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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

12/01, 2011, and ending

11/30, 2012

Name of foundation PATRICK G. AND SHIRLEY W. RYAN FOUNDATION		A Employer identification number 36-3305162
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (312) 893-6600
150 N MICHIGAN AVENUE, SUITE 2100		
City or town, state, and ZIP code CHICAGO, IL 60601-7559		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,749,598. J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	12,812.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	48.	48.		ATCH 1
	4 Dividends and interest from securities	193,950.	193,950.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,244,033.			
	b Gross sales price for all assets on line 6a	42,394,772.			
	7 Capital gain net income (from Part IV, line 2)		28,244,033.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	28,450,843.	28,438,031.	0	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,638.			5,638.
	b Accounting fees (attach schedule) ATCH 3	4,900.	2,450.		2,450.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	573,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	795.			795.
	24 Total operating and administrative expenses. Add lines 13 through 23	584,333.	2,450.		8,883.
	25 Contributions, gifts, grants paid	6,128,462.			6,128,462.
	26 Total expenses and disbursements. Add lines 24 and 25	6,712,795.	2,450.	0	6,137,345.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	21,738,048.			
	b Net investment income (if negative, enter -0-)		28,435,581.		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 4

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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	112,444.	9,794,065.	9,794,065.	
	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 .	2,333.	12,058,760.	13,955,533.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	114,777.	21,852,825.	23,749,598.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" 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 .	114,777.	21,852,825.		
	30	Total net assets or fund balances (see instructions)	114,777.	21,852,825.		
	31	Total liabilities and net assets/fund balances (see instructions)	114,777.	21,852,825.		

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	114,777.
2	Enter amount from Part I, line 27a	2	21,738,048.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	21,200.
4	Add lines 1, 2, and 3	4	21,874,025.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	21,200.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,852,825.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	28,244,033.	
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			3	0	

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	16,196,304.	13,562,487.	1.194199
2009	10,053,247.	18,412,175.	0.546011
2008	10,299,127.	24,695,571.	0.417043
2007	14,568,235.	36,063,425.	0.403961
2006	2,093,858.	38,567,664.	0.054291
2 Total of line 1, column (d)			2 2.615505
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 0.523101
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 17,859,966.
5 Multiply line 4 by line 3			5 9,342,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 284,356.
7 Add lines 5 and 6			7 9,626,922.
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 6,137,345.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	568,712.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	568,712.
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	568,712.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	578,465.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	145,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	723,465.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	154,753.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 50,000. Refunded <input type="checkbox"/>	11	104,753.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> DAWN MOORE Telephone no <input type="checkbox"/> 312-893-6600			
Located at <input type="checkbox"/> 150 NORTH MICHIGAN AVENUE, SUITE 2100, CHICAGO, IL ZIP + 4 <input type="checkbox"/> 60601-7559				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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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 ☒ Nob 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 ☒ NoOrganizations 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 ☒ Nob 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 ☒ Nob 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 9		0	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		0	0	0

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

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

	Amount
1 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,582,762.
b	Average of monthly cash balances	1b	3,549,183.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	18,131,945.
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	18,131,945.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	271,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,859,966.
6	Minimum investment return. Enter 5% of line 5	6	892,998.

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	892,998.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	568,712.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	568,712.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	324,286.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	324,286.
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	324,286.

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	6,137,345.
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	6,137,345.
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	6,137,345.

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

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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				324,286.
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	177,045.			
b From 2007	12,774,992.			
c From 2008	9,095,978.			
d From 2009	9,138,303.			
e From 2010	15,933,586.			
f Total of lines 3a through e	47,119,904.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 6,137,345.				
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				324,286.
e Remaining amount distributed out of corpus	5,813,059.			
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:	52,932,963.			
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)	177,045.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	52,755,918.			
10 Analysis of line 9				
a Excess from 2007	12,774,992.			
b Excess from 2008	9,095,978.			
c Excess from 2009	9,138,303.			
d Excess from 2010	15,933,586.			
e Excess from 2011	5,813,059.			

Form 990-PF (2011)

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

NOT APPLICABLE

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)

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

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

ATTACHMENT 10

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

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATTACHMENT 11					
Total				3a	6,128,462.
b Approved for future payment					
Total				3b	

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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). (See instructions)
▼	

[illegible]

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?		Yes	No
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			

[illegible]

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

**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.

Signature of officer or trustee Shirley W Ryan

8-22-2013


Date

► PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
NICOLE BENCIK

Preparer's signature 

2013.08.15	Date	08:25:08
-05'00'		

Check <input type="checkbox"/> if self-employed	PTIN P00756195
---	-------------------

Firm's name ► CROWE HORWATH LLP

Firm's address ► PO BOX 3697

OAK BROOK, IL

60522-3697

Phone no 630-574-7878

Form 990-PF (2011)

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

PATRICK G. AND SHIRLEY W. RYAN FOUNDATION

Employer identification number

36-3305162

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

Name of organization PATRICK G. AND SHIRLEY W. RYAN FOUNDATION

Employer identification number
36-3305162**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RYAN ENTERPRISES GROUP 150 NORTH MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601-7559	\$ 10,538.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SHIRLEY W RYAN LIVING TRUST 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601	\$ 785.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	PATRICK G RYAN LIVING TRUST 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601	\$ 1,489.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization PATRICK G. AND SHIRLEY W. RYAN FOUNDATION

Employer identification number

36-3305162

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AON STOCK	\$ 12,196,250.	03/29/2012
3	AON STOCK	\$ 12,196,250.	03/29/2012
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization PATRICK G. AND SHIRLEY W. RYAN FOUNDATION

Employer identification number

36-3305162

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS	48.	48.	
TOTAL	<u>48.</u>	<u>48.</u>	

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
AON CORP	8,838.	8,838.	
AON PLC	185,112.	185,112.	
TOTAL	<u>193,950.</u>	<u>193,950.</u>	

ATTACHMENT 3FORM 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>
TAX RETURN PREPARATION FEE	4,900.	2,450.		2,450.
TOTALS	<u>4,900.</u>	<u>2,450.</u>		<u>2,450.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	573,000.			
TOTALS	<u>573,000.</u>			

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	770.			770.
ANNUAL REPORTING FEE	25.			25.
TOTALS	795.			795.

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AON STOCK	12,058,760.	13,955,533.
TOTALS	<u>12,058,760.</u>	<u>13,955,533.</u>

ATTACHMENT 7FORM 990PF, PART-III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DONATED SERVICES & EXPENSES	21,200.
TOTAL	<u>21,200.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

DONATED SERVICES & EXPENSES

21,200.

TOTAL

21,200.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT	
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES		
SHIRLEY W RYAN 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601-7559	PRESIDENT/TREASURER 1.00	0	0	0	0	0
PATRICK G RYAN 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601-7559	CHAIRMAN/VICE PRESIDENT 1.00	0	0	0	0	0
PATRICK G RYAN JR 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601-7559	DIRECTOR 1.00	0	0	0	0	0
ROBERT JW RYAN 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601-7559	DIRECTOR 1.00	0	0	0	0	0
DAWN MOORE 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601-7559	SECRETARY 1.00	0	0	0	0	0
GRAND TOTALS		0	0	0	0	0

ATTACHMENT 10

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

SHIRLEY W. RYAN
PATRICK G. RYAN

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACCESS LIVING 115 WEST CHICAGO AVENUE CHICAGO, IL 60610	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	25,000
AFTER SCHOOL MATTERS 66 E RANDOLPH STREET, 4TH FLOOR CHICAGO, IL 60601	N/A 509 (A) (1)	IMPACT LIVES OF CHICAGO TEENS	60,000
AID FOR WOMEN 8 S MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60603	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	300
ALAIN LOCKE INITIATIVE THE 150 N MICHIGAN AVENUE, SUITE 2100 CHICAGO, IL 60601	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	2,780,000
ALZHEIMER'S DRUG DISCOVERY FOUNDATION 57 W. 57TH STREET, SUITE 904 NEW YORK, NY 10019	N/A 509 (A) (1)	SUPPORT ALZHEIMER'S RESEARCH	5,000.
AMERICAN IRELAND FUND 205 W WACKER, SUITE 1400 CHICAGO, IL 60606	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	25,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARCHDIOCESE OF CHICAGO 835 N RUSH STREET CHICAGO, IL 60611	N/A 509 (A) (1)	SUPPORT CATHOLIC FAITH	10,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVENUE CHICAGO, IL 60603	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	943,000
ART RESOURCES IN TEACHING 11 E ADAMS STREET, SUITE 1600 CHICAGO, IL 60603	N/A 509 (A) (1)	SUPPORT TEACHING IN INNER-CITY SCHOOLS	10,000
AURORA UNIVERSITY 347 S. GLADSTONE AURORA, IL 60506	N/A 509 (A) (1)	MUSIC BY THE LAKE	25,000
BEARS CARE 1920 FOOTBALL DRIVE LAKE FOREST, IL 60045	N/A 509 (A) (1)	EDUCATIONAL/CHARITABLE SUPPORT	10,000
BIG SHOULDERS FUND 212 W VAN BUREN, SUITE 900 CHICAGO, IL 60607	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	525,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF CHICAGO 550 W VAN BUREN STREET, SUITE 350 CHICAGO, IL 60607	N/A 509 (A) (1)	SUPPORT CHILDREN	25,000
BRAIN RESEARCH FOUNDATION 111 W WASHINGTON STREET, SUITE 1710 CHICAGO, IL 60602	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	30,000
CATHOLIC RELIEF SERVICE P O BOX 17145 BALTIMORE, MD 21298	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	100
CATHOLIC THEOLOGICAL UNION 5401 S CORNELL AVENUE CHICAGO, IL 60615	N/A 509 (A) (1)	CHARITABLE/RELIGIOUS SUPPORT	25,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS RESEARCH	5,000
CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 S MICHIGAN AVE , SUITE 1100 CHICAGO, IL 60604	N/A 509 (A) (2)	STRATEGIC PLAN FOR GLOBAL AFFAIRS	190,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CHICAGO FOUNDATION FOR EDUCATION 1 N. LASALLE STREET, SUITE 1675 CHICAGO, IL 60611	N/A	509(A) (1)	GENERAL CHARITABLE OPERATIONS	50,000
CHICAGO HISTORICAL SOCIETY 1601 N CLARK STREET CHICAGO, IL 60614	N/A	509(A) (1)	SUPPORT CHICAGO HISTORY MUSEUM	11,000
CHICAGO HUMANITIES FESTIVAL 500 N DEARBORN STREET, SUITE 825 CHICAGO, IL 60610	N/A	509(A) (1)	SUPPORT HUMANITIES	2,500
CHICAGO PUBLIC LIBRARY FOUNDATION 20 N MICHIGAN AVENUE, SUITE 204 CHICAGO, IL 60602	N/A	509(A) (1)	SUPPORT CHICAGO PUBLIC LIBRARIES	1,500
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVENUE CHICAGO, IL 60611	N/A	509(A) (1)	GENERAL CHARITABLE OPERATIONS	10,000
CHICAGO SISTER CITIES INTERNATIONAL 177 N STATE STREET, #500 CHICAGO, IL 60601	N/A	509(A) (1)	SUPPORT CHICAGO CONSULAR CORPS	7,500

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEARBROOK 1835 W CENTRAL ROAD ARLINGTON HEIGHTS, IL 60005	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	50,000
CONGREGATION OF HOLY CROSS HOLY CROSS INTERNATIONAL, 85 OVERLOOK CIRCLE NEW ROCHELLE, NY 10804	N/A 509 (A) (1)	SUPPORT CATHOLIC FAITH	5,000
CRISIS CENTER, INC 101 N MONTGOMERY STREET GARY, IN 46403	N/A 509 (A) (2)	BENEFIT CHILDREN, YOUTH, & FAMILIES	10,000
DECLAN DRUM SULLIVAN MEMORIAL FUND, C/O HORIZONS 703 W MONROE STREET CHICAGO, IL 60661	N/A 509 (A) (1)	SUPPORT CHILDREN	5,000
DONOR'S FORUM OF CHICAGO 208 N LASALLE ST., STE. 740 CHICAGO, IL 60604	N/A 509 (A) (1)	EDUCATIONAL ON BEHALF OF PHILANTHROPY	25,230.
ERIE ELEMENTARY CHARTER SCHOOL 1405 N WASHTENAW AVENUE CHICAGO, IL 60622	N/A 509 (A) (1)	SUPPORT STUDENTS	1,500

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE FAMILY INSTITUTE 8 S MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60603	N/A 509 (A) (2)		GENERAL CHARITABLE OPERATIONS	2,500
FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO, IL 60605	N/A 509 (A) (1)		PROGRAM SUPPORT	1,000
FRIENDS OF FOUNDATION DE FRANCE 6 WEST 48TH STREET, FLOOR 10 NEW YORK, NY 10036	N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS COMMUNITY	52,632.
FRIENDS OF HOYT PARK & POOL P O. BOX 13936 WAUNATOSA, WI 53213	N/A 509 (A) (2)		SUPPORT RESTORATION OF RECREATIONAL FACILITY	16,500
GENEVA LAKE CONSERVANCY 398 MILL STREET, P O BOX 588 FONTANA, WI 53125	N/A 509 (A) (1)		CONSERVE LAND & WATER RESOURCES	1,000
GILLETTE CHILDREN'S SPECIALTY HEALTHCARE 200 UNIVERSITY AVENUE EAST SAINT PAUL, MN 55101	N/A 509 (A) (1)		SUPPORT CHILDREN'S HEALTHCARE & NEEDS	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL HEALTH INITIATIVE AT CHICAGO LAKE SHORE MED 676 N ST CLAIR, SUITE 3100 CHICAGO, IL 60611	N/A 509 (A) (1)	SUPPORT GLOBAL HEALTH INITIATIVE	25,000
HARRIS THEATER FOR MUSIC & DANCE 205 E RANDOLPH DRIVE CHICAGO, IL 60601	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	25,000
HORIZON HOSPICE 833 WEST CHICAGO AVENUE CHICAGO, IL 60622	N/A 509 (A) (1)	PROVIDE COMFORT FOR THE DYING, EDUCATE THE COMMUNITY	10,000
ILLINOIS STATE UNIVERSITY FOUNDATION 1101 N MAIN STREET NORMAL, IL 61790	N/A 509 (A) (1)	SUPPORT STUDENTS	25,000
JOFFREY BALLET OF CHICAGO 10 E RANDOLPH CHICAGO, IL 60601	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	25,000
JUDD GOLDMAN ADAPTIVE SAILING FOUNDATION 875 N MICHIGAN AVENUE, SUITE 3718 CHICAGO, IL 60611	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	10,000

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUPITER ISLAND MEDICAL CLINIC, INC 100 ESTRADA SQUARE HOBE SOUND, FL 33455	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	10,000
KAPPA KAPPA GAMMA FOUNDATION P O BOX 38 COLUMBUS, OH 43216	N/A 509 (A) (1)	SUPPORT LEADERSHIP PROGRAMS & ROSE MCGILL AID	1,000
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BOULEVARD GLENVIEW, IL 60026	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	5,000
L'ARCHE CHICAGO 2010 W CARROLL AVE CHICAGO, IL 60612	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	2,000
LINCOLN ACADEMY OF ILLINOIS 1 OLD STATE CAPITOL PLAZA SPRINGFIELD, IL 62701	N/A 509 (A) (2)	PROGRAM SUPPORT	5,000
LOOKING GLASS THEATRE 875 N MICHIGAN AVENUE, SUITE 2200 CHICAGO, IL 60611	N/A 509 (A) (1)	SUPPORT EDUCATION & COMMUNITY PROGRAMS	5,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
ANDFOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNTLYRIC OPERA OF CHICAGO
20 NORTH WACKER DRIVE
CHICAGO, IL 60606N/A
509 (A) (1)

MAGNIFICENT ART FORM CONTINUATION

550,000

MAYO CLINIC
200 FIRST STREET, S W
ROCHESTER, MN 55905N/A
509 (A) (2)

CHARITABLE FOR HIGH QUALITY CARE

10,000

MISERICORDIA HEART OF MERCY
6300 N RIDGE AVE
CHICAGO, IL 60660N/A
509 (A) (2)

GENERAL CHARITABLE OPERATIONS

2,500

MUSEUM OF SCIENCE AND INDUSTRY
57TH & LAKE SHORE DRIVE
CHICAGO, IL 60637N/A
509 (A) (1)

GENERAL CHARITABLE OPERATIONS

9,000

NATIONAL CATHOLIC PARTNERSHIP ON DISABILITY
415 MICHIGAN AVE , NE SUITE 95
WASHINGTON, DC 20017N/A
509 (A) (1)

GENERAL CHARITABLE OPERATIONS

1,000

NAVY SEAL FOUNDATION
1619 D STREET, BLDG 5326
VIRGINIA BEACH, VA 23459N/A
509 (A) (1)

GENERAL CHARITABLE OPERATIONS

25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHWESTERN MEMORIAL FOUNDATION 251 E HURON STREET, SUITE 3-200 CHICAGO, IL 60611	N/A 509(A) (1)	BENEFIT WOMEN	25,000
NU DEVELOPMENT OFFICE OF SESP NORTHWESTERN UNIVERSITY, 2020 RIDGE ROAD EVANSTON, IL 60208	N/A 509(A) (1)	SUPPORT FAMILY THERAPY	1,000.
OLD ST PATRICK'S CHURCH 700 W ADAMS STREET CHICAGO, IL 60606	N/A 509(A) (1)	SUPPORT CATHOLIC FAITH	20,000
PARTNERS FOR PROGRESS P O BOX 6158 VERNON HILLS, IL 60061	N/A 509(A) (2)	UNIQUE THERAPY PROGRAMS	53,200
PEGGY NOTEBAERT NATURE MUSEUM 2430 N CANNON DRIVE CHICAGO, IL 60614	N/A 509(A) (1)	CHARITABLE FOR NATURE EDUCATION	25,000
PORCHLIGHT COUNSELING SERVICE P O BOX 1080 EVANSTON, IL 60204	N/A 509(A) (1)	GENERAL CHARITABLE OPERATIONS	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REHABILITATION INSTITUTE 345 E SUPERIOR STREET CHICAGO, IL 60611	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	1,000
RUSH NEUROBEHAVIORAL CENTER 4711 W GOLF ROAD, SUITE 1100 SKOKIE, IL 60076	N/A 509 (A) (1)	SUPPORT RESEARCH FOR LEARNING DISORDERS	25,000
SACRED HEART CHURCH 1077 TOWER ROAD WINNETKA, IL 60093	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	20,000
SAINT BENEDICT CATHOLIC CHURCH 137 DEWEY AVENUE FONTANA, WI 53125	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	10,000
SAINT FRANCIS DE SALES CHURCH 148 MAIN STREET LAKE GENEVA, WI 53147	N/A 509 (A) (1)	GENERAL CHARITABLE OPERATIONS	10,000
SHEIL CATHOLIC CENTER NORTHWESTERN UNIVERSITY, 2110 SHERIDAN RD EVANSTON, IL 60201	N/A 509 (A) (1)	SUPPORT CATHOLIC FAITH	5,000

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ST. CHRISTOPHER CATHOLIC CHURCH 12001 SE FEDERAL HIGHWAY HOBE SOUND, FL 33455	N/A 509 (A) (1)		SUPPORT CATHOLIC FAITH	20,000
STANDING TALL CHARITABLE FOUNDATION 1100 N RIVER ROAD DES PLAINES, IL 60016	N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	2,500
STEPPENWOLF THEATRE 758 W. NORTH AVENUE CHICAGO, IL 60610	N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	15,000
UJA-FEDERATION 130 E 59TH STREET, 929A NEW YORK, NY 10022	N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	18,500
UNITED CEREBRAL PALSY 325 N WELLS CHICAGO, IL 60606	N/A 509 (A) (1)		SUPPORT CEREBRAL PALSY	10,000
UNIVERSITY OF NOTRE DAME 405 MAIN BUILDING NOTRE DAME, IN 46556	N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	50,000

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

<u>RECIPIENT NAME AND ADDRESS</u>		<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WATER SAFETY PATROL P O BOX 548 WILLIAMS BAY, WI 53191		N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	20,000
WINGS P O BOX 95615 PALATINE, IL 60095		N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	5,000
WOMAN'S BOARD OF R U M C. 1725 W HARRISON STREET, SUITE 545 CHICAGO, IL 60612		N/A 509 (A) (1)		GENERAL CHARITABLE OPERATIONS	10,000
WORLD SPORT CHICAGO 200 E RANDOLPH STREET, 20TH FLOOR CHICAGO, IL 60601		N/A 509 (A) (2)		GENERAL CHARITABLE OPERATIONS	30,000
WTTW CHANNEL 11 5400 N SAINT LOUIS AVENUE CHICAGO, IL 60625		N/A 509 (A) (1)		CELEBRATE AMERICAN SONG	50,000
TOTAL CONTRIBUTIONS PAID					<u>6,128,462</u>

ATTACHMENT 11 (CONT'D)

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)	
42394772.		AON STOCK PROPERTY TYPE: SECURITIES 14150739.				P	VAR 28244033.	VAR
TOTAL GAIN (LOSS)							<u>28244033.</u>	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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		Enter filer's identifying number, see instructions	
	PATRICK G. AND SHIRLEY W. RYAN FOUNDATION		<input checked="" type="checkbox"/> 36-3305162	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions		<input type="checkbox"/>	Social security number (SSN)
	150 N MICHIGAN AVENUE, SUITE 2100			
City, town or post office, state, and ZIP code. For a foreign address, see instructions				
CHICAGO, IL 60601-7559				

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 ▶ DAWN MOORE

Telephone No. ▶ 312 893-6600

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 07/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☐ calendar year 20____ or
- ▶ ☒ tax year beginning 12/01, 2011, and ending 11/30, 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 \$	723,465.
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 \$	578,465.
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 \$	145,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- 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)

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	PATRICK G. AND SHIRLEY W. RYAN FOUNDATION		Employer identification number (EIN) or <input checked="" type="checkbox"/> 36-3305162	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN) <input type="checkbox"/>	
	150 N MICHIGAN AVENUE, SUITE 2100			
City, town or post office, state, and ZIP code. For a foreign address, see instructions		CHICAGO, IL 60601-7559		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

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

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 ☒ DAWN MOORE
Telephone No. ☒ 312 893-6600 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.

- I request an additional 3-month extension of time until 10/15, 2013
- For calendar year 2011, or other tax year beginning 12/01, 20 11, and ending 11/30, 20 12.
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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 \$	723,465.
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 \$	723,465.
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 ☒ Shirley Ryan Title ☒ Partner Date ☒ 7/12/13