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

2008

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

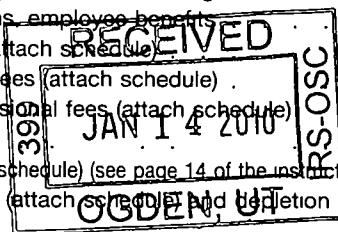
For calendar year 2008, or tax year beginning 07-01 , 2008, and ending 06-30 , 20 09

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation IRENE RYAN FOUNDATION	A Employer identification number 95 2702624
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 43-B	B Telephone number (see page 10 of the instructions) (949) 400-0266
	City or town, state, and ZIP code NEWPORT BEACH, CA 92662	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here . . ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . ► <input type="checkbox"/>

H Check type of organization. <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here . . ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . ► <input type="checkbox"/>
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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input 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	18,844	18,844	18,844	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10			0	
	b Gross sales price for all assets on line 6a			0	
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	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)	784	784	784		
12 Total. Add lines 1 through 11	19,628	19,628	19,628		
	10,400	5,200	5,200		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	516	258	258	258
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) Add line 19	2,100	1,050	1,050	1,050
	20 Occupancy	2,710	1,355	1,355	1,355
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,526	6,763	6,763	6,763
	24 Total operating and administrative expenses. Add lines 13 through 23	29,252	14,626	14,626	14,626
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25	29,252	14,626	14,626	14,626	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-9,624				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		



G17 23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
Assets	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1 Cash—non-interest-bearing	851	886	886
	2 Savings and temporary cash investments	36,406	48,049	48,049
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach 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)			
	b Investments—corporate stock (attach schedule)	284,077	107,272	64,140
	c Investments—corporate bonds (attach schedule)	257,189	302,347	288,821
	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	578,503	458,554	401,896
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	4,000	4,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	4,000	4,000	
Net Assets or Fund Balances	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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	574,503	454,554	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	574,503	454,554	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	578,503	458,554	

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)
- 2 Enter amount from Part I, line 27a
- 3 Other increases not included in line 2 (itemize) ► **LOSSES ON INVESTMENTS**
- 4 Add lines 1, 2, and 3
- 5 Decreases not included in line 2 (itemize) ►
- 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30

1	578,503
2	(9,624)
3	(110,325)
4	458,554
5	
6	458,554

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 PUBLICLY TRADED SECURITIES					
b					
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 216,466	0	326,791	(110,325)		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
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	(110,325)	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) 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))
2007			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)

2

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

3

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.
 Date of ruling letter (attach copy of ruling letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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 2008 estimated tax payments and 2007 overpayment credited to 2008

6a

6b

6c

6d

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

7

0

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

8

0

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

0

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

10

0

11 Enter the amount of line 10 to be Credited to 2009 estimated tax ►

Refunded ►

11

0

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 page 19 of the instructions for definition)?

✓

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file **Form 1120-POL** for this year?

✓

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.

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*

✓

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

✓

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

✓

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

✓

If "Yes," attach the statement required by General Instruction T.

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?

✓

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.*

✓

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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*

✓

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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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*

✓

Part VII-A Statements Regarding Activities (continued)

11	11	✓
12	12	✓
13	13	✓
14	The books are in care of ► DONALD R. MCLEAN, CPA	
	Telephone no.	949-4000266
	Located at ► 115 ONYX AVENUE, NEWPORT BEACH, CA 92662	ZIP+4 ► 92662
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 0	

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

	Yes	No
1a	During the year did the foundation (either directly or indirectly):	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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 2008? 1c ✓	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input type="checkbox"/> 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 page 20 of the instructions) 2b ✓	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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 type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2008 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 2008.) 3b ✓	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a ✓	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? 4b ✓	

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD MCLEAN 115 ONYX AVE. NEWPORT BEACH, CA 92662	MNG DIRECTOR	5,200	0	0
KINGSLEY COLTON 5304 VANALDEN, TARZANA, CA 91356	TRUSTEE	5,200	0	0
BARBARA HANDLEY MCLEAN 115 ONYX AVE. NEWPORT BEACH, CA 92662	TRUSTEE	0	0	0
CLYNE SHEALY 5304 VANALDEN, TARZANA, CA 91356	TRUSTEE	0	0	0

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

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

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

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

3. Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	NA	
2		
3		
4		

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

Summary of Program-Related Investments (See page 23 of the Instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NA	
	
	
2		
	
	
All other program-related investments See page 24 of the instructions		
3	NA	
	
	
Total. Add lines 1 through 3		►

Part X. Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	440,754
b	Average of monthly cash balances	1b	12,298
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	440,754
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	440,754
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	440,754
6	Minimum investment return. Enter 5% of line 5	6	22,038

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

1	Minimum investment return from Part X, line 6	1	22,038
2a	Tax on investment income for 2008 from Part VI, line 5	2a	0
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,038
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	22,038
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,038

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	14,626
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	14,626
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	14,626
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 page 26 of the 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.

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years: 20 ____ ,20 ____ ,20 ____				
3 Excess distributions carryover, if any, to 2008.				
a From 2003 . . .				
b From 2004 . . .				
c From 2005 . . .				
d From 2006 . . .				
e From 2007 . . .				
f Total of lines 3a through e . . .				
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ _____				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008. (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 page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2004 . . .				
b Excess from 2005 . . .				
c Excess from 2006 . . .				
d Excess from 2007 . . .				
e Excess from 2008 . . .				

Part XIV Private Operating Foundations (see page 27 of the 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 2008, 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)**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 % of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0	15,089	16,069	10,674	41,832	
0	12,825	13,359	9,073	35,257	
14,626	14,775	15,235	16,308	60,944	
14,626	14,775	15,235	16,308	60,944	
14,692	19,010	15,235	16,284	65,221	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number of the person to whom applications should be addressed.**SUBMISSION BY COLLEGE THEATRICAL ARTS DEPARTMENTS TO THE AMERICAN WING-ANNUAL IRENE RYAN ACTING****b** The form in which applications should be submitted and information and materials they should include:**CONTACT COLLEGE OR UNIVERSITY THEATRICAL ARTS DEPARTMENT****c** Any submission deadlines:**ASK THE THEATRICAL ARTS DEPARTMENT OF YOUR COLLEGE OR UNIVERSITY****d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.**NONE, OTHER THAN IT MUST BE DONE THROUGH A COLLEGE OR UNIVERSITY THEATRICAL ARTS DEPARTMENT**

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)				
<i>a Paid during the year</i>				
SEE SCHEDULE OF AWARDS TO WINNERS	NONE		ACTING SCHOLARSHIPS	13,000
Total				► 3a 13,000
<i>b Approved for future payment</i>				
UNCLAIMED WINNER SCHOLARSHIPS	NONE		ACTING SCHOLARSHIPS	4,000
Total				► 3b 4,000

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NONE					
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					18,844
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)					
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions on page 28 to verify calculations)	13				18,844

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

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

	Yes	No
1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a. Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	✓
(2) Other assets	1a(2)	✓
b. Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
(3) Rental of facilities, equipment, or other assets	1b(3)	✓
(4) Reimbursement arrangements	1b(4)	✓
(5) Loans or loan guarantees	1b(5)	✓
(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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
NONE		

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

it is true, correct, and complete Declaration of preparer (d)
Donald R. McLean

JAN 7, 2009

MANAGING DIRECTOR

Date JAN 7-2002 Title

Sign Here

Signature of officer or trustee		Date <u>JAN 7-2009</u>	Title
Paid Preparer's Use Only	 Donald K. McLean	Date <u>01-07-2009</u>	Check if self-employed ► <input checked="" type="checkbox"/> Preparer's identifying number (see Signature on page 30 of the instructions) <u>509-38-1341</u>
Firm's name (or yours if self-employed) address, and ZIP code		<u>DONALD MCLEAN</u> <u>115 ONYX AVENUE, NEWPORT BEACH, CA 92662</u>	

IRENE RYAN FOUNDATION
FY 06-30-2009
FORM 990-PF PAGE 1 LINE 18
TAX AND LICENSE EXPENSE

TAX ID NUMBER
95-2702624

<u>CHECK NUMBER</u>	<u>DATE</u>	<u>PAYEE</u>	<u>AMOUNT</u>	<u>FOR</u>
1048	01/08/09	CAL SECRETARY OF STATE	\$ 20.00	STMNT OF INFO FEE
1049	01/09/09	FRANCHISE TAX BOARD	65.00	FORM 199 (06-30-07)
1051	01/22/09	IRS - FORM 990-PF TAX PAID	321.00	FYE 06-30-2007
1058	03/23/09	REGISTRY OF CHARITABLE TRUSTS	25.00	ATTNY GEN 06-30-2008
1062	03/30/09	FRANCHISE TAX BOARD	60.00	FORM 199 (06-30-08)
1084	06/15/09	REGISTRY OF CHARITABLE TRUSTS	25.00	ATTNY GEN 06-30-2009
			<u>\$ 516.00</u>	

RYAN FYE 06-30-2009 OTHER EXPENSES
FORM 990-PF PAGE 1 LINE 23

AWARDS TO WINNERS - SEE SCHEDULE	\$ 13,000
DEPOSIT SLIP FORMS REORDER	47
POSTAGE	17
POST OFFICE BOX FEE	94
FORMS 1099 & POSTAGE	83
PUBLIC NOTICE FYE 06-30-2008	80
PUBLIC NOTICE FYE 06-30-2009	80
SUSAN SHAFFER-ASSIST 2009 COMPETITION	125
	<hr/>
	<u>\$ 13,526</u>

**IRENE RYAN FOUNDATION
AWARDS TO WINNERS EXPENSE FYE 06-30-2009**

TAX ID NUMBER 95-2702624

Paid	Check	Winner Name	Institution receiving scholarship in the name of the winner	Amount
	Num			
04/06/09	1064	Ashley Carvalho	Central Connecticut State U	500 00
04/06/09	1065	Michael Zuccola	Salem State College	500 00
04/06/09	1066	Dustin Ballard	Kean University	500 00
04/06/09	1067	Scott Breden	Montclair State U	500 00
04/06/09	1068	Max Ganet	Illinois State U	500 00
04/06/09	1069	Ryan Hallahan	Illinois State U	500 00
04/06/09	1070	Caroline Thrasher	Columbus State U	500 00
04/06/09	1071	Sherby Cade	U of Southern MS	500 00
04/06/09	1072	Ashley Rae Kobza	U of Nebraska at Kearney	500 00
04/06/09	1073	Jonathon Hooks	U of Oklahoma	500 00
04/06/09	1074	Joyce Deal	U of New Orleans	500 00
04/06/09	1075	Enn Fred	Colorado State U	500 00
04/06/09	1076	Philip Orazio	U of Portland	500 00
04/06/09	1077	Adam Navarro	California State U Fullerton	500 00
04/06/09	1078	Mendeth Hinkley	California State U Fullerton	500 00
04/22/09	1079	Adam Navarro	California State U Fullerton	2,500 00
04/22/09	1080	Mendeth Hinkley	California State U Fullerton	2,500 00
04/23/09	1081	Peter Macy	U of Central Missouri	500 00
				<u>\$13,000.00</u>
				18
				at \$ 500 each
				at \$2,500 each
				16 regional winners
				2 national winners

NOTE The \$500 award for the best Scene Partner was funded by another entity for the first time this year.