSSES
From 01-01-13 Through 12-31-13

156-71517-15 RR# 294

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Unit Price	Gain Or Loss		
								Proceeds	Short Term	Long Term
02-14-11	03-05-13	75	PRICE T ROWE GROUP INC	70.18	5,263		72.50	5,437		174.00
09-24-99	03-05-13	100	TIME WARNER INC	98.14	9,815		54.03	5,403		-4,411.93
12-18-03	03-05-13	49	TIME WARNER INC	37.78	1,888		54.03	2,701		812.31
11-20-08	03-05-13	400	PROSHARES ULTRA S&P500 ETF	21.11	8,447		69.64	27,858		19,410.77
02-14-11	03-11-13	75	PRICE T ROWE GROUP INC	70.18	5,263		73.47	5,510		246.91
12-15-08	03-12-13	100	PROSHARES ULTRA QQQ ETF	13.18	1,318		59.71	5,971		4,652.15
11-16-09	03-27-13	133	DUKE ENERGY CORPORATION HOLDING COMPANY	48.99	6,516		70.63	9,393		2,877.27
10-24-01	03-27-13	100	INTUIT INC	20.85	2,085		64.58	6,458		4,373.97
02-14-11	03-27-13	50	PRICE T ROWE GROUP INC	70.18	3,509		73.04	3,652		142.83
02-08-12	03-27-13	50	PRICE T ROWE GROUP INC	59.96	2,998		73.04	3,652		654.09
12-15-08	03-27-13	100	PROSHARES ULTRA QQQ ETF	13.18	1,318		59.84	5,984		4,665.19
02-09-11	03-27-13	20,000	UNITED STATES TREASURY BOND 30 YR INFLATION INDEX	100.97	20,195	-10	149.95	29,990		9,805.36
02-25-13	05-02-13	4,000	DYNAVAX TECHNOLOGIES CORP COM	2.07	8,300		2.15	8,602		302.20
03-27-13	05-02-13	500	GARRISON CAPITAL INC COM	15.00	7,500		14.91	7,457		-42.73
11-13-06	05-02-13	100	POWERSHARES QQQ TRUST SERIES 1	43.76	4,376		70.34	7,034		2,658.06
11-03-11	05-02-13	100	SPDR S&P 500 ETF TRUST	126.90	12,690		158.72	15,872		3,182.36
02-08-12	05-30-13	100	PRICE T ROWE GROUP INC	59.96	5,996		76.67	7,667		1,671.11
11-13-06	05-30-13	75	POWERSHARES QQQ TRUST SERIES 1	43.76	3,282		72.67	5,450		2,168.81
08-10-00	06-06-13	200	ORACLE CORPORATION	41.25	8,250		32.62	6,524		-1,725.02
12-11-09	07-17-13	400	ICF INTL INC	24.56	9,824		32.19	12,878		3,054.77
02-28-07	07-17-13	100	STARBUCKS CORP	31.75	3,175		67.77	6,777		3,602.09

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.
WALUCH FAMILY FOUNDATION
VALUIZED GAINS AND LOSSES
From 01-01-13 Through 12-31-13

1156-71517-15 RR#. 294

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: 12/31/2013

Federal Statements

1/31/2014 3:29 PM

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 2,610	\$ 2,610	\$ 0	\$ 0
Total	\$ 2,610	\$ 2,610	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 714	\$ 714	\$ 0	\$ 0
Total	\$ 714	\$ 714	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	\$ 2,900	\$ 0	\$ 0	\$ 0
Total	\$ 2,900	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$ 261	\$ 261	\$ 0	\$ 0
POSTAGE	15	15	0	15
FILING FEES	276	276	0	0
Total	\$ 276	\$ 276	\$ 0	\$ 0

MPALFAMFOUN PALUCH FAMILY FOUNDATION
36-7106905
FYE: 12/31/2013

Federal Statements

1/31/2014 3:29 PM

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	\$ 30,294	Cost	\$ 36,426
Total	\$ 50,490	\$ 30,294		\$ 36,426

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	\$ 994,126	\$ 1,098,441	Cost	\$ 1,558,793
Total	\$ 994,126	\$ 1,098,441		\$ 1,558,793

Federal Statements**Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases**

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

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36-7106905
FYE: 12/31/2013

Federal Statements

1/31/2014 3:29 PM

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

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

William Blair

Account Number: 156-71517-1-5-294
Account Name: MARY RAFFERTY & MICHELLE
PRECIN & ROSE BIERNAT TTEES
PALUCH FAMILY FOUNDATION

Client Statement

	<u>Current Month</u>	<u>Year to Date</u>
Taxable Dividends	5,916.07	29,958.89
Taxable Interest	0.00	2,405.60
Money Market Earnings	0.09	0.81
Total Income	5,916.16	32,365.30

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 BIERNAT TRUSTS
PALUCH FAMILY FOUNDATION

Client Statement

Security Listing - continued

Equities & Options						
DUKE ENERGY CORPORATION HOLDING COMPANY	DUK	100	35.17	3,517	69.01	6,901
EMC CORP-MASS	EMC	2,000	17.03	34,068	25.15	50,300
FASTENAL CO	FAST	425	8.00	3,400	47.51	20,192
GARRISON CAPITAL INC COM	GARS	3,500	15.00	52,500	13.88	48,580
GENERAL ELECTRIC CO	GE	2,000	14.45	28,910	28.03	56,060
GOGO INC	GOGO	700	25.27	17,694	24.82	17,377
GOLDMAN SACHS GROUP INC	GS	425	50.19	21,332	177.26	75,336
HEWLETT PACKARD CO	HPQ	900	38.25	34,426	27.98	25,182
ICF INTL INC	ICFI	1,000	24.56	24,560	34.71	34,710
ILLINOIS TOOL WORKS INC	ITW	300	51.36	15,410	84.08	25,224
INDEPENDENCE REALTY TRUST INC	IRT	3,000	8.50	25,500	8.34	25,020
INTEL CORP	INTC	1,500	21.79	32,689	25.96	38,933
INTERNATIONAL PAPER CO	IP	1,000	29.12	29,125	49.03	49,030
INTUIT INC	INTU	300	20.85	6,255	76.32	22,896
LIME ENERGY CO COM	LIME	714	20.52	14,660	2.89	2,063
LOWES COMPANIES INC	LOW	400	20.06	8,025	49.55	19,820
MICRON TECHNOLOGY INC	MU	4,000	8.92	35,692	21.75	87,000

) Page 3
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Statement Period 12/01/13 TO 12/31/13
) REV 01/2013

WMB732
REV 01/2012

William Blair

Security Listing - continued

Account Number: 156-71517-1-5-294
Account Name: MARY RAFFERTY & MICHELLE
PRECIN & ROSE BIERNAT TRUSTES
PALUCH FAMILY FOUNDATION

Client Statement

Equities & Options						
MICROSOFT CORP	MSFT	1,000	25.52	25,525	37.41	37,410
MONROE CAPITAL CORPORATION COMMON STOCK	MRCC	6,000	14.54	87,295	12.20	73,200
ORACLE CORPORATION	ORCL	1,500	19.90	29,860	38.26	57,390
PFIZER INC	PFE	1,000	29.37	29,370	30.63	30,630
POWERSHARES QQQ TRUST SERIES 1	QQQ	450	43.76	19,692	87.96	39,582
PREMIER INC	PINC	400	27.00	10,800	36.76	14,704
PRICE T ROWE GROUP INC	TROW	325	20.21	6,571	83.77	27,225
PROSHARES TR SHORT 20+ YR TREASURY	TBF	2,250	30.93	69,599	32.89	74,003
PROSHARES ULTRA SEMICONDUCTORS USD ETF		1,000	48.54	48,542	53.34	53,340
ROBERT HALF INTERNATIONAL INC	RHI	400	13.98	5,593	41.99	16,796
ROSETTA STONE INC	RST	1,000	16.00	16,000	12.22	12,220
SPDR S&P 500 ETF TRUST	SPY	100	126.90	12,691	184.69	18,469
SPS COMM INC	SPSC	100	67.00	6,700	65.30	6,530
STARBUCKS CORP	SBUX	800	21.13	16,909	78.39	62,712
TEXAS INSTRUMENTS INCORPORATED	TXN	400	31.38	12,552	43.91	17,564
TIME WARNER CABLE INC	TWC	100	52.12	5,213	135.50	13,550

William Blair

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

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

Client Statement

Security Listing - continued

Equities & Options						
TIME WARNER INC	TWX	500	37.16	18,580	69.72	34,860
UNION PACIFIC CORP	UNP	300	31.41	9,424	168.00	50,400
UNITED PARCEL SVC INC	UPS	350	75.30	26,356	105.08	36,778
CL B						
WALT DISNEY CO	DIS	400	21.84	8,737	76.40	30,560
<i>Foreign Equities</i>						
CARNIVAL CORP	CCL	275	38.93	10,708	40.17	11,047
COMMON PAIRED STOCK						
CRTEO S A	CRTD	500	40.36	20,183	34.20	17,100
SPONSORED ADS						
IFM INVESTMENTS LTD	CTC	733	17.89	13,118	2.05	1,503
ADR						
<i>Other Equities</i>						
SARATOGA INVESTMENT CORP	SAQ	1,500	25.00	37,500	25.39	38,085
SR NT 7.50% NOTES DUE 2020						
Total Equities & Options						

William Blair

Security Listing - continued

Account Number: 156-71517-1-5-294
Account Name: MARY RAFFERTY & MICHELLE
PRECIN & ROSE BIERNAT TTEES
PALUCH FAMILY FOUNDATION

Client Statement

Government Bonds	
UNITED STATES TREASURY BOND	912810QF8
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 = 32,419	
INFLATION RATIO = 1.08062	
 Total Taxable Bonds	 30,000
 Totals for the Account	 1,128,735

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.

Investment Activity

12/27/13	GOGO INC WE MAKE A MKT IN THIS SECURITY	12/23/13 YOU BOUGHT	700	24.8491	(17,694.37)
12/27/13	PRICE T ROWE GROUP INC WE MAKE A MKT IN THIS SECURITY	12/23/13 YOU SOLD	(75)	83.3900	6,151.30
12/27/13	SMARTHEAT INC UNSOLICITED	12/23/13 YOU SOLD	(100)	0.2200	21.99
12/27/13	TIME WARNER CABLE INC WE MAKE A MKT IN THIS SECURITY	12/23/13 YOU SOLD	(67)	132.7301	8,789.92