Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation
WILLIAM G. MCGOWAN CHARITABLE FUND, INC.

A Employer identification number
52-1829785

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
212 N. SANGAMON

B Telephone number
312-243-2122

City or town, state, and ZIP code
CHICAGO, IL 60607

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 158,602,127.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received	0.		N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,137,605.	2,137,605.		STATEMENT 1
4	Dividends and interest from securities	2,861,598.	2,855,767.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	541,182.			
b	Gross sales price for all assets on line 6a 38,682,567.				
7	Capital gain net income (from Part IV, line 2)		541,182.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	29,503.	29,503.		STATEMENT 3
12	**Total.** Add lines 1 through 11	5,569,888.	5,564,057.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	95,000.	0.		95,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	217.	0.		217.
b	Accounting fees STMT 5	9,987.	0.		9,987.
c	Other professional fees STMT 6	996,105.	939,338.		56,767.
17	Interest				
18	Taxes STMT 7	114,358.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	163,941.	0.		163,941.
22	Printing and publications	618.	0.		618.
23	Other expenses STMT 8	250,598.	0.		250,598.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,630,824.	939,338.		577,128.
25	Contributions, gifts, grants paid	6,884,969.			6,884,969.
26	**Total expenses and disbursements.** Add lines 24 and 25	8,515,793.	939,338.		7,462,097.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<2,945,905.>			
b	**Net investment income** (if negative, enter -0-)		4,624,719.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

3

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	121,930.	12,910.	12,910.
	2	Savings and temporary cash investments	1,228,194.	1,597,242.	1,597,242.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	149,233.	155,064.	155,064.
	b	Investments - corporate stock STMT 10	63,364,970.	61,815,303.	65,298,026.
	c	Investments - corporate bonds STMT 11	34,367,092.	32,394,265.	37,845,351.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	49,155,970.	49,467,791.	53,693,534.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	148,387,389.	145,442,575.	158,602,127.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	126,298,054.	126,298,054.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	22,089,335.	19,144,521.	
	30	**Total net assets or fund balances**	148,387,389.	145,442,575.	
	31	**Total liabilities and net assets/fund balances**	148,387,389.	145,442,575.	

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	148,387,389.
2	Enter amount from Part I, line 27a	2	<2,945,905.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD TAX COST ADJUSTMENTS	3	1,091.
4	Add lines 1, 2, and 3	4	145,442,575.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	145,442,575.

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				
b	SEE ATTACHED STATEMENT			
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	38,682,567.		38,141,385.	541,182.

	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				541,182.

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	541,182.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	7,692,372.	160,812,072.	.047835
2009	5,470,443.	147,397,039.	.037114
2008	8,089,547.	132,313,534.	.061139
2007	5,525,904.	162,216,212.	.034065
2006	8,114,039.	154,402,371.	.052551

2	**Total** of line 1, column (d)	2	.232704
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	.046541
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	153,501,937.
5	Multiply line 4 by line 3	5	7,144,134.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	46,247.
7	Add lines 5 and 6	7	7,190,381.
8	Enter qualifying distributions from Part XII, line 4	8	7,462,097.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	46,247.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	46,247.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	46,247.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	95,188.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	95,188.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	48,941.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 48,941. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 ▶ WWW.MCGOWANFUND.ORG

14 The books are in care of ▶ DIANA SPENCER, EXECUTIVE DIRECTOR Telephone no.▶312-243-3198

Located at ▶212 N. SANGAMON, SUITE 1D, CHICAGO, IL ZIP+4 ▶60607

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
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		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.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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 ☒ 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 ☒ 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 ☒ 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.) N/A	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 ☒ 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.)* N/A	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)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 13		95,000.	10,833.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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12-02-11

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	152,008,002.
b	Average of monthly cash balances	1b	3,831,528.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	155,839,530.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	155,839,530.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,337,593.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	153,501,937.
6	**Minimum investment return**. Enter 5% of line 5	6	7,675,097.

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	7,675,097.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 46,247.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	46,247.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,628,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,628,850.
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	7,628,850.

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	7,462,097.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,462,097.
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	46,247.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	7,415,850.

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				7,628,850.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			7,129,161.	
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				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 7,462,097.				
a Applied to 2010, but not more than line 2a			7,129,161.	
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				332,936.
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				7,295,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 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					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

DIANA SPENCER, 312-243-3198
212 N. SANGAMON, SUITE 1D, CHICAGO, IL 60607

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

WRITTEN APPLICATIONS (SEE ATTACHED)

c Any submission deadlines:

N/A

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

N/A

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 Paid during the year SEE ATTACHED STATEMENT				6,884,969.
Total			▶ **3a**	6,884,969.
b Approved for future payment NONE				
Total			▶ **3b**	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,137,605.	
4 Dividends and interest from securities			14	2,861,598.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	541,182.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ACCRETION OF DISCOUNT					
b FOR DISPOSITION OF BONDS			14	16,467.	
c OTHER INCOME			14	13,036.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,569,888.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,569,888.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NONE.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee | Date | PRESIDENT Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
KIMBERLY A. HAUMANN	KIMBERLY A. HAUMA	03/22/13		P00546491

Firm's name ▶ PLANTE & MORAN, PLLC

Firm's EIN ▶ 38-1357951

Firm's address ▶ 10 S. RIVERSIDE PLAZA, 9TH FLOOR
CHICAGO, IL 60606

Phone no. (312) 207-1040

CONTINUATION FOR 990-PF, PART IV

WILLIAM G. MCGOWAN CHARITABLE FUND, INC.   52-1829785   PAGE 1 OF 1

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	U.S. TRUST - STRALEM	P	VARIOUS	VARIOUS
b	U.S. TRUST - FIRST MANHATTAN EQUITY	P	VARIOUS	VARIOUS
c	U.S. TRUST - FIRST MANHATTAN FIXED INCOME	P	VARIOUS	VARIOUS
d	U.S. TRUST - PIMCO LIQUIDATING	P	VARIOUS	VARIOUS
e	U.S. TRUST - PIMCO TOTAL RETURN	P	VARIOUS	VARIOUS
f	U.S. TRUST - WILLIAM BLAIR	P	VARIOUS	VARIOUS
g	CAPITAL GAIN FROM FLOWTHROUGH - ARTIO	P	VARIOUS	VARIOUS
h	CAPITAL GAIN FROM FLOWTHROUGH - VONTOBEL	P	VARIOUS	VARIOUS
i	CAPITAL GAIN FROM FLOWTHROUGH - BRANDES	P	VARIOUS	VARIOUS
j	CAPITAL GAIN FROM FLOWTHROUGH - WESTWOOD	P	VARIOUS	VARIOUS
k	CAPITAL GAIN FROM FLOWTHROUGH - JENNISON	P	VARIOUS	VARIOUS
l	U.S. TRUST - VIRTUS FOREIGN OPPORTUNITIES	P	VARIOUS	VARIOUS
m	CAPITAL GAIN FROM FLOWTHROUGH - LAZARD	P	VARIOUS	VARIOUS
n	ACCRUAL TO CASH ADJUSTMENT		VARIOUS	VARIOUS
o	ARTIO INVESTMENTS	P	VARIOUS	VARIOUS

	(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	2,667,269.		2,447,380.	219,889.
b	3,481,817.		3,834,722.	<352,905.>
c	3,723,161.		3,772,217.	<49,056.>
d	43,858.		82,654.	<38,796.>
e	1,800,000.		1,786,461.	13,539.
f	4,940,666.		4,681,770.	258,896.
g			887,051.	<887,051.>
h	350,965.			350,965.
i			220,027.	<220,027.>
j	511,564.			511,564.
k	703,253.			703,253.
l	10,201,495.		9,505,209.	696,286.
m	106,438.			106,438.
n			448,550.	<448,550.>
o	10,152,081.		10,475,344.	<323,263.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				219,889.
b				<352,905.>
c				<49,056.>
d				<38,796.>
e				13,539.
f				258,896.
g				<887,051.>
h				350,965.
i				<220,027.>
j				511,564.
k				703,253.
l				696,286.
m				106,438.
n				<448,550.>
o				<323,263.>

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	541,182.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

IRS Appropriations Report

FYE 2012: July 1, 2011 through June 30, 2012

Organization Name	Amount Awarded	Organization City, State	
Academy of Scholastic Achievement *ASA Reads*	$25,000.00	Chicago	IL
Access to Healthcare Network *Matching Grant*	$2,000.00	Reno	NV
ACS Community LIFT *FamilyCare Programming*	$15,000.00	Denver	CO
Action in Community Through Service *General Operations*	$2,500.00	Cumfries	VA
Anchor Center for Blind Children *Preschool Program*	$10,000.00	Denver	CO
Archbishop O'Hara High School *Operation Reach Out*	$5,000.00	Kansas City	MO
Arts & Recreation Foundation of Overland Park *Historically Authentic Costumes for Deanna Rose Children's Farmstead*	$5,000.00	Overland Park	KS
Aspen Camp for the Deaf and Hard of Hearing *Education, Compassion, & Identity for Deaf Youth and Families*	$25,000.00	Snowmass	CO
Assistance League of Reno-Sparks *Food Pantry*	$20,000.00	Reno	NV
Association of Small Foundations *General Operations*	$2,500.00	Washington	DC
Aurora University *Celebrating Arts & Ideas*	$5,000.00	Aurora	IL
Better Boys Foundation *BikeLAB*	$20,000.00	Chicago	IL
Big Shoulders Fund *Capital Improvements Program, Chairman's Emergency Scholarship Fund & 21st Century Classrooms*	$125,000.00	Chicago	IL
Bishop Miege High School *The Helping Hand Tuition Fund*	$50,000.00	Shawnee Mission	KS

IRS Appropriations Report

FYE 2012: July 1, 2011 through June 30, 2012

Organization Name	Amount Awarded	Organization City	State
Bishop Ward High School *Matching Grant*	$150.00	Kansas City	KS
Bishop Ward High School *General Operations*	$5,000.00	Kansas City	KS
Bishop Ward High School *Matching Grant*	$100.00	Kansas City	KS
Bishop Ward High School *Matching Grant*	$155.00	Kansas City	KS
Boys & Girls Club of Truckee Meadows *Power Hour Education Programming*	$15,000.00	Reno	NV
Bread for the City *Pre-Employment Program (PEP)*	$20,000.00	Washington	DC
Bright Future Foundation *Family Counseling and Psychological Services Program*	$15,000.00	Avon	CO
By The Hand Club For Kids *By The Hand Literacy Initiative - Austin Site*	$120,000.00	Chicago	IL
Camp Good Days and Special Times *Matching Grant*	$500.00	Mendon	NY
Camp Good Days and Special Times *Suite Dreams*	$5,000.00	Mendon	NY
Camp Good Days and Special Times *Matching Grant*	$767.00	Mendon	NY
Campus Crusade for Christ, Intl. *Matching Grant*	$300.00	Orlando	FL
Campus Crusade for Christ, Intl. *Matching Grant*	$300.00	Orlando	FL
Campus Crusade for Christ, Intl. *Matching Grant*	$1,050.00	Orlando	FL
Campus Crusade for Christ, Intl.	$1,500.00	Orlando	FL

Organization Name	Amount Awarded	Organization City	State
Matching Grant			
Campus Crusade for Christ, Intl. *Matching Grant*	$300.00	Orlando	FL
CARE Chest of Sierra NV *CARE Chest Medical Resource Programs*	$30,000.00	Reno	NV
CARE Chest of Sierra NV *Matching Grant*	$1,000.00	Reno	NV
Carnegie Mellon University, Tepper School of Business *Scholarship Program*	$52,500.00	Pittsburgh	PA
Carole Robertson Center for Learning *Youth Alternatives Program*	$25,000.00	Chicago	IL
Casa de Vida *Pathways to Success*	$20,000.00	Reno	NV
CASA Kane County *Child Advocacy Program*	$5,000.00	Geneva	IL
CASA of the Continental Divide *General Operations*	$14,000.00	Dillon	CO
Catalyst Schools *General Operations*	$20,000.00	Chicago	IL
Cathedral School *Parent Catholic Education*	$5,000.00	St. Joseph	MO
Catholic Charities of Northeast Kansas *Shalom House Shelter for Homeless Men-General Operations*	$30,000.00	Overland Park	KS
Catholic Diocese of Rochester, NY *Increase Hispanic Graduation Rate*	$5,000.00	Rochester	NY
CeaseFire *Chicago Project for Violence Prevention in Austin and North Lawndale*	$25,000.00	Chicago	IL
Center for Inspired Teaching *Inspired Teaching & Learning 2012 Programs*	$150,000.00	Washington	DC

Organization Name	Amount Awarded	Organization City, State	
Center for Youth Services *College Prep Program*	$45,000.00	Rochester	NY
Chicago Theatre Group, Inc./ Goodman Theatre *Matching Grant*	$2,500.00	Chicago	IL
Child Advocacy Services Center Inc. *Day Treatment Services*	$5,000.00	Kansas City	MO
Child Focus *General Operations*	$5,000.00	Las Vegas	NV
Child Protection Center *General Operations*	$5,000.00	Kansas City	MO
Children's Dyslexia Center *Tutoring Program for Children with Dyslexia*	$25,000.00	Rochester	NY
Children's Home + Aid *Austin Community Schools Initiative*	$40,000.00	Chicago	IL
Children's Miracle Network/Children's Hospital Colorado Foundation *General Operations*	$5,000.00	Aurora	CO
Church of the Ascension *Matching Grant*	$250.00	Overland Park	KS
Circle Urban Ministries *College Readiness Program*	$25,000.00	Chicago	Il
CitiCare *CitiCare New Freedom Initiative*	$25,000.00	Reno	NV
City Year Chicago *Whole School Whole Child Programming*	$20,000.00	Chicago	IL
Cluster Tutoring *Education Tutoring Program*	$7,500.00	Chicago	IL
Colorado Mountain Club *Youth Education Program (YEP!)*	$15,000.00	Golden	CO

Organization Name	Amount Awarded	Organization City	State
Colorado UpLift *Staff Development and Training for Stephen Covey 7 Habits for Highly Effective Teens Curriculum*	$25,000.00	Denver	CO
Colorado Youth at Risk *Steps Ahead For Youth / Touchstone Programs*	$25,000.00	Denver	CO
Columbia University, Columbia Business School *Scholarship Program*	$55,868.00	New York City	NY
Commission on Economic Opportunity *Annual Thanksgiving Project 2011*	$5,000.00	Wilkes-Barre	PA
Commission on Economic Opportunity *Matching Grant*	$4,000.00	Wilkes-Barre	PA
Commission on Economic Opportunity *McGowan Center for Healthy Living - Phase 2*	$1,030,000.00	Wilkes-Barre	PA
Commission on Economic Opportunity *Ending Childhood Hunger – Summer Meals*	$5,000.00	Wilkes-Barre	PA
Communities In Schools of Aurora *CIS Accreditation/Comprehensive Services for East High School*	$40,000.00	Aurora	IL
Communities In Schools of Chicago *Connecting Programs to Underserved Students in North Lawndale*	$25,000.00	Chicago	IL
Community Council for the Homeless at Friendship Place *Homeless Veterans Initiative*	$2,500.00	Washington	DC
Community LINC *Healthy Kids Indoor Activity Center*	$5,000.00	Kansas City	MO
CommunityHealth *Expanded Nurse Case Management Program*	$50,000.00	Chicago	IL
Compassion International *Matching Grant*	$506.00	Colorado Springs	CO
Compassion International *Matching Grant*	$496.00	Colorado Springs	CO

Organization Name	Amount Awarded	Organization City, State	
Compeer Rochester, Inc. *Youth and Family Mentoring*	$20,000.00	Rochester	NY
Congregation of Sisters, Servants of the Immaculate Heart of Mary *IHM 2012 Summer Service Experience*	$2,000.00	Scranton	PA
Congregation of the Sisters, Servants of the Immaculate Heart of Mary *"We Believe That You Are Smart" Education Program*	$30,000.00	Scranton	PA
Connell Park Little League *General Operations*	$5,000.00	Scranton	PA
Corporation of the Fine Arts Museums *Matching Grant*	$225.00	San Francisco	CA
Cristo Rey Kansas City *College Counseling Program Capacity Building Proposal*	$40,000.00	Kansas City	MI
Dartmouth College, Tuck School of Business *Scholarship Program*	$53,490.00	Hanover	NH
Donnelly College *Donnelly ACTS (And Community Together in Service)*	$30,000.00	Kansas City	KS
Donors Forum *Strengthening the Effectiveness of Family Foundations*	$5,000.00	Chicago	IL
Dress for Success Lackawanna *Career Services for Women*	$15,000.00	Scranton	PA
DRI *Matching Grant*	$5,000.00	Las Vegas	NV
Duke University, Fuqua School of Business *Scholarship Program*	$50,300.00	Durham	NC
East Aurora School District 131 *165 H.O.P.E. Campaign*	$5,000.00	Aurora	IL
East Aurora School District 131 *165 H O.P.E Campaign*	$5,000.00	Aurora	IL

Organization Name	Amount Awarded	Organization City, State	
East House Corporation *Home to Stay*	$5,000.00	Rochester	NY
El Centro, Inc *Academy for Children*	$25,000.00	Kansas City	KS
FACES (Family Advocacy, Care, Education, Support) *Home Visitation Program*	$10,000.00	Denver	CO
Family Learning Center *Family Learning Center Tuition Scholarships*	$30,000.00	Edwards	CO
Feed My Starving Children *General Operations*	$5,000.00	Schaumburg	IL
Field Museum *Matching Grant*	$17,500.00	Chicago	IL
Final Salute *General Operations*	$25,000.00	Haymarket	VA
Finger Lakes Health Foundation *From Rehab to PRE-hab: Reducing the Incidence of Heart Disease in High-Risk Rural Upstate NY*	$49,844.00	Geneva	NY
Food Bank of Northern Nevada, Inc. *Rural Bundled Services*	$35,000.00	McCarran	NV
Food Bank of Northern Nevada, Inc. *Matching Grant*	$5,000.00	McCarran	NV
Food Bank of Northern Nevada, Inc. *Backpacks for Kids*	$5,000.00	McCarran	NV
Food Desert Action *Fresh Moves Mobile Produce Market*	$25,000.00	Chicago	IL
FoodWorks CO *Vocational Training and Food Distribution*	$10,000.00	Denver	CO
Foundation for Inclusive Religious Education *Foundation for Inclusive Education - Growth by Schools, Teachers and Technology*	$30,000.00	Kansas City	MI

Organization Name	Amount Awarded	Organization City/State	
French Heritage Society, Inc. *Matching Grant*	$5,000.00	NY	NY
French Heritage Society, Inc. *Matching Grant*	$6,500.00	NY	NY
Friends of the Poor *Family to Family Thanksgiving Food Program*	$5,000.00	Scranton	PA
Georgetown University, McDonough School of Business *Scholarship Program*	$47,544.00	Washington	DC
Gerard Place *Gerard Place GED and Job/Career Center*	$5,000.00	Buffalo	NY
Gerard Place *Gerard Place GED-Job/Career Center*	$5,000.00	Buffalo	NY
Gerard Place *Matching Grant*	$1,000.00	Buffalo	NY
Gilda's Club Rochester/Cancer Action Inc. *Healthy Lifestyles Program*	$20,000.00	Rochester	NY
Gustafson Counseling and Consulting Services *Life Fund*	$5,000.00	Overland Park	KS
Hanover County Lacrosse Club *Hanover Lacrosse Scholarship Program*	$2,500.00	Mechanicsville	VA
Heritage Christian Services *Employment Alliance*	$25,000.00	East Rochester	NY
Hochstein School of Music & Dance *Tuition Assistance Program*	$30,000.00	Rochester	NY
Honor Flight, Inc. *General Operations*	$1,500.00	Springfield	OH
Hope Hall *Hope Hall High School Scholarships and Career Development/Occupational Studies Program*	$25,000.00	Rochester	NY

IRS Appropriations Report

FYE 2012: July 1, 2011 through June 30, 2012

Organization Name	Amount Awarded	Organization City, State	
Hope of Buffalo Inc *Hope of Buffalo, Inc Case Manager*	$12,500.00	Buffalo	NY
Illinois Institute of Technology *IIT Food Safety and Sustainable Architecture Graduate Fellowships*	$20,000.00	Chicago	IL
Illinois Institute of Technology *Matching Grant*	$10,000.00	Chicago	IL
Independent Sector *IS 2011 Annual Conference Sponsorship*	$5,000.00	Washington	DC
Joni and Friends Chicago *Family Retreats*	$5,000.00	Oak Brook	IL
Junior Achievement of Northern NV *Low Socio-Economic Financial Literacy Program*	$10,000.00	Reno	NV
KIDS HOPE USA *General Operations*	$5,000.00	Zeeland	MI
Kids R First *General Operations*	$35,000.00	Reston	VA
King's College *Impact Forum*	$5,000.00	Wilkes-Barre	PA
King's College *The Angelo P. DeCesaris Executive in Residence*	$5,000.00	Wilkes-Barre	PA
KIPP Chicago *KIPP Through College Programming*	$30,000.00	Chicago	IL
KNPB Channel 5 Public Broadcasting, Inc. *Matching Grant*	$200.00	Reno	NV
Kansas City Kansas Police Athletic League (KCK PAL) *General Operations*	$5,000.00	Kansas City	KS
KUNR, AKA Board of Regents of the NV System of Higher Education *Matching Grant*	$200.00	Reno	NV

Organization Name	Amount Awarded	Organization City, State	
Lawndale Christian Development Corporation *Academic Enrichment and Technology Training Program*	$15,000.00	Chicago	IL
Learning Disabilities Association of the Genesee Valley, Inc. *Educational Consulting Services*	$15,000.00	Rochester	NY
Lighthouse for Christ Mission *Matching Grant*	$200.00	Plano	TX
Lighthouse for Christ Mission *Matching Grant*	$100.00	Plano	TX
Literacy Volunteers of Ontario-Yates *"Pathway to Success" Programming*	$48,835.00	Canandaigua	NY
Make-A-Wish Foundation of the Mid-Atlantic *Wish Granting Program*	$26,200.00	Bethesda	MD
Make-A-Wish Foundation of the Mid-Atlantic *Matching Grant*	$250.00	Bethesda	MD
Margaret's House Early Childhood Programs at RIT *Tech Smart Kindergarteners*	$5,000.00	Rochester	NY
Massachusetts Institute of Technology, Sloan School of Management *Scholarship Program*	$52,628.00	Cambridge	MA
Mayo Clinic Rochester *Matching Grant*	$1,000.00	Rochester	MN
McGowan Institute for Regenerative Medicine *Research & Scientific Retreat*	$750,000.00	Pittsburgh	PA
Medaille College SIFE *General Operations*	$5,000.00	Buffalo	NY
Mercy Housing Lakefront *Austin Multi-Family Service Program*	$15,000.00	Chicago	IL
Merit School of Music *Marketing Initiative*	$15,000.00	Chicago	IL

Organization Name	Amount Awarded	Organization City, State	
Miriam's Kitchen *Nutritious Meals and Quality Case Management*	$25,000.00	Washington	DC
Mission of Our Lady of Mercy *The Academy Programming*	$25,000.00	Chicago	IL
Moosic Little League *General Operations*	$5,000.00	Moosic	PA
National Alliance on Mental Illness of Greater Chicago *Matching Grant*	$100.00	Chicago	IL
National Automobile Museum (The Harrah Collection) *Matching Grant*	$500.00	Reno	NV
National Fraternal Order of Police *National Peace Officers' Memorial Service*	$5,000.00	Washington	DC
National Shrine *Mothers' Shrine Resource Center*	$5,000.00	Laurie	MO
National Transplant Assistance Fund *Financial Link to Recovery*	$2,500.00	Radnor	PA
Nativity Parish School *Student Online Education*	$5,000.00	Leawood	KS
Near West Side Community Development Corporation *Doors to Opportunity*	$20,000.00	Chicago	IL
New Tribes Mission *Matching Grants*	$300.00	Sanford	FL
New Tribes Mission *Matching Grant*	$360.00	Sanford	FL
New Tribes Mission *Matching Grant*	$600.00	Sanford	FL
North Lawndale College Preparatory Charter High School (NLCP) *AIM High - College Prep Program*	$27,000.00	Chicago	IL

Organization Name	Amount Awarded	Organization City	State
North Lawndale Employment Network *U-Turn Permitted & Sweet Beginnings Program Track*	$25,000.00	Chicago	IL
Northeastern PA Council, Boy Scouts of America *Camping Support for At-Risk & Special Needs Youth*	$3,000.00	Moosic	PA
Northeastern Resources Development Corporation *Monsignor Andrew J. McGowan Scholarship*	$5,000.00	Wilkes Barre	PA
NORTHERN IL FOOD BANK *Backpack Program*	$20,000.00	Geneva	IL
Northern NV Children's Cancer Foundation *Family Assistance Fund*	$35,000.00	Reno	NV
Northwestern University, Kellogg School of Management *Scholarship Program*	$54,000.00	Evanston	IL
NTID *Building Funds*	$750,000.00	Rochester	NY
NTID *Building Funds*	$5,000.00	Rochester	NY
NTID *Building Funds*	$5,000.00	Rochester	NY
NTID *Building Funds*	$5,000.00	Rochester	NY
NTID *Building Funds*	$5,000.00	Rochester	NY
Nevada Museum of Art, Inc. *Teacher Training Program*	$30,000.00	Reno	NV
Nevada Museum of Art, Inc. *Egyptian Exhibit Matching Grant*	$5,090.00	Reno	NV
Nevada Museum of Art, Inc. *Matching Grant*	$5,000.00	Reno	NV

Organization Name	Amount Awarded	Organization City	State
Nevada Museum of Art, Inc. *Matching Grant*	$10,750.00	Reno	NV
Nevada Museum of Art, Inc. *General Operations*	$5,000.00	Reno	NV
Nevada Opera Association *Matching Grant*	$400.00	Reno	NV
Ontario Yates Fund for Women *General Operations*	$5,000.00	Canandaigua	NY
Our Lady of Unity *Five to Win Program*	$50,000.00	Kansas City	KS
Our Lady of Unity *Matching Grant*	$400.00	Kansas City	KS
Our Lady of Unity *Matching Grant*	$400.00	Kansas City	KS
Our Lady of Unity School *Matching Grant*	$200.00	Kansas City	KS
Prairie Star Ranch *Matching Grant*	$300.00	Kansas City	KS
Project C.U.R.E. Matching Grant	$200.00	Centennial	CO
Project Sanctuary Support and services for military families	$5,000.00	Parker	CO
Provena Mercy Medical Center The Sister Ronald Lavan Bridge Fund	$5,000.00	Aurora	IL
Reno Jazz Orchestra Matching Grant	$500.00	Reno	NV
Reno Jazz Orchestra *Matching Grant*	$200.00	Reno	NV
Reno Philharmonic Association Inc. *Matching Grant.*	$500.00	Reno	NV

IRS Appropriations Report

FYE 2012: July 1, 2011 through June 30, 2012

Organization Name	Amount Awarded	Organization City, State	
Reno Philharmonic Association Inc. *Matching Grant*	$5,000.00	Reno	NV
Reno Philharmonic Association Inc. *General Operations*	$5,000.00	Reno	NV
Revolution/Westport United Methodist Church *Revolution 5K*	$5,000.00	Kansas City	MO
Rochester Area Community Foundation *Yates Community Endowment of Rochester Area Community Foundation*	$5,000.00	Rochester	NY
Rochester Area Community Foundation *Yates Community Endowment of Rochester Area Community Foundation*	$5,000.00	Rochester	NY
Rochester Hearing and Speech Center *Summer Speech Outreach (SSO) project*	$10,000.00	Rochester	NY
Roundup River Ranch *Young Adult Camp Program*	$25,000.00	Avon	CO
Rush University Medical Center *The ELM Sustainability Study*	$134,874.00	Chicago	IL
Rush University Medical Center *Matching Grant*	$15,000.00	Chicago	IL
Sacred Heart Catholic Mission *Matching Grant*	$500.00	Camden	MS
Sacred Heart Catholic Mission *Holy Child Jesus Church & School*	$5,000.00	Camden	MS
Sacred Heart Catholic Mission *Holy Child Jesus Church & School*	$5,000.00	Camden	MS
Sacred Heart Catholic Mission *Matching Grant*	$1,000.00	Camden	MS
Sacred Heart Parish *Technology Improvement for Rural Education*	$5,000.00	Emporia	KS

Organization Name	Amount Awarded	Organization City, State	
Saint Anthony Hospital Foundation *Safe Kids, Healthy Families for North Lawndale*	$15,000.00	Chicago	IL
Scranton Preparatory School *General Operations*	$5,000.00	Scranton	PA
Second Chances *Job Training & Life Skills Development*	$6,000.00	Denver	CO
Seeking Common Ground, Inc *Herb Haven Programming*	$15,000.00	Canandaigua	NY
SEMPERMAX Support Fund *Meeting of the Minds*	$3,500.00	Dumfries	VA
Sierra Women's Ensemble, Inc *Matching Grant*	$400.00	Reno	NV
SISTERHOUSE *Recovery Is Possible Programs for Women*	$15,000.00	Chicago	IL
Sisters of St. Joseph *Matching Grant*	$1,000.00	Clarence	NY
Skating Association For The Blind and Handicapped, Inc. *Adults Fit and Fun*	$10,000.00	Buffalo	NY
SOS Outreach *Seven-day Wilderness Trip*	$50,000.00	Avon	CO
Special Olympics NV *Matching Grant*	$200.00	Pleasant Hill	CA
St Agatha Family Empowerment *Teen Alternative Network*	$20,000.00	Chicago	IL
St. Bernard *Technology Improvement for Rural Education*	$5,000.00	Wamego	KS
St. James Academy *Partners In Faith*	$80,000.00	Lenexa	KS
St. James Academy	$3,735.00	Lenexa	KS

Organization Name	Amount Awarded	Organization City	State
Matching Grant			
St. James Academy *Matching Grant*	$3,500.00	Lenexa	KS
St. James Academy *St. James Academy Project Grad*	$5,000.00	Lenexa	KS
St. James Academy *Matching Grant*	$1,810.00	Lenexa	KS
St. John the Apostle Catholic School *"Ray" of Hope Scholarship*	$10,000.00	Virginia Beach	VA
St. Jude Children's Research Hospital *Matching Grant*	$250.00	Memphis	TN
St. Jude Children's Research Hospital *Matching Grant*	$500.00	Memphis	TN
St. Matthew Catholic Church *Matching Grant*	$1,000.00	Livonia	NY
St. Nicholas-St. Mary School *Advanced Reading Program*	$5,000.00	Wilkes-Barre	PA
St. Nicholas-St. Mary School *Advanced Reading Program*	$5,000.00	Wilkes-Barre	PA
St. Peter's School *Imagine It! and Treasures Reading Programs*	$25,000.00	Kansas City	MO
St. Therese Elementary School *Tools for Teachers*	$5,000.00	Kansas City	MO
Sunflower House *Child Assessment Program*	$10,000.00	Shawnee	KS
Teen Nite Inc. *Matching Grant*	$210.00	Aurora	IL
Teen Nite Inc. *General Operations*	$5,000.00	Aurora	IL

Organization Name	Amount Awarded	Organization City	State
Teen Nite Inc. *Matching Grant*	$260.00	Aurora	IL
Teen Nite Inc. *Matching Grant*	$100.00	Aurora	IL
The Advertising Council of Rochester *Program & Training Fund for Yates County Nonprofits*	$5,000.00	Rochester	NY
The Barstow School *General Operations*	$5,000.00	Kansas City	MO
The Center of Teen Empowerment *Southwest Youth Organizing Project*	$15,000.00	Rochester	NY
The Chicago High School for the Arts *General Operations*	$35,000.00	Chicago	IL
The Davidson Academy of Nevada *Student Development in the Pursuit of Excellence*	$50,000.00	Reno	NV
The Davidson Academy of Nevada *Matching Grant*	$1,000.00	Reno	NV
The Denver Hospice *General Operating Support for the Patient Care Fund*	$10,000.00	Denver	CO
The First Tee of Northern NV, aka NORTHERN NV YOUTH GOLF *Matching Grant*	$200.00	Reno	NV
The Jesuit Partnership *General Operations*	$5,000.00	Milwaukee	WI
The Luzerne Foundation *McGowan Cornerstone Scholarship Award*	$5,000.00	Luzerne	PA
The Peace Corner *The Peace Corner Youth Programs*	$15,000.00	Chicago	IL
The Reno Chamber Orchestra, Inc. *Matching Grant*	$200.00	Reno	NV
The Reno Chamber Orchestra, Inc. *Matching Grant*	$3,720.00	Reno	NV

Organization Name	Amount Awarded	Organization City, State	
The Rocky Mountain Youth Clinics *The Rocky Mountain Youth Clinics (RMYC) Mobile Health Program*	$25,000.00	Thornton	CO
The Scranton School for Deaf & Hard of Hearing Children *Synergistics Laboratory*	$40,887.00	Pittsburgh	PA
The Solace Tree *Good Grief Net*	$35,000.00	Reno	NV
The St. Luke's Hospital Foundation *The Children's SPOT*	$5,000.00	Kansas City	MO
The University of Scranton *The University of Success*	$15,000.00	Scranton	PA
The Washington Middle School for Girls *Graduate Support Program*	$15,000.00	Washington	DC
The Yellow Umbrella Organization *Paint It Yellow*	$24,700.00	Salem	MA
The YESS Institute *General Operations*	$5,000.00	Denver	CO
The Youth Foundation *Power Hours Afterschool Program*	$50,000.00	Edwards	CO
Thunderbird Lodge Preservation Society *Matching Grant*	$250.00	Incline Village	NV
Thunderbird Lodge Preservation Society *Matching Grant*	$550.00	Incline Village	NV
TRU VISTA FOUNDATION, INC *Judge's Scholarship*	$10,000.00	Reno	NV
UCAN *360° Model Programming*	$20,000.00	Chicago	IL
Umoja Student Development Corporation *Umoja University –Best Practice Programs*	$50,000.00	Chicago	IL
United Neighborhood Centers of Northeastern PA	$16,000.00	Scranton	PA

Organization Name	Amount Awarded	Organization City, State	
Community Literacy Partnership			
University of Chicago Booth School of Business *Scholarship Program*	$51,920.00	Chicago	IL
University of Chicago Charter School *General Operations*	$50,000.00	Chicago	IL
University of Michigan Law School *Matching Grant*	$5,000.00	Ann Arbor	MI
University of Michigan, Ross School of Business *Scholarship Program*	$52,750.00	Ann Arbor	MI
University of NV-Reno Foundation *Matching Grant*	$1,000.00	Reno	NV
University of NV-Reno Foundation *Matching Grant*	$500.00	Reno	NV
University of Pennsylvania, Wharton School of Business *Scholarship Program*	$52,396.00	Philadelphia	PA
University of Rochester School of Medicine *Accessing Healthcare for Women in the Court Setting*	$90,000.00	Rochester	NY
University Preparatory School *General Operations*	$20,000.00	Denver	CO
Uplift Inc. *General Operations*	$5,000.00	Kansas City	MO
Urban Peak Denver *Shelter and Supportive Services for Homeless Youth*	$30,000.00	Denver	CO
Volunteers in Medicine *Free Primary Medical and Dental Care for working low income families.*	$5,000.00	Wilkes-barre	PA
VSA arts of Nevada *Arts for ALL Programming*	$20,000.00	Reno	NV

Organization Name	Amount Awarded	Organization City	State
Washington Jesuit Academy *Out-of-School Activities*	$20,000.00	Washington	DC
Wayside Cross Rescue Mission Inc. *Matching Grant*	$100.00	Aurora	IL
Wayside Cross Rescue Mission Inc. *Walk-a-Mile in My Shoes - Aurora*	$5,000.00	Aurora	IL
Western Folklife Center *Matching Grant*	$500.00	Elko	NV
Women & Children's Center of the Sierra *"Getting Ahead" Curriculum*	$15,189.00	Reno	NV
Women at Risk International, Inc. *Matching Grant*	$300.00	Grand Rapids	MI
Women at Risk International, Inc. *Matching Grant*	$360.00	Grand Rapids	MI
Women's Resource Center *The Safe House Program*	$40,000.00	Scranton	PA
Yates Development Fund *Matching Grant*	$550.00	Penn Yan	NY
Young Men's Educational Network *General Operations*	$40,000.00	Chicago	IL
YouthFriends *Learning Across Languages*	$18,000.00	Kansas City	MO
Zero to Three - National Center for Infant's. Toddlers, and Families *26th National Training Institute*	$5,000.00	Washington	DC
Total Amount Awarded:	$6,884,969.00		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	2,137,605.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,137,605.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	2,861,598.	0.	2,861,598.
TOTAL TO FM 990-PF, PART I, LN 4	2,861,598.	0.	2,861,598.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION OF DISCOUNT FOR DISPOSITION OF BONDS	16,467.	16,467.	
OTHER INCOME	13,036.	13,036.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,503.	29,503.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	217.	0.		217.
TO FM 990-PF, PG 1, LN 16A	217.	0.		217.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,987.	0.		9,987.
TO FORM 990-PF, PG 1, LN 16B	9,987.	0.		9,987.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	56,767.	0.		56,767.
INVESTMENT ADVISOR FEES	939,338.	939,338.		0.
TO FORM 990-PF, PG 1, LN 16C	996,105.	939,338.		56,767.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	114,358.	0.		0.
TO FORM 990-PF, PG 1, LN 18	114,358.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION FEES	67,833.	0.		67,833.
DIRECTOR EXPENSES	5,203.	0.		5,203.
UTILITIES AND PARKING	2,959.	0.		2,959.
EQUIPMENT/FURNITURE	6,700.	0.		6,700.
INSURANCE	3,702.	0.		3,702.
OFFICE SUPPLIES	3,937.	0.		3,937.

PHONE/FAX/INTERNET	5,690.	0.		5,690.
POSTAGE AND DELIVERY	4,909.	0.		4,909.
PUBLICATIONS & DUES	5,808.	0.		5,808.
VIDEO CONFERENCING	3,075.	0.		3,075.
MCGOWAN SYMPOSIUM	121,371.	0.		121,371.
DOCUMENTARY	18,355.	0.		18,355.
SUNDRY	1,056.	0.		1,056.
TO FORM 990-PF, PG 1, LN 23	250,598.	0.		250,598.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA - DREYFUS	X		155,064.	155,064.
TOTAL U.S. GOVERNMENT OBLIGATIONS			155,064.	155,064.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			155,064.	155,064.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA - FIXED INCOME	61,815,303.	65,298,026.
TOTAL TO FORM 990-PF, PART II, LINE 10B	61,815,303.	65,298,026.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA - US EQUITIES	32,394,265.	37,845,351.
TOTAL TO FORM 990-PF, PART II, LINE 10C	32,394,265.	37,845,351.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARTIO	COST	0.	0.
LAZARD	COST	4,661,550.	4,353,703.
PRIVATE EQUITY	COST	<1,085,184.>	317,939.
OTHER INVESTMENTS	COST	477,211.	578,250.
ALLIANZ VALUE FUND	COST	8,320,563.	9,704,985.
JENNISON LARGE CAP GROWTH	COST	10,933,183.	13,072,237.
WESTWOOD LARGE CAP EQUITY	COST	9,216,330.	9,524,400.
BRANDES	COST	7,614,233.	7,390,016.
VONTOBEL	COST	9,329,905.	8,752,004.
TOTAL TO FORM 990-PF, PART II, LINE 13		49,467,791.	53,693,534.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANA K. SPENCER 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	EXECUTIVE DIRECTOR 40.00	95,000.	10,833.	0.
SUE GIN MCGOWAN 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	PRESIDENT 10.00	0.	0.	0.
MICHAEL N. CACHINE SR. 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
MARY ALICE GIN 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
SHERILYN KINGSBURY 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
GERTRUDE MCGOWAN 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.

LEO MCGOWAN 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
WILLIAM P. MCGOWAN 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
JOSEPH ROSICA 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
DANIEL ROSICA 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
MARK ROSICA 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
MARY SWARTZ 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
JOHN WORTHINGTON 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
BRIAN MCGOWAN 212 N. SANGAMON, SUITE 1D CHICAGO, IL 60607	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		95,000.	10,833.	0.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- **If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box** ▶ ☒
- **If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).**

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
WILLIAM G. MCGOWAN CHARITABLE FUND, INC.

Employer identification number (EIN) or
☒ 52-1829785

Number, street, and room or suite no. If a P.O. box, see instructions.
212 N. SANGAMON

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
CHICAGO, IL 60607

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-T (corporation)	07
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

- The books are in the care of ▶ DIANA SPENCER, EXECUTIVE DIRECTOR
212 N. SANGAMON, SUITE 1D - CHICAGO, IL 60607

Telephone No. ▶ 312-243-3198 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year _____ or

▶ ☒ tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	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.	3a	$ 0.
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.	3b	$ 163,174.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841
01-04-12

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

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

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions
WILLIAM G. MCGOWAN CHARITABLE FUND, INC.

Employer identification number (EIN) or
☒ 52-1829785

Number, street, and room or suite no. If a P.O. box, see instructions.
212 N. SANGAMON

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
CHICAGO, IL 60607

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-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 ▶ DIANA SPENCER, EXECUTIVE DIRECTOR 212 N. SANGAMON, SUITE 1D - CHICAGO, IL 60607
  Telephone No. ▶ 312-243-3198 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 MAY 15, 2013.

5 For calendar year ______, or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

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
THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

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	$ 39,560.
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	$ 95,188.
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 ▶ Kimberly A. [illegible] Title ▶ ENROLLED AGENT Date ▶ 2/14/13

Form 8868 (Rev. 1-2012)

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01-08-12