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POSTMARK DATE: MAR 2 1 2011

Name of foundation: THE WALDEN W. AND JEAN YOUNG SHAW FOUNDATION. A Employer identification number: 36-6162196. B Telephone number: (312) 460-5644. C If exemption application is pending, check here. D 1 Foreign organizations, check here. E If private foundation status was terminated under section 507(b)(1)(A), check here. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

SCANNED MAR 26 2013

RECEIVED MAR 26 2013 CHICAGO, IL 60603

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	386,907.	471,002.	471,002.	
	3	Accounts receivable ▶ Less. allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 6	2,638,212.	2,682,219.	2,682,219.	
	c	Investments - corporate bonds (attach schedule) ATCH 7	5,003,557.	4,132,885.	4,132,885.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 8	743,974.	1,015,199.	1,015,199.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 9)	3,722.	1,787.	1,787.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,776,372.	8,303,092.	8,303,092.		
Liabilities	17	Accounts payable and accrued expenses	646.			
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	646.		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	8,775,726.	8,303,092.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	8,775,726.	8,303,092.			
31	Total liabilities and net assets/fund balances (see instructions)	8,776,372.	8,303,092.			

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	8,775,726.
2	Enter amount from Part I, line 27a	2	-416,257.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,359,469.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	56,377.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,303,092.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-7,052.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	-5,603.

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	941,199.	9,009,861.	0.104463
2009	933,135.	9,275,375.	0.100603
2008	935,443.	9,399,258.	0.099523
2007	1,152,618.	10,752,762.	0.107193
2006	1,144,303.	11,087,272.	0.103209
2 Total of line 1, column (d)			2 0.514991
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 0.102998
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 8,361,663.
5 Multiply line 4 by line 3			5 861,235.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,726.
7 Add lines 5 and 6			7 862,961.
8 Enter qualifying distributions from Part XII, line 4 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			8 578,804.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Total credits and payments'. Total tax due is 4,556.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes a state list 'IL,'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of MR. WALTER ROTH Telephone no. 312-781-8644
Located at 131 SOUTH DEARBORN ST, STE 2400 CHICAGO, IL ZIP + 4 60603
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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

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

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

1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X 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
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X 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
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? Yes X No
b 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.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		6,300.	0	0

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

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

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'NOT APPLICABLE'.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Table with 2 columns: Description of investments, Amount. Row 1 contains 'NONE'.

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	7,973,612.
b	Average of monthly cash balances	1b	515,386.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,488,998.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,488,998.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,335.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,361,663.
6	Minimum investment return. Enter 5% of line 5	6	418,083.

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	418,083.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,453.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,453.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	414,630.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	414,630.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	414,630.

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	578,804.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	578,804.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	578,804.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				414,630.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 606,767.				
b From 2007 633,574.				
c From 2008 471,124.				
d From 2009 476,273.				
e From 2010 498,538.				
f Total of lines 3a through e	2,686,276.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 578,804.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				414,630.
e Remaining amount distributed out of corpus	164,174.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	2,850,450.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	606,767.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,243,683.			
10 Analysis of line 9				
a Excess from 2007 633,574.				
b Excess from 2008 471,124.				
c Excess from 2009 476,273.				
d Excess from 2010 498,538.				
e Excess from 2011 164,174.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3d, 3e.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

NONE

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

NONE

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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
a <i>Paid during the year</i> ATTACHMENT 12				
Total ▶ 3a				496,550.
b <i>Approved for future payment</i>				
Total ▶ 3b				

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SEAFARTH SHAW LLP	43,393.			43,393.
TOTALS	<u>43,393.</u>			<u>43,393.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FRIEDMAN & HUEY ASSOCIATES LLP	23,984.			23,984.
TOTALS	<u>23,984.</u>			<u>23,984.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST COMPANY	50,899.	50,899.
TOTALS	<u>50,899.</u>	<u>50,899.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX PAID	10,100.
TOTALS	<u>10,100.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ILLINOIS FILING FEE	15.	15.
INSURANCE	4,050.	4,050.
TOTALS	<u>4,065.</u>	<u>4,065.</u>

THE WALDEN W AND JEAN YOUNG SHAW FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10b - INVESTMENTS IN
CORPORATE STOCKS

Shares/Principal		Description	Book Carrying Value		Market Value
Beginning of Year	End of Year		Beginning of Year	End of Year	End of Year
1,500	1,500	Abbott Laboratories	78,930	96,705	96,705
200	-	Amazon Com Inc	40,898	-	-
1,200	1,200	American Express Co	62,040	69,852	69,852
200	200	Apple Inc	67,134	116,800	116,800
1,000	1,000	AT&T Inc	31,410	35,660	35,660
1,800	-	Bank of New York	46,116	-	-
300	-	BHP Billiton Ltd	28,389	-	-
500	500	Boeing Co	36,965	37,150	37,150
1,000	1,000	ChevronTexaco Corp(f/n/a Texaco)	102,840	105,500	105,500
4,000	4,000	Cisco Systems Inc	62,440	68,680	68,680
750	750	Costco Wholesale Corp	60,930	71,250	71,250
1,400	1,400	Danaher Corp	74,186	72,912	72,912
700	700	Deere & Co	57,715	56,609	56,609
1,500	1,100	Dominion Res. Inc	72,405	59,400	59,400
1,000	1,200	Dow Chemical Co	36,000	37,800	37,800
2,000	2,000	Duke Energy Corp	37,660	46,120	46,120
1,000	1,000	DuPont E I De Nemours & Co	54,050	50,570	50,570
1,000	1,000	Exxon Mobile Corp	81,380	85,570	85,570
2,500	2,500	General Electric Co	47,150	52,100	52,100
50	100	Google Inc Class A	25,319	58,007	58,007
1,250	-	Hewlett Packard Co	45,500	-	-
2,500	2,500	Intel Corp	55,400	66,625	66,625
1,500	1,800	J P Morgan Chase & Co.	61,410	64,314	64,314
800	800	Johnson & Johnson	53,216	54,048	54,048
900	900	Kellogg Co	49,788	44,397	44,397
750	-	Kohls Corp	37,508	-	-
600	600	McDonalds Corp	50,592	53,118	53,118
1,200	1,200	McGraw-Hill Cos	50,292	54,000	54,000
1,500	1,500	Merck & Co. Inc.	52,935	62,625	62,625
-	1,100	Microchip technology (MCHP)	-	36,388	36,388
1,075	1,075	National Oilwell Varco	84,076	69,273	69,273
900	900	Nextera Energy Inc (f/n/a FPL Group Inc)	51,714	61,929	61,929
1,000	1,000	Noble Corp	39,410	32,530	32,530
500	600	Norfolk Southn Corp Com	37,465	43,062	43,062
1,000	1,000	Novartis ADR	61,110	55,900	55,900
-	625	Nucor Corp	-	23,688	23,688
400	400	Occidental Petroleum Corp	41,616	34,308	34,308
-	800	Omnicom Group	-	38,880	38,880
2,000	2,000	Oracle Corp	65,820	59,400	59,400
1,000	1,000	Pepsico Inc	70,430	70,660	70,660
1,000	1,000	Proctor & Gamble Co	63,570	61,250	61,250
800	1,000	Qualcomm Inc Com	45,432	55,680	55,680
500	500	Schlumberger Ltd	43,200	32,455	32,455
4,000	4,000	Tennessee Valley Auth Ser A Pfd 6 5%	101,640	105,680	105,680

THE WALDEN W AND JEAN YOUNG SHAW FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10b - INVESTMENTS IN
CORPORATE STOCKS (continued)

<u>Shares/Principal</u>		<u>Description</u>	<u>Book</u> <u>Carrying Value</u>		<u>Market</u>
<u>Beginning</u> <u>of Year</u>	<u>End</u> <u>of Year</u>		<u>Beginning</u> <u>of Year</u>	<u>End</u> <u>of Year</u>	<u>Value</u> <u>End</u> <u>of Year</u>
1,000	-	Teva Pharmaceuticals Inds	48,220	-	-
600	600	United Technologies Corp	53,106	45,318	45,318
500	500	UnitedHealth Group Inc	25,790	29,250	29,250
500	500	V F Corp	54,280	66,725	66,725
1,016	1,016	Verizon Communications	37,826	45,151	45,151
1,000	1,200	Walt Disney co	39,040	58,200	58,200
2,500	2,750	Wells Fargo & Co	70,150	91,960	91,960
2,000	2,000	Weyerhaeuser Co	43,720	44,720	44,720
Total equity securities			<u>2,638,212</u>	<u>2,682,219</u>	<u>2,682,219</u>

THE WALDEN W AND JEAN YOUNG SHAW FOUNDATION
FORM 990 - PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10c - INVESTMENTS IN
CORPORATE BONDS AND NOTES

<u>Shares / Principal</u>		<u>Description</u>	<u>Book Carrying Value</u>		<u>Market Value</u>		
<u>Beginning of year</u>	<u>End of year</u>		<u>Beginning of year</u>	<u>End of year</u>	<u>End of year</u>		
Corporate bonds and notes							
100,000	100,000	3M Company	4 375%	8/15/2013	107,989	104,464	104,464
250,000	250,000	Abbott Labbs	5 150%	11/30/2012	265,774	254,655	254,655
-	100,000	Bank N S Halifax	2 375%	12/17/2013	-	102,374	102,374
100,000	-	Bank NS Halifax	4 750%	11/15/2012	102,862	-	-
250,000	-	Bellsouth Corp	4 750%	11/15/2012	262,806	-	-
-	100,000	Berkshire Hathaway Inc.	1 900%	1/31/2017	-	101,978	101,978
-	100,000	BHB Billiton Fin USA Ltd	1 625%	2/24/2017	-	100,687	100,687
100,000	100,000	Bottling Group LLC	4 625%	11/15/2012	105,378	101,462	101,462
250,000	-	Caterpillar Finl Svcs	4 700%	3/15/2012	257,463	-	-
100,000	100,000	Cisco Systems Inc	2 900%	11/17/2014	105,189	105,164	105,164
-	100,000	Coca Cola Co	1 650%	3/14/2018	-	101,247	101,247
250,000	-	Coca Cola Enterprises Inc.	6.125%	8/15/2011	251,636	-	-
250,000	250,000	Coca Cola Enterprises Inc	7 375%	3/3/2014	290,397	276,863	276,863
100,000	100,000	Deutsche BK AG Global	3 450%	3/30/2015	103,194	103,535	103,535
-	100,000	General Elec Cap	2 150%	1/9/2015	-	101,685	101,685
250,000	250,000	Hewlett-Packard Co Global	6 125%	3/1/2014	280,441	268,335	268,335
250,000	250,000	International Business Machs	4 750%	11/29/2012	264,237	254,621	254,621
-	100,000	J P Morgan Chase & Co	2 050%	1/24/2014	-	101,093	101,093
100,000	100,000	J P Morgan Chase & Co	2 050%	1/24/2014	100,745	101,093	101,093
250,000	250,000	Kimberly Clark Corp	5 000%	8/15/2013	271,384	262,345	262,345
100,000	100,000	Kreditanstalt Fur Wiederaufbau	3 250%	3/15/2013	104,462	102,048	102,048
250,000	-	Lily Eli & Co	6 000%	3/15/2012	259,972	-	-
100,000	100,000	Novartis Cap. Corp.	4.125%	2/10/2014	107,769	105,568	105,568
100,000	100,000	Pfizer Inc.	4 500%	2/15/2014	108,636	106,350	106,350
100,000	100,000	Philip Morris Intl Inc.	4.875%	5/16/2013	107,273	103,707	103,707
250,000	250,000	Praxair Inc Global Sr Nt	5.250%	11/15/2014	280,819	275,558	275,558
250,000	-	SBC Communications Inc	5 875%	2/1/2012	257,522	-	-
200,000	200,000	Schwab Charles Corp	4 950%	6/1/2014	219,285	214,494	214,494
250,000	250,000	Shell Intl. Fin.	4 000%	3/21/2014	269,151	264,685	264,685
100,000	100,000	Statoilhydro ASA	2 900%	10/15/2014	104,915	104,879	104,879
100,000	100,000	Toyota Motor Credit Corp	1 375%	8/12/2013	100,686	100,833	100,833
100,000	100,000	Unilever Cap Corp.	3.650%	2/15/2014	106,432	105,021	105,021
100,000	100,000	Wal-Mart Stores Inc	1 625%	4/15/2014	101,321	101,906	101,906
100,000	100,000	Westpac BKG Corp	4 200%	2/27/2015	105,819	106,235	106,235
Total corporate bonds and notes					<u>5,003,557</u>	<u>4,132,885</u>	<u>4,132,885</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
5,673.97 MFB NORTHERN EMERGING	73,364.	60,598.	60,598.
39,292.83 MFB NORTHERN FDS ULT		399,608.	399,608.
13,391.35 MFB NORTHERN INTL EQ	148,644.	124,138.	124,138.
2,500 MFC ISHARES MSCI INDEX	195,455.	124,900.	124,900.
6,505 MFB NORTHERN MULTI-MGR	129,823.	111,115.	111,115.
15,402.34 MFB NORTHERN INC EQ	196,688.	194,840.	194,840.
TOTALS	743,974.	1,015,199.	1,015,199.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PURCHASE INTEREST	3,722.	1,787.	1,787.
TOTALS	<u>3,722.</u>	<u>1,787.</u>	<u>1,787.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON ASSETS	56,377.
TOTAL	<u>56,377.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					13,995.	
6,510.		250 SHS HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 10,259.				P	05/12/2011	08/29/2011
							-3,749.	
38,049.		1,000 SHS TEVA PHARMACEUTICAL PROPERTY TYPE: SECURITIES 44,580.				P	12/14/2005	08/09/2011
							-6,531.	
33,205.		750 SHS KOHLS CORP COMMON STK PROPERTY TYPE: SECURITIES 31,263.				P	09/19/2005	08/09/2011
							1,942.	
31,140.		1,500 SHS BANK NEW YORK MELLON PROPERTY TYPE: SECURITIES 43,560.				P	09/16/2009	08/29/2011
							-12,420.	
6,228.		300 SHS BANK NEW YORK MELLON PROPERTY TYPE: SECURITIES 8,082.				P	11/23/2010	08/29/2011
							-1,854.	
20,832.		800 SHS HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 33,520.				P	02/08/2008	08/29/2011
							-12,688.	
5,208.		200 SHS HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 10,594.				P	04/22/2010	08/29/2011
							-5,386.	
39,527.		200 SHS AMAZON COM INC PROPERTY TYPE: SECURITIES 38,025.				P	02/15/2011	04/02/2012
							1,502.	
21,995.		300 SHS ADR BHP BILLITON LTD PROPERTY TYPE: SECURITIES 16,866.				P	06/04/2009	04/02/2012
							5,129.	
21,686.		400 SHS DOMINION RES INC VA PROPERTY TYPE: SECURITIES 11,994.				P	11/20/2007	06/02/2012
							9,692.	
38,114.		750 SHS MCF ISHARES TR MSCI PROPERTY TYPE: SECURITIES 40,093.				P	12/14/2005	08/09/2011
							-1,979.	
		250,000 PV COCA COLA 6.125%				P	04/14/2008	08/15/2011

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
250,000.		PROPERTY TYPE: SECURITIES 250,000.						
		250,000 SBC COMM INC. 5.875%				P	04/14/2008	11/28/2011
252,478.		PROPERTY TYPE: SECURITIES 250,515.					1,963.	
		250,000 CATERPILLAR FINL SVCS				P	05/30/2008	03/15/2012
250,000.		PROPERTY TYPE: SECURITIES 250,000.						
		250,000 LILLY ELI & CO 6.0%				P	03/23/2009	03/15/2012
250,000.		PROPERTY TYPE: SECURITIES 250,000.						
TOTAL GAIN (LOSS)							<u>-7,052.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DONALD CAREY ILER 1107 BUENA VISTA, APT. 5 SAN CLEMENTE, CA 92672	EXEC. DIRECTOR/PRES, VARIOUS	6,300.	0	0
ROBERT GORDON ILER 2527 NW EDENBOWER BLVD, APT 74 ROSEBURG, OR 97471	DIRECTOR, VARIOUS	0	0	0
WALTER ROTH 131 SOUTH DEARBORN ST, STE 2400 CHICAGO, IL 60603	SECR/TREAS, VARIOUS	0	0	0
N. CAREY ILER, JR. 1641 BAYSIDE DRIVE CORONA DEL MAR, CA 92625	DIRECTOR, VARIOUS	0	0	0
ROBERT GORDON ILER, JR. 45 OLD FARMS ROAD WEST SIMSBURY, CN 06092	VICE PRESIDENT, VARIOUS	0	0	0
SHARON JEAN KIRBY P.O. BOX 2429 IDYLLWILD, CA 92549	DIRECTOR, VARIOUS	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHERYL KENNEDY 2730 JEFFERSON STREET, #26 CARLSBAD, CA 92008	DIRECTOR, VARIOUS	0	0	0
GRAND TOTALS		6,300.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN STREET URBANA, IL 61801-2962	NONE PUBLIC	GENERAL FUNDS	55,000.
CONNECTICUT CHILDREN'S MEDICAL CENTER 282 WASHINGTON STREET HARTFORD, CT 06106	NONE PUBLIC	GENERAL FUNDS	57,000.
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60208	NONE PUBLIC	GENERAL FUNDS	37,500.
THE ANGEL'S DEPOT 1497 POINTSETTIA AVENUE SUITE 158 VISTA, CA 92081	NONE PUBLIC	GENERAL FUNDS	10,800.

TOTAL CONTRIBUTIONS PAID

496,550.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return See instructions</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE WALDEN W. AND JEAN YOUNG SHAW FOUNDATION	<input checked="" type="checkbox"/> 36-6162196
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	131 SOUTH DEARBORN ST, STE 2400	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	CHICAGO, IL 60603	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990	01
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of MR. WALTER ROTH
Telephone No. 312 781-8644 FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 05/15, 20 13

5 For calendar year _____, or other tax year beginning 07/01, 20 11, and ending 06/30, 20 12

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 8,009.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 8,009.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Mary V. Gause Title C.P.A. Date 2/14/13