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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 **DEC 1, 2008**, and ending **NOV 30, 2009**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 WILLIAM G. & MARY A. RYAN FOUNDATION Number and street (or P O box number if mail is not delivered to street address) 12 SALT CREEK LANE	Room/suite 200	A Employer identification number 36-3870010
	City or town, state, and ZIP code HINSDALE, IL 60521		B Telephone number (630) 891-1138

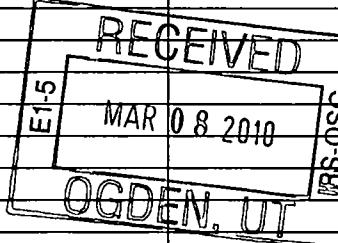
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)
► \$ 1,428,610. (Part I, column (d) must be on cash basis.)	

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).)	(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			N/A	
2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3 Dividends and interest from securities	110,998.	110,998.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	882,816.	<223,688. >		STATEMENT 1
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	<112,690. >	110,998.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 3	20.	20.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		20.	20.	0.
25 Contributions, gifts, grants paid	849,575.			849,575.
26 Total expenses and disbursements. Add lines 24 and 25	849,595.	20.		849,575.
27 Subtract line 26 from line 12:	<962,285. >			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		110,978.		
c Adjusted net income (if negative, enter -0-)			N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		26,868.	60,113.	60,113.
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				
7	Other notes and loans receivable ►				
	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				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 4	2,872,935.	1,877,405.	1,368,497.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		2,899,803.	1,937,518.	1,428,610.
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				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted		2,899,803.	1,937,518.	
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				
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		2,899,803.	1,937,518.	
31	Total liabilities and net assets/fund balances		2,899,803.	1,937,518.	

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	2,899,803.
2	Enter amount from Part I, line 27a	2	<962,285. >
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,937,518.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,937,518.

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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.)
a EATON VANCE FLOATING			P	VARIOUS	VARIOUS
b EATON VANCE TAX MANAGED			P	VARIOUS	VARIOUS
c EATON VANCE EQUITY ASSET ALLOCATION			P	VARIOUS	VARIOUS
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 712,500.		844,000.	<131,500. >		
b 116,500.		193,809.	<77,309. >		
c 53,816.		68,695.	<14,879. >		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<131,500. >		
b			<77,309. >		
c			<14,879. >		
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	<223,688. >	
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). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3	N/A	

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 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	2,552,140.	5,721,896.	.446030
2006	3,654,012.	6,924,946.	.527659
2005	1,270,590.	6,476,312.	.196190
2004	637,279.	2,236,489.	.284946
2003	140,990.	1,270,417.	.110979

2 Total of line 1, column (d)

2 1.565804

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 .313161

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

4 1,788,817.

5 Multiply line 4 by line 3

5 560,188.

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

6 1,110.

7 Add lines 5 and 6

7 561,298.

8 Enter qualifying distributions from Part XII, line 4

8 849,575.

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.

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 ► 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 1,344.

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 1,344.

8 Enter any penalty for underpayment of estimated tax. Check here 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

10 234.

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

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

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b 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.

1c X

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

2 X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3 X

*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 X

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

4b X

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

5 X

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

6 X

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:

N/A

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

9 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

10 X

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*

10 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

11 X

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 | <input checked="" type="checkbox"/> |
| 12 | 12 | <input checked="" type="checkbox"/> |
| 13 | 13 | <input checked="" type="checkbox"/> |
| 14 The books are in care of ► PAUL ANDERSON
Located at ► 12 SALT CREEK LANE, SUITE 200, HINSDALE, IL | | Telephone no. ► (630) 887-1705
ZIP+4 ► 60521 |
| 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"/> N/A |

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

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

- | | Yes | No |
|---|--------------------------------|--|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?
Organizations relying on a current notice regarding disaster assistance check here | 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 2008? | 1c X | |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 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 checked="" type="checkbox"/> No |
| If "Yes," list the years ► _____, _____, _____, _____, _____ | | |
| 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.) | 2b 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.
► _____, _____, _____, _____ | | |
| 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 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 N/A | |
| 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 2008? | 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No Yes No 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)?

N/A

►

5b

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?

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 Nob 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. Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

►

6b

X

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

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.

(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
WILLIAM G. RYAN 11542 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	DIRECTOR 0.50	0.	0.	0.
MARY A. RYAN 11542 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	DIRECTOR 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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



0

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	0.
3	
4	

Part IX-B **Summary of Program-Related Investments**

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



0.

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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	1,783,157.
b	Average of monthly cash balances	1b	32,901.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,816,058.
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	1,816,058.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,241.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,788,817.
6	Minimum investment return. Enter 5% of line 5	6	89,441.

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	89,441.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,110.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,331.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	88,331.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	88,331.

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	849,575.
b	Program-related investments - total from Part IX-B	1b	0.
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:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	849,575.
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	5	1,110.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	848,465.

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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				88,331.
2 Undistributed income, if any, as of the end of 2007			0.	
a Enter amount for 2007 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2008:				
a From 2003	78,289.			
b From 2004	527,183.			
c From 2005	949,298.			
d From 2006	3,316,489.			
e From 2007	1,272,157.			
f Total of lines 3a through e		6,143,416.		
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 849,575.			0.	
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2008 distributable amount				88,331.
e Remaining amount distributed out of corpus		761,244.		
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:		6,904,660.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
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			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2003 not applied on line 5 or line 7		78,289.		
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a		6,826,371.		
10 Analysis of line 9:				
a Excess from 2004	527,183.			
b Excess from 2005	949,298.			
c Excess from 2006	3,316,489.			
d Excess from 2007	1,272,157.			
e Excess from 2008	761,244.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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 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).)

SEE STATEMENT 5

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

NONE

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

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

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

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	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
<i>a Paid during the year</i>				
SEE ATTACHED DONATION DETAIL	NONE	EXEMPT	CONTRIBUTIONS	849,575.
Total				► 3a 849,575.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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.				0.
13 Total. Add line 12, columns (b), (d), and (e)					13 <112,690. >
(See worksheet in line 13 instructions to verify calculations.)					<112,690. >

Relationship of Activities to the Accomplishment of Exempt Purposes

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, fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee		Date	Title		
 ALAN ALPORT		02/06/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number	
Paid Preparer's Use Only	Preparer's signature			EIN <input type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code		BLACKMAN KALLICK, LLP 10 S. RIVERSIDE PLAZA, 9TH FLOOR CHICAGO, ILLINOIS 60606			
Phone no. (312) 207-1040					

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Date	Check #	Activity	Amount	Address
12/2/2008	882	ST ISAAC JOGUES CHURCH	10,000	306 W 4th Street Hinsdale, IL 60521
12/16/2008	283	THE EDEARD F SORIN SOCIETY	1,000	1110 Grace Hall Notre Dame, IN 46556
12/24/2008	284	ST ISAAC JOGUES CHURCH	1,000	306 W 4th Street Hinsdale, IL 60521
1/7/2009	285	ST ISAAC JOGUES CHURCH	2,400	306 W 4th Street Hinsdale, IL 60521
1/23/2009	286	LOST TREE CHAPEL	1,000	11149 Turtle Beach Rd North Palm Beach, FL 33408
1/28/2009	287	ST PAUL OF THE CROSS CHURCH	450	10970 State Road A1A North Palm Beach, FL 33408
2/17/2009	290	YOUNGLIFE	1,000	P O Box 520 Colorado Springs, CO 80901
3/10/2009	291	ST ISAAC JOGUES CHURCH	2,700	306 W 4th Street Hinsdale, IL 60521
3/12/2009	289	NICKLAUS CHILDREN'S HEALTH CAR	3,750	11520 Lost Tree Way North Palm Beach, FL 33408
3/13/2009	293	CHICAGO SYMPHONY ORCHESTRA	5,000	220 S Michigan Ave Chicago IL 60604
3/17/2009	292	PLAY FOR PINK LOST TREE CLUB	500	60 East 56th St 8th Floor New York, Ny 10022
3/27/2009	294	OUR LADY OF FLORIDA	2,000	1300 U S Hwy #1 North Palm Beach, FL 33408
4/7/2009	297	NICKLAUS CHILDREN'S HEALTH CAR	5,000	11520 Lost Tree Way North Palm Beach, FL 33408
4/8/2009	295	ST PAUL OF THE CROSS CHURCH	450	10970 State Road A1A North Palm Beach, FL 33408
4/13/2009	298	WELLNESS HOUSE	500	11 North Country Line Road Hinsdale, IL 60521
4/15/2009	296	AMES GILLIN CHEMICAL ENGINEER	1,000	500 Fifth Street, NW Washington, DC 20001
4/21/2009	299	ROCKNE HERITAGE FUND	5,000	P O Box 519 Notre Dame IN 46556-9988
5/5/2009	300	ST ISAAC JOGUES CHURCH	2,700	306 W 4th Street Hinsdale, IL 60521
5/27/2009	301	ST PAUL OF THE CROSS CHURCH	450	10970 State Road A1A North Palm Beach, FL 33408
6/11/2009	302	ROBERT CROWN CENTER	3,000	21 Salt Creek Lane Hinsdale, IL 60521
6/12/2009	303	CATHOLIC CHURCH EXTENSION SOCIETY	1,000	150 South Wacker Dr Chicago, IL 60606
6/24/2009	305	ST ISAAC JOGUES CHURCH	2,700	306 W 4th Street Hinsdale, IL 60521
6/29/2009	306	WTTW	100	5400 N, St Louis Ave Chicago IL 60625
7/8/2009	308	626 LANDMARK FDN	250	8301 Professional Place Landover, MD 20785
7/14/2009	307	VILLAGE OF HINSDALE PARKS & RECREATION	100	19 E Chicago Ave Hinsdale, IL 60521
7/24/2009	310	JOLIET CATHOLIC MINISTRIES APPEAL	5,000	402 S Independence Blvd Romeoville, IL 60446
7/29/2009	309	ST PAUL OF THE CROSS CHURCH	450	10970 State Road A1A North Palm Beach, FL 33408
8/3/2009	312	SPECIAL OLYMPICS ILLINOIS	500	605 E Willow Street P O Box 699 Merrifield, VA 22116
8/10/2009	311	THE COMMUNITY HOUSE	500	415 W 8th Street Hinsdale IL 60521
8/13/2009	313	SCLERODERMA FDN	1,000	300 Rosewood Dr Ste 105 Danvers, MA 01923
8/31/2009	315	TED RYAN MEMORIAL FUND	1,000	902 Burr Ridge Club Dr Burr Ridge, IL 60527
9/9/2009	314	ST ISAAC JOGUES CHURCH	2,400	306 W 4th Street Hinsdale, IL 60521
9/24/2009	316	ST PAUL OF THE CROSS CHURCH	450	10970 State Road A1A North Palm Beach, FL 33408
9/29/2009	317	OUR LADY OF MERCY PARISH	250	701 South Eola Rd Aurora, IL 60504
10/14/2009	318	RELEVANT RADIO	250	1496 Bellevue St Suite 202 Green Bay WI 54311
10/19/2009	319	LEGIONARIES OF CHRIST	1,000	601 N Hillside Ave Hillside, IL 60162
10/30/2009	323	MISERICORDIA HEART OF MERCY	750,000	6434 Locust Lane Libertyville, IL 60048
11/2/2009	320	KRAVIS CENTER FOR THE PERFORMING ARTS	5,000	701 Okeechobee Blvd North Palm Beach, FL 33408
11/5/2009	322	ST ISAAC JOGUES CHURCH	2,700	306 W 4th Street Hinsdale, IL 60521
11/10/2009	321	THE COMMUNITY HOUSE	1,000	415 W 8th Street Hinsdale IL 60521
11/17/2009	324	THE SALVATION ARMY	25	P O Box 4121 Carol Stream, IL 60197-4121
11/19/2009	326	THE LOST TREE VILLAGE CHARITY	25,000	11149 Turtle Beach Rd Norht Palm Beach, FL 33408
			849,576	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	110,998.	0.	110,998.
TOTAL TO FM 990-PF, PART I, LN 4	110,998.	0.	110,998.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	20.	20.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	4
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EATON VANCE TAX MANAGED	FMV	1,499,805.	1,017,973.
EATON VANCE FLOATING RATE FUND	FMV	377,600.	350,524.
CLASS A			
TOTAL TO FORM 990-PF, PART II, LINE 13		1,877,405.	1,368,497.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	5
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NAME OF MANAGER

WILLIAM G. RYAN
MARY A. RYAN