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## Form **990-PF**

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

OMB No 1545-0052

			of the Treasury	iote. The foundat	lon may b	reated le able to	a as a pr use a copy o	<b>ivate</b> of this i	eturn to satis	i <b>tion</b> sty state repo	rtına requiremei	nts	ZUII		
			dar year 2011 or tax year			16,			, and e		DEC 31,			_	
	Nan	ne of	foundation						, 4		A Employer id				
			RY-O'LEARY E		ON						45 40		•		
			KENT J THIF								45-4059068				
			nd street (or PO box number)		ed to street	address)				Room/suite	B Telephone n	2000			
•									C If exemption a	pplication is r	pending, check here	Ī			
	D	EN	VER, CO 802					-4 - 4-			D 1. Foreign organizations, check here				
	G C	heck	all that apply	1			Initial return		rmer public d	narity	ו ען I. Foreigh o	ryanization	S, Check here . PL	_	
			<u></u>	Final return	_		Amended ret				Foreign organizations meeting the 85% test,  2. check here and attach computation				
		<b>.</b> l.	him of areasization	Address change  X Section 50			Name change							_	
	H_C	_	type of organization ction 4947(a)(1) nonexem				able private f		tion				atus was terminated )(A), check here	٦	
	L Ea	_	rket value of all assets at		Accounting				Accr	ııal	]			_	
				end or year		her (spec		4511		<b></b>			60-month termination (B), check here	٦	
		from Part II, col. (c), line 16)  ▶\$ 7,552,214. (Part I, colun					ash b	asis.)		"""	007 (0)(7	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
			Analysis of Revenue ar (The total of amounts in colu- necessarily equal the amoun	nd Expenses		(a)	Revenue and			vestment	(c) Adjust		(d) Disbursements for charitable purposes (cash basis only)		
			<u> </u>				544,22				N/E		(Cash Dasis Unity)		
		1 2	Contributions, gifts, gran	on is not required to attac	h Sch B	······································		-	H		<u> </u>	<del>5</del>	<del></del>	*****	
		3	Interest on savings and temp	•	.,,,,,,,,		<del>,</del>								
		Δ	Dividends and interest from	om securities				3.		3.			STATEMENT 2	····	
		5a	Gross rents	• • • • • • • • • • • • • • • • • • • •											
ا ا			Net rental income or (loss)						.,						
	•	6a	Net gain or (loss) from sale of	assets not on line 1	0		7,98	35.					STATEMENT 1		
( <b>≥</b> 0	ğ	b	Gross sales price for all assets on line 6a	1,552,2	11.										
©3	Revenue	7	Capital gain net income (from	n Part IV, line 2)					1,39	9,132.			······································		
\$ 7 ≫	Œ	8	Net short-term capital ga	iin			·····		······		-				
		9	Income modifications Gross sales less returns	ı			······			***************************************	<del> </del>			••••	
0		10a	and allowances .								-				
TED MAY 2 9 2007.			Less Cost of goods sold			·····	· ···· · ·······		··· ····		<u> </u>		<del></del>	+1111	
12.3		11	Gross profit or (loss) Other income								<del>                                     </del>		<del></del>		
2	}		Total. Add lines 1 through	nh 11		7,	552,21	14.	1,39	9,135					
	) 	13	Compensation of officers, dir		:	•		0.		0.	,		C	) .	
		14	Other employee salaries	and wages											
		15	Pension plans, employee	e benefits											
	ses	16a	Legal fees .			<u> </u>									
	ben	b	Accounting fees												
	ŭ	1	Other professional fees										<u> </u>		
	ţi	l	Interest								ļ <u>.</u>	··-			
	itra	18	Taxes				·			. —					
	Administrative Expenses	19	Depreciation and depleti	on					-		+-				
	ΨĐ	1	Occupancy Travel, conferences, and	Lmastinas		<u> </u>				···				_	
	and /		Printing and publications	=		-								_	
	a		Other expenses	•	•									_	
	Ę.		-Totat operating and adr	ministrative											
	Operating	-	expenses. Add lines 13					0.		0 .				).	
	ŏ	25	Contributions, gifts, gran					0.					C	).	
		26													
		2	Total expenses and dis	·   φ				0.		0			<u> </u>	<u>.</u>	
		27	Subtract line 26 from lin	更12. 🖺				1							
						7,	552,2	14.	1 22	0 105	4				
		1	Net investment income		<del>)</del> ) .	ļ			1,39	9,135	N/2	<u> </u>	<del></del>	-+	
			Adjusted not income st	negative enter 0 1		t					1 N/A	3	1		

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (201

45-4059068 Page 2

1. Cash - non-intersel-banng   2. Sungs and temporary cash investments   7,552,214.   7,552,214.	Г	nut.	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	<del></del>
2 Sovings and temporary cash Investments 3 Accounts recreable ► Less allowance for doubtful accounts ► 5 Grants recreable ► Less allowance for doubtful accounts ► 5 Grants recreable ► Less allowance for doubtful accounts ► 5 Grants recreable ► Less allowance for doubtful accounts ► 5 Grants recreable ► Less allowance for doubtful accounts ►  5 Grants recreable ► Less allowance for doubtful accounts ► Less allowance for for doubtful accounts ► Less allowance for doubtful accounts ► Less allowance for for full accounts ► Less allowance for for full accounts Experiment Less and the foreign full account		ar t	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
A Accounts receivable Less allowance for doubtful accounts >		1	Cash - non-interest-bearing		7,552,214.	7,552,214.
Less allowance for doubthul accounts    4 Peliges sectivable    Less allowance for doubthul accounts    5 Grants receivable    Less allowance for doubthul accounts    5 Grants receivable    5 Receivables due from officers, directors, frustees, and other   disqualified persons    7 the news reside newseth    Less allowance for doubthul accounts    10 Less allowance for doubthul accounts    11 Less allowance for doubthul accounts    12 Less allowance for doubthul accounts    13 Investments - Us and state government obligations    14 Land, busines - Us and state government obligations    15 Less accounts allowed accounts    16 Less accounts allowed accounts    17 Accounts payable and accrued expenses    18 Control payable and accrued expenses    19 Deterred revenue    20 Total stabilities (add less 17 through 22)    21 Total stabilities (add less 17 through 22)    22 Total stabilities (add less 17 through 23    23 Total labilities (add less 17 through 24    24 Less accounts allowed accounts    25 Realment of capital serviced accounts    26 Personal for capital serviced accounts    27 Capital sock, trust prompal, or current trude    28 Realment dearwance, current trude    29 Realment dearwance, current trude    20 Total labilities and accounts    20 Total labilities and accounts    21 Less accounts    22 Capital accounts    23 Total labilities and accounts    24 Ty, 552, 214.    25 Total labilities and lesses    26 Less accounts    27 Ty, 552, 214.    27 Ty, 552, 21		2	Savings and temporary cash investments			
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20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe		18				
23 Total liabilities (add lines 17 through 22)  Poundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Permanently restricted 26 Permanently restricted 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  1 Total liabilities and net assets/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)  5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize)	es	19	Deferred revenue			
23 Total liabilities (add lines 17 through 22)  Poundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Permanently restricted 26 Permanently restricted 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  1 Total liabilities and net assets/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)  5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize)	ij	l				
23 Total liabilities (add lines 17 through 22)  Poundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Permanently restricted 26 Permanently restricted 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  1 Total liabilities and net assets/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)  5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize) 5 Occreases not included in line 2 (itemize)	iat	ı				
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Temporanily restricted 26 Permanently restricted 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 31 Total liabilities and net assets/fund balances 4 Analysis of Changes in Net Assets or Fund Balances 5 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)  3 0.  4 Add lines 1, 2, and 3 4 7, 552, 214.  5 Decreases not included in line 2 (itemize)  5 0.	_	22	Other liabilities (describe		·····	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 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 31 Total liabilities and net assets/fund balances 4 Analysis of Changes in Net Assets or Fund Balances 5 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)  3 0.  4 Add lines 1, 2, and 3 4 7, 552, 214. 5 Decreases not included in line 2 (itemize)  5 0.						
and complete lines 24 through 25 and lines 30 and 31.    24	_	23		0.		
Unrestricted   25   Temporarily restricted   26   Permanentity restricted   27   Foundations that do not follow SFAS 117, check here   X   and complete lines 27 through 31   27   Capital stock, trust principal, or current funds   0   0   0   0   0   0   0   0   0			·			
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	ģ					
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	Š	l				
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	lala	l				
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	Ē	20	· Fee			
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	Ę					
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	9	27	-	n	n	
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	ets	1				
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	15S		•	·	• •	
31 Total liabilities and net assets/fund balances  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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 0.	et/		-		7,552,214	
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) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 0.	Z	30	I Drai lièr 4225.2 ni iniin naidiire2		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
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) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 Oo.		31	Total liabilities and net assets/fund halances	0.	7,552,214.	
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 1, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5 0.				•	, , , , , , , , , , , , , , , , , , , ,	
(must agree with end-of-year figure reported on prior year's return)102 Enter amount from Part 1, line 27a27,552,2143 Other increases not included in line 2 (itemize)304 Add lines 1, 2, and 347,552,2145 Decreases not included in line 2 (itemize)50	P	art	Analysis of Changes in Net Assets of Fund B			
2 Enter amount from Part 1, line 27a 3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)  5 Oo.	1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
3 Other increases not included in line 2 (itemize) ► 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 O .		•			. 1	0.
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 0.					· · · <del></del>	7,552,214.
5 Decreases not included in line 2 (itemize) 5 0.						0.
					· · · <del>}+</del>	
6. Total not accete or fund halances at end of year (line 4 minus line 5) - Part II. column (h). line 20.						
Form 990-PF (2011)	6	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30		

_				
C/O	KENT	.Т	ΤΗ	TRV

Part IV Capital Gains	and Losses for Tax on In	vestmen	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.)						e acquired day, yr )	(d) Date sold (mo , day, yr )
<u> </u>	HEALTH GROUP				D			12/30/11
b 11,231 SHS UNI					<u>D</u>	0.7.	10700	12/30/11
c 23,960 SHS GIL	EAD SCIENCES				D	07/	13/07	12/30/11
d	<del></del>			<u> </u>		-		
<u>e</u>	AN December of the control	(=) 0=	-	щ		(5)	Cara as /lasa	
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				Gain or (loss us (f) minus	
a 7,068.		•	6,74	8.		,		320.
b 571,084.			146,33					424,753.
c 974,059.			•		-			974,059.
d								
e			_					
	ng gain in column (h) and owned by t	the foundation	on 12/31/69				(Col <sub>.</sub> (h) gain	
(I) F M V as of 12/31/69	(j) Adjusted basis		cess of col (I)		(		t not less tha s (from col-(	
(1) F W V as 01 12/31/03	as of 12/31/69	over	col (j), if any					
a								320.
<u>b</u>				$\dashv$				424,753. 974,059.
<u> </u>								974,059.
<u>d</u>			_	$\dashv$			<del></del>	<del></del>
8	C.,		_	7				
2 Capital gain net income or (net ca	If gain, also enter apital loss) {   If (loss), enter -0:	r in Part I, line - in Part I, line	/ 7	•	2			1,399,132.
3 Net short-term capital gain or (los								<u> </u>
If gain, also enter in Part 1, line 8,		id (0)		)				
If (loss), enter -0- in Part I, line 8				<u></u>	3		N/A	<u> </u>
Part V Qualification U	Inder Section 4940(e) for	Reduced	l Tax on Net	Inv	<u>estment li</u>	ncome		
(For optional use by domestic private	e foundations subject to the section 4	4940(a) tax or	net investment in	come	)			N/A
If section 4940(d)(2) applies, leave the	his part blank							
Was the foundation liable for the sec				rioay				Yes No
If "Yes," the foundation does not qual  Enter the appropriate amount in	each column for each year, see instri			es				
(a)	(b)	200,000	and any entire	(c)				(d)
Base penod years Calendar year (or tax year beginni	بمراها متأور فمان بالمناط والمسترون فالمناط والمناط وا	tributions	Net value of no		ritable-use asse	ets		oùtion ratio vided by col. (c))
2010							<del>- 1                                   </del>	
2009					-			
2008								
2007								
2006								·
2 Total of line 1, column (d)				_		2	-	
3 Average distribution ratio for the	*	on line 2 by 5,	or by the number	of ye	ars			
the foundation has been in existe	nce if less than 5 years					3	+	
A Fata-the actualise of a supposite	his was assets for 2011 from Bort V	lino E						
4 Enter the net value of noncharitat	DIE-USE ASSETS FOR 2011 FROM PART X,	line 5				4	<del> </del>	
5 Multiply line 4 by line 3						5		•
3 Ividitiply line 4 by line 3	•						<del>                                     </del>	
6 Enter 1% of net investment incor	me (1% of Part I. line 27b)					6		
2 - 2.1tor 170 or not invocation through	(					1		
7 Add lines 5 and 6						7	<u></u>	
					-			
8 Enter qualifying distributions from	m Part XII, line 4	-	-			8		
If line 8 is equal to or greater than	n line 7, check the box in Part VI, line	tb, and com	plete that part usin	ıg a 1'	% tax rate			
See the Part VI instructions								om 900 PE (2011)

X

X

8b

10

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)

year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

of each state as required by General Instruction G? If "No," attach explanation

٠,	THIRY-O'LEARY FOUNDATION			
Form		059068	;	Page 5
	ert VII-A   Statements Regarding Activities (continued)			
	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges'	,		
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ▶ FRANK, RIMERMAN & CO. LLP Telephone no ▶ (65	0)845-	810	0
	Located at ► 1801 PAGE MILL ROAD, PALO ALTO, CA ZIP+4	<b>▶</b> 94304		
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	N	/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,		Yes	
	securities, or other financial account in a foreign country?	16	<u> </u>	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign			
	country			<u> </u>
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required		1	
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
18	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?	No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	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)?	No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	If the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )  Yes X			
		NO	Į	
	If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations  section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  N/	Δ		1
	,	A 1b	<del> </del>	
_	Organizations relying on a current notice regarding discustor assistance encountered	<b>-</b>		
•	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	10	ŀ	Х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation		ļ	
2	defined in section 4942(j)(3) or 4942(j)(5))			
	1 At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
•	before 2011?  Light Street Control of the Arry	No	,	
	If "Yes," list the years $\blacktriangleright$			
	Are there any years listed in 2a for which the foundation is <b>not</b> 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 )	A 2b		1
	of the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here		T	1
	<b></b>			
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?	No		
ı	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2011.)	'A 3b		

4a

X

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

had not been removed from jeopardy before the first day of the tax year beginning in 2011?

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	equired (contin	ued)	- rage o		
5a During the year did the foundation pay or incur any amount to			T			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	☐ Ye	s X No			
(2) Influence the outcome of any specific public election (see section 4955); or		ctlv.				
any voter registration drive?		Ye	s X No			
(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)?		Ye	s X No			
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or					
the prevention of cruelty to children or animals?		Ye	s X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	ler the exceptions described i	n Regulations				
section 53 4945 or in a current notice regarding disaster assistance (see instru			N/A t	5b		
Organizations relying on a current notice regarding disaster assistance check h						
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ned				
expenditure responsibility for the grant?	N	/A . 🗀 Ye	s No			
If "Yes," attach the statement required by Regulations section 53.4945	5-5(d).					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to j	pay premiums on					
a personal benefit contract?		Ye	s X No			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<u> </u>	6b X		
If "Yes" to 6b, file Form 8870.			F==			
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	s X No			
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b		
Part VIII Information About Officers, Directors, Trusto	ees, Foundation Ma	nagers, Highly	1			
Paid Employees, and Contractors  List all officers, directors, trustees, foundation managers and their						
1 List all officers, directors, trustees, foundation managers and their	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Eynense		
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances		
KENT J. THIRY	SECRETARY	, , , , , , , , , , , , , , , , , , ,	,			
1400 EAST OXFORD LANE						
CHERRY HILLS VILLAGE, CO 80113	0.25	0.	0.	0.		
DENISE M. O'LEARY	PRESIDENT					
1400 EAST OXFORD LANE						
CHERRY HILLS VILLAGE, CO 80113	0.25	0.	0.	0.		
MATTHEW THIRY	VICE PRESIDEN	$\mathbf{r}$				
1400 EAST OXFORD LANE				_		
CHERRY HILLS VILLAGE, CO 80113	0.25	0.	0.	0.		
	TREASURER		-			
1400 EAST OXFORD LANE			_			
CHERRY HILLS VILLAGE, CO 80113	0.25	0.	0.	0.		
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	(a) Evpansa		
(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						
		-				
	-					
	<u> </u>	<u> </u>	<u> </u>	0		
Total number of other employees paid over \$50,000			Fa			
			rorm :	990-PF (2011)		

THIRY-O'LEARY FOUNDATION		
orm 990-PF (2011) C/O KENT J THIRY		4059068 Page 7
Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	ation Managers, Highly	
Five highest-paid independent contractors for professional services. If none, enter	er "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
otal 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 stati	stical information such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers pro	oduced, etc	
N/A		
		· ·
•		
	<u></u>	1
Doubly R. C		
Part IX-B Summary of Program-Related Investments  Describe the two largest program-related investments made by the foundation during the tax year or	n lines 1 and 2	Amount
N/A	il lilles I aliu z	Airiount
N/A		
	<del></del>	
	· · · · · · · · · · · · · · · · · · ·	
All other program-related investments. See instructions		
אוו טנונפו פוטקומוור ופומנפט ווועפסנווופוונס ספפ וווסנוטכנוטווס		

Total. Add lines 1 through 3

P	Art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	7,552,214.
C	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1 d	7,552,214.
6	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,552,214.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,283.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,438,931.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	16,306.
P	pistributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part )	d certair	1
1	Minimum investment return from Part X, line 6	1	16,306.
2a	Tax on investment income for 2011 from Part VI, line 5 27, 983.		
b	Income tax for 2011 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2c	27,983.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
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	0.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		•
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	0.
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.		
а	Suitability test (prior IRS approval required)	3a	
b	· · · · · · · · · · · · · · · · · · ·	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		^
	income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years	ualifies '	for the section

Form **990-PF** (2011)

Page 9

Part XIII Undistributed Income (see	e instructions)			
	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,				0.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years				······
		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009		į.		
e From 2010	1			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from				
Part XII, line 4 ►\$ 0.		į.	,	
a Applied to 2010, 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 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:				
2 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.		'' <u>                                    </u>
e Undistributed income for 2010 Subtract line			•	
4a from line 2a Taxable amount - see instr			0.	<u> </u>
f Undistributed income for 2011 Subtract				
lines 4d and 5 from line 1. This amount must		[		
be distributed in 2012				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	0.			
section 170(b)(1)(F) or 4942(g)(3)	U.			<u> </u>
8 Excess distributions carryover from 2006	0.	,		
not applied on line 5 or line 7	<u> </u>			<del></del>
9 Excess distributions carryover to 2012.	0.	[		
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9	1			
a Excess from 2007	3	Į.		
b Excess from 2008	1			
c Excess from 2009	1			
d Excess from 2010				,
e Excess from 2011	1			

OF DE (2014) C /O VENT I THIRV

	oundations (see le	structions and Part V	II-A question Q\	N/A	-4039000 Page II
Part XIV Private Operating F			H-A, question 9)	N/A	
1 a If the foundation has received a ruling o			_		
foundation, and the ruling is effective fo				14040(1)(2) 25 [	4040(1)(5)
b Check box to indicate whether the found		ig ioundation described T	Prior 3 years	4942(j)(3) or L	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
income from Part I or the minimum	(4) 2011	(1) 2010	(0) 2000	(4) 2000	(0) 10.4)
investment return from Part X for					
each year listed				+	
b 85% of line 2a			<u>                                     </u>	<del></del>	
c Qualifying distributions from Part XII,					
line 4 for each year listed			<u> </u>		· · · · · · · · · · · · · · · · · · ·
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities  e Qualifying distributions made directly	-			1	
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					<del></del>
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section					
512(a)(5)), or royalties) (2) Support from general public					
and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income	 	A. Alaia mark amb	if the fermulation	- had 65 000 a	u mana in acceta
Part XV Supplementary Info			ii the ioungation	n nau \$5,000 c	r more in assets
	<del></del> _	.401,01,01			
a List any managers of the foundation when	_	than 2% of the total cor	atributions received by th	e foundation hefore t	he close of any tay
year (but only if they have contributed i	more than \$5,000) (See s	section 507(d)(2) )	ithibutions received by th	c roundation before t	no close of any tax
SEE STATEMENT 3					
b List any managers of the foundation who other entity) of which the foundation ha			(or an equally large port	ion of the ownership	of a partnership or
NONE					
2 Information Regarding Contribut Check here ► X if the foundation				not accept uncollecte	d requests for funds. If
the foundation makes gifts, grants, etc	(see instructions) to indi	viduals or organizations	under other conditions, o		
a The name, address, and telephone num	nber of the person to who	m applications should b	e addressed		
<b>b</b> The form in which applications should	be submitted and informa	ition and materials they	should include		
c Any submission deadlines	·				
d Any restrictions or limitations on award	ls, such as by geographic	al areas, chantable fields	s, kinds of institutions, or	other factors	<del>.</del>
•	-				

C/O KENT J THIRY

Form 990-PF (2011) Page 11 Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Purpose of grant or contribution Foundation Amount status of Name and address (home or business) recipient a Paid during the year NONE **▶** 3a 0. Total b Approved for future payment NONE

123611 12-02-11

Total

**▶** 3b

(e)

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

Part XVI-A **Analysis of Income-Producing Activities** 

1 Program service revenue	(a) Business code	Amount :	xclu- sion code	(d) Amount	Related or exempt function income
a					
b				_	
С					
d					<u> </u>
8	1 1		$\neg$		
1					
g Fees and contracts from government agenci	es				
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments					
4 Dividends and interest from securities			14	3.	
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			$\Box$		
8 Gain or (loss) from sales of assets other					
than inventory			18	7,985.	
9 Net income or (loss) from special events				•	
10 Gross profit or (loss) from sales of inventory					<del> </del>
11 Other revenue					
e		0.		7,988.	0.
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>				7,988.
(See worksheet in line 13 instructions to verify calc	vulations \		•		.,,,,,,,,,
Tocc Morkaneet in time to matridetions to verify early				_	
				: Purposes	
Part XVI-B Relationship of Ac	tivities to the Acco	mplishment of Exe	HIP		
	<u> </u>				nplishment of
Part XVI-B Relationship of Ac  Line No. Explain below how each activity for the foundation's exempt purposes	r which income is reported in	column (e) of Part XVI-A c			plishment of
Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			pplishment of
Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			iplishment of
Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			iplishment of
Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			pplishment of
Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			iplishment of
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Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			inplishment of
Line No. Explain below how each activity for	r which income is reported in	column (e) of Part XVI-A c			Form <b>990-PF</b> (2011)

Unrelated business income

C/O KENT J THIRY

FAILAT	Exempt Organ		31612 10 6	and transactions a	iliu nelations	inps with Nonch	aritabi	5	
1 Did the	organization directly or indi		of the following	n with any other organization	on described in sect	on 501(c) of		Yes	No
	de (other than section 501(c)								
	ers from the reporting found								İ
(1) Ca	· -		•				1a(1)		X
	her assets			·			1a(2)		X
	ransactions	-							
(1) Sa	les of assets to a noncharita	ble exempt organizat	ion				1b(1)		X
(2) Pu	rchases of assets from a no	ncharitable exempt o	rganization		•		1b(2)		X
(3) Re	ntal of facilities, equipment,	or other assets		•			1b(3)		X
(4) Re	embursement arrangements						1b(4)		X
<b>(5)</b> Lo	ans or loan guarantees				-		1b(5)		X
(6) Pe	rformance of services or me	embership or fundrais	sing solicitatio	ons			1b(6)		X
<b>c</b> Sharing	g of facilities, equipment, ma	uling lists, other asset	ts, or paid em	ployees			1c		X
d If the a	nswer to any of the above is	"Yes," complete the f	ollowing sche	edule Column (b) should alv	ways show the fair i	market value of the goods,	other ass	sets,	
	ices given by the reporting for			ed less than fair market valu	ie in any transactioi	n or sharing arrangement,	show in		
	(d) the value of the goods,	•			1 (4)				
(a) Line no	(b) Amount involved	(c) Name of		e exempt organization	(0) Description	n of transfers, transactions, and	sharing ar	rangeme	nts
	<del></del> -	<u> </u>	N/A		<del> </del>				
							<del></del>		
							•		
			·			1			
		Ü.							
					-				
	<del></del>	<u> </u>	<del></del>	· · · · · · · · · · · · · · · · · · ·					
		41 - 461-4-4	-1-414						
	oundation directly or indirection 501(c) of the Code (othe	•			zations described	ſ	Yes	T	No
	" complete the following sch	• •	(3)) 01 111 580	(IOII 327 ·		ι	165		טאו ב
<u>u</u> II 165,	(a) Name of org			(b) Type of organization	T	(c) Description of relation	ship		
	N/A	, <u>-</u>		(-, ,,,	,	(-/			
	- <u></u>								
	-								
						- · · · · · · · · · · · · · · · · · · ·			
	· ·								
	ider penalties of perjury, I declare d belief, it is true, correct, and cor					s had any knowledge	ay the IRS	discuss	this
Sign   🕨		A	parer tourer are	1 6/11/1	Nation of Willow propula	st	turn with the	(see ins	er tr)?
Here	VVU			191416	. 💆	j L	X Yes	. L	. No
	Signature of officer or trustee		D-amararia a	Date	Title	Check If PTIN			
	Print/Type preparer's na	arne 🐧	Preparer's s	ignature	Date .	Check if PTIN self- employed			
Paid	KAREN VALL	.סמת מ	141	(d.	SIMR		0534	211	
Prepare			l ·		, , _	Firm's EIN ▶ 94-1			
Use On		willy accurately	-111 U			I I I I I I I I I I I I I I I I I I I			
	Firm's address ▶ 18	01 PAGE M	ILL RO	AD		<del>                                     </del>			
	l l	LO ALTO,				Phone no (650	)845	-81	00
							orm <b>990</b>		

#### Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

### Schedule of Contributors

Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Employer identification number

THIRY-O'LEARY FOUNDATION 45-4059068 C/O KENT J THIRY Organization type (check one): Section: Filers of: 501(c)( Form 990 or 990-EZ ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. **General Rule** X For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. Special Rules For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. \$

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part II, line 2 of its Form 990-PF, to

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THIRY-O'LEARY FOUNDATION
C/O KENT J THIRY

Employer identification number

45-4059068

Part I	Contributors	(see instructions). Use duplicate copies of Part I if additional space is needed.
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		· · · · · · · · · · · · · · · · · · ·	<del></del>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KENT THIRY AND DENISE O'LEARY  1400 EAST OXFORD LANE  CHERRY HILLS VILLAGE, CO 80113	\$ 7,544,226.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II of there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization
THIRY-O'LEARY FOUNDATION
C/O KENT J THIRY

Employer Identification number

45-4059068

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional s	space is needed.
--	------------------

art II	Noncash Property (see instructions). Use duplicate copies of P	art II II additional space is needed.	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_1	23,960 SHS OF GILD STOCK & 11,370 SHS OF UNH STOCK		
		\$\$ <u></u> \$\$	12/29/11
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		*	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		s	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	3-12	\$\$	90, 990-EZ, or 990-PF) (2

Schedule B (Form 990, 990-EZ, or 990-PF) (2011) Page 4 Name of organization Employer identification number THIRY-O'LEARY FOUNDATION 45-4059068 C/O KENT J THIRY Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. Part III Use duplicate copies of Part III if additional space is needed. (a) No. from (d) Description of how gift is held (c) Use of gift (b) Purpose of gift Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (c) Use of gift (d) Description of how gift is held (b) Purpose of gift (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. (d) Description of how gift is held (b) Purpose of gift (c) Use of gift Part I (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4 (a) No from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

FORM 990-PF	G <i>I</i>	AIN OR (LOS	S) F	ROM SALE	OI	F AS	SETS		STA	TEMENT	. 1
(A) DESCRIPTION OF 1	PROPERTY						NNER QUIRED	DA ACQU	TE IRED	DATE	SOLD
139 SHS UNITEDHI	EALTH GRO	OUP			_	DON	IATED			12/3	30/11
(B) GROS SALES I	SS	(C) VALUE AT TIME OF AC		(D) EXPENSE SALE	OI	Ŧ	(E) DEPRE	c.	GAIN	(F)	ss
	7,068.	6,7	48.		(	<u> </u>		0.	<del></del>		320.
(A) DESCRIPTION OF 1	PROPERTY						ANNER QUIRED		TE	DATE	SOLD
11,231 SHS UNIT	EDHEALTH	GROUP			_	DON	NATED			12/3	30/11
(B GROS SALES	SS	(C) VALUE AT TIME OF AC		(D) EXPENSE SALE	OF	?	(E) DEPRE	c.	GAIN	(F)	SS
5	71,084.	575,3	64.		(	o		0.		-4,	280.
(A) DESCRIPTION OF 1	PROPERTY						ANNER QUIRED		TE IRED	DATE	SOLD
23,960 SHS GILE	AD SCIEN	- CES			-	DON	NATED	07/1	3/07	12/3	30/11
(B GROS SALES	SS	(C) VALUE AT TIME OF AC		(D) EXPENSE SALE	OI	F	(E) DEPRE	с.	GAIN	(F)	SS
9	74,059.	962,1	14.		(	0.		0.		11,	945.
CAPITAL GAINS D	IVIDENDS	FROM PART	IV								0.
TOTAL TO FORM 9											985.

FORM 990-PF DIVIDENDS AND	INTEREST FROM	SECURITIES	STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	3.	0.	3.
FORM 990-PF PART LIST OF FO	STATEMENT 3		

NAME OF MANAGER

KENT J. THIRY DENISE M. O'LEARY