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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION		A Employer identification number 27-2545558
Number and street (or P.O. box number if mail is not delivered to street address) 333 W. WACKER DRIVE	Room/suite 1700	B Telephone number 312-332-5313
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, 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		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,429,406.65 (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.00		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		99,239.63	99,239.63		STATEMENT 1
4 Dividends and interest from securities		48,580.41	48,580.41		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		100,596.48			
b Gross sales price for all assets on line 6a		1,422,453.14			
7 Capital gain net income (from Part IV, line 2)			100,596.48		
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					
12 Total. Add lines 1 through 11		248,416.52	248,416.52		
13 Compensation of officers, directors, trustees, etc		0.00	0.00		0.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		10,881.00	10,881.00		0.00
b Accounting fees					
c Other professional fees STMT 4		39,220.85	39,220.85		0.00
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		50,101.85	50,101.85		0.00
25 Contributions, gifts, grants paid		272,800.00			272,800.00
26 Total expenses and disbursements. Add lines 24 and 25		322,901.85	50,101.85		272,800.00
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<74,485.33>			
b Net investment income (if negative, enter -0-)			198,314.67		
c Adjusted net income (if negative, enter -0-)				N/A	

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			<0.01>	<0.01>
	2	Savings and temporary cash investments		1,147,344.70	601,183.61	601,183.61
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock	STMT 5	1,797,311.19	2,151,841.49	2,460,528.05
	c	Investments - corporate bonds	STMT 6	3,241,406.11	3,275,584.47	3,367,695.00
Liabilities	11	Investments - land, buildings, and equipment: basis				
		Less: accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 7	0.00	93,596.84	0.00
	14	Land, buildings, and equipment: basis				
		Less: accumulated depreciation				
	15	Other assets (describe)	STATEMENT 8)	10,629.73	0.00	0.00
	16	Total assets (to be completed by all filers)		6,196,691.73	6,122,206.40	6,429,406.65
	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				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.00	0.00	
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 <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.00	0.00	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.00	0.00		
29	Retained earnings, accumulated income, endowment, or other funds		6,196,691.73	6,122,206.40		
30	Total net assets or fund balances		6,196,691.73	6,122,206.40		
31	Total liabilities and net assets/fund balances		6,196,691.73	6,122,206.40		

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	6,196,691.73
2	Enter amount from Part I, line 27a	2	<74,485.33>
3	Other increases not included in line 2 (itemize)	3	0.00
4	Add lines 1, 2, and 3	4	6,122,206.40
5	Decreases not included in line 2 (itemize)	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,122,206.40

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 1,422,453.14		1,321,856.66	100,596.48

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			100,596.48

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	100,596.48
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 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))
2011	85,000.00	6,191,802.80	.013728
2010	62,567.66	3,458,062.26	.018093
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.031821
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	.015911
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,415,375.87
5 Multiply line 4 by line 3	5	102,075.05
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,983.15
7 Add lines 5 and 6	7	104,058.20
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	272,800.00

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 <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	1,983.15
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	0.00
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	1,983.15
3 Add lines 1 and 2		4	0.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	1,983.15
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,701.03	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.00	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	12,701.03	
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	10,717.88	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 10,717.88 Refunded <input type="checkbox"/>	11	0.00	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0.00 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.00		
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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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 2012 or the taxable year beginning in 2012 (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

Form 990-PF (2012)

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? Website address ► N/A	13	X	
14	The books are in care of ► LOUIS S. HARRISON Telephone no ► 312-332-5440 Located at ► 333 W. WACKER DR., SUITE 1700, CHICAGO, IL ZIP+4 ► 60606			
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			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012?	4b	X

Form 990-PF (2012)

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**

If "Yes" to 6b, file Form 8870.

X

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
LOUIS S. HARRISON	PRESIDENT/DIRECTOR			
333 W. WACKER DR., SUITE 1700				
CHICAGO, IL 60606	1.00	0.00	0.00	0.00
LYNNE KAPLAN	SECRETARY/DIRECTOR			
333 W. WACKER DR., SUITE 1700				
CHICAGO, IL 60606	1.00	0.00	0.00	0.00
CAROLE J. WALTHER	TREASURER/DIRECTOR			
333 W. WACKER DR., SUITE 1700				
CHICAGO, IL 60606	1.00	0.00	0.00	0.00

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

Form 990-PF (2012)

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	5,412,026.06
b	Average of monthly cash balances	1b	1,101,045.89
c	Fair market value of all other assets	1c	0.00
d	Total (add lines 1a, b, and c)	1d	6,513,071.95
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	6,513,071.95
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,696.08
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,415,375.87
6	Minimum investment return. Enter 5% of line 5	6	320,768.79

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	320,768.79
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,983.15
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,983.15
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	318,785.64
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	318,785.64
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	318,785.64

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	272,800.00
b	Program-related investments - total from Part IX-B	1b	0.00
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	272,800.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,983.15
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	270,816.85

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				318,785.64
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			263,927.49	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 272,800.00				
a Applied to 2011, but not more than line 2a			263,927.49	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2012 distributable amount				8,872.51
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				309,913.13
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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

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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	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				
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY FOUNDATION 112 N. SIXTH STREET SPRINGFIELD, IL 62701	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.00
ART INSTITUTE OF CHICAGO CHICAGO, IL	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.00
BIG BROTHERS BIG SISTERS OF METROPOLITAN CHICAGO 560 W. LAKE STREET, 5TH FLOOR CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500.00
CAN DO CANINES 9440 SCIENCE CENTER DR. NEW HOPE, MN 55428	NONE	PUBLIC CHARITY	TRAINING SERVICE DOGS	10,000.00
CATHOLIC CHARITIES 721 N. LASALLE ST. CHICAGO, IL 60654	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.00
Total	SEE CONTINUATION SHEET(S) ▶ 3a			272,800.00
b Approved for future payment				
NONE				
Total	▶ 3b			0.00

Part XVI-A. Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	99,239.63	
4 Dividends and interest from securities			18	48,580.41	
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	100,596.48	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.00		248,416.52	0.00
13 Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)					

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

[illegible]

VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION

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	038-3 ST GAINS	P		
b	038-3 ST LOSSES	P		
c	038-3 LT GAINS	P		
d	038-3 LT LOSSES	P		
e	040-9 LT GAINS	P		
f	040-9 LT LOSSES	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	42,599.26	31,114.87	11,484.39
b	10,587.06	10,637.47	<50.41>
c	309,238.03	240,610.53	68,627.50
d	11,200.98	11,390.98	<190.00>
e	895,746.81	869,148.16	26,598.65
f	153,081.00	158,954.65	<5,873.65>
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			11,484.39
b			<50.41>
c			68,627.50
d			<190.00>
e			26,598.65
f			<5,873.65>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	100,596.48
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W. WASHINGTON BLVD. CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.00
CIVIC LEADERSHIP FOUNDATION 674 DRIFTWOOD LANE NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.00
CYSTIC FIBROSIS FOUNDATION 33 N. MAIN STREET MANTENO, IL 60950	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	10,000.00
DEAF UNITY 128 E. OLIN AVE. #201 MADISON, WI 53713	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.00
GLENWOOD SCHOOL FOR BOYS AND GIRLS - SOUTH CAMPUS 500 W. 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC CHARITY	GENERAL PURPOSES/EDUCATION	5,000.00
HADLEY SCHOOL FOR THE BLIND 100 ELM STREET WINNETKA, IL 60093	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.00
HEARTLAND HEALTH OUTREACH - VITAL BRIDGES (2 GIFTS) 5543 N. BROADWAY AVENUE CHICAGO, IL 60640	NONE	PUBLIC CHARITY	FOOD, SHELTER, COUNSELING AND THERAPY	21,500.00
JEWISH UNITED FUND OF CHICAGO - 2012 CAMPAIGN ONE S. FRANKLIN ST. CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.00
LOYOLA UNIVERSITY HEALTH SYSTEMS 2160 S. FIRST AVE. MAYWOOD, IL 60153	NONE	PUBLIC CHARITY	CHILDREN'S HEALTHCARE VOLUNTEER COMMITTEE, NICU RENOVATION INITIATIVE	1,000.00
NATIONAL KIDNEY FOUNDATION OF ILLINOIS 215 W. ILLINOIS, SUITE 1C CHICAGO, IL 60610	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.00
Total from continuation sheets				225,300.00

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ORTHODOX CHRISTIAN MISSION CENTER (OCMC) 220 MASON MANATEE WAY ST. AUGUSTINE, FL 32086	NONE	PUBLIC CHARITY	YOUTH TEAM - GUATEMALA CITY	1,000.00
RABIDEAU FOUNDATION - CLIFTON GREENWAY PROJECT 145 E. FIFTH AVE. CLIFTON, IL 60927	NONE	PUBLIC CHARITY	GREENWAY PROJECT - TREES	50,000.00
RAVINIA FESTIVAL HIGHLAND PARK, IL	NONE	PUBLIC CHARITY	MUSIC EDUCATION	6,800.00
SALVATION ARMY - EVANGELINE BOOTH LODGE 5040 N. PULASKI ROAD CHICAGO, IL 60630	NONE	PUBLIC CHARITY	HOMELESSNESS	50,000.00
SALVATION ARMY - METROPOLITAN HEADQUARTERS 5040 N. PULASKI ROAD CHICAGO, IL 60630	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.00
SALVATION ARMY - PROMISE ANN'S HOUSE 133 S. ASHLAND AVE. CHICAGO, IL 60607	NONE	PUBLIC CHARITY	TEEN PROGRAM	20,000.00
WTTW/WFMT PUBLIC TV AND PUBLIC RADIO 5400 N. ST. LOUIS CHICAGO, IL 60625	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.00
Total from continuation sheets				

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

SOURCE	AMOUNT
GOLDMAN SACHS 020-60038-3	61.90
GOLDMAN SACHS 020-60039-1	1,908.27
GOLDMAN SACHS 020-60040-9	101,960.27
GOLDMAN SACHS 020-60040-9 - ACCRUED INTEREST PAID	<4,738.97>
GOLDMAN SACHS 020-60365-5	48.16
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	99,239.63

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS 020-60037-5	2,999.54	0.00	2,999.54
GOLDMAN SACHS 020-60038-3	45,580.87	0.00	45,580.87
TOTAL TO FM 990-PF, PART I, LN 4	48,580.41	0.00	48,580.41

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARRISON & HELD, LLP	10,881.00	10,881.00		0.00
TO FM 990-PF, PG 1, LN 16A	10,881.00	10,881.00		0.00

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLDMAN SACHS FEES 038-3	24,290.34	24,290.34		0.00
GOLDMAN SACHS FEES 039-1	1,462.00	1,462.00		0.00
GOLDMAN SACHS FEES 040-9	13,468.51	13,468.51		0.00
TO FORM 990-PF, PG 1, LN 16C	39,220.85	39,220.85		0.00

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS 020-60038-3	1,712,372.00	2,025,497.98
GOLDMAN SACHS 020-60037-5	149,469.49	147,304.70
GOLDMAN SACHS 020-60365-5	290,000.00	287,725.37
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,151,841.49	2,460,528.05

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS 020-60040-9	3,275,584.47	3,367,695.00
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,275,584.47	3,367,695.00

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE
ADJUSTMENT FOR ACCRUALS	COST	93,596.84
TOTAL TO FORM 990-PF, PART II, LINE 13		93,596.84

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXPENSES DEDUCTED IN 2010 BUT NOT PAID UNTIL 2011	10,629.73	0.00	0.00
TO FORM 990-PF, PART II, LINE 15	10,629.73	0.00	0.00



Statement Detail

VIRGINIA LEE SHIRLEY PRIVATE FDN US PCP

Realized Gains and Losses

Period Ended December 31, 2012

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GOOGLE, INC. CMN CLASS A	Feb 15 2011	Jan 10 2012	17 00	10,587 06	10,637 47	0 00	(50 41)	(50 41)	ST
APPLE, INC. CMN	Oct 12 2010	Feb 16 2012	18 00	8,839 67	5,347 26	0 00	3,492 41	3,492 41	LT
NIKE CLASS-B CMN CLASS B	Oct 12 2010	Feb 16 2012	98 00	10,402 41	8,071 48	0 00	2,330 93	2,330 93	LT
QUALCOMM INC CMN	Oct 12 2010	Feb 16 2012	146 00	9,013 18	6,537 78	0 00	2,475 40	2,475 40	LT
GENERAL MILLS INC CMN	Oct 12 2010	Feb 24 2012	266 00	10,155 62	9,820 62	0 00	335 00	335 00	LT
HONEYWELL INTL INC CMN	Oct 12 2010	Mar 20 2012	235 00	13,971 62	10,661 48	0 00	3,310 14	3,310 14	LT
THERMO FISHER SCIENTIFIC INC CMN	Oct 12 2010	Apr 09 2012	829 00	45,075 77	39,854 34	0 00	5,221 43	5,221 43	LT
	Jan 20 2011	Apr 09 2012	206 00	11,200 98	11,390 98	0 00	(190 00)	(190 00)	LT
APPLE, INC. CMN	Oct 12 2010	Apr 25 2012	48 00	29,432 86	14,259 36	0 00	15,173 50	15,173 50	LT
VISA INC. CMN CLASS A	Oct 12 2010	May 23 2012	171 00	20,185 97	12,682 34	0 00	7,503 63	7,503 63	LT
WALT DISNEY COMPANY (THE) CMN	Aug 09 2011	Jun 05 2012	385 00	17,067 13	12,894 31	0 00	4,172 82	4,172 82	ST
GENERAL MILLS INC CMN	Oct 12 2010	Jun 14 2012	771 00	29,269 75	28,465 02	0 00	804 73	804 73	LT
AMERICAN EXPRESS CO CMN	May 03 2011	Jul 17 2012	186 00	10,820 38	9,293 03	0 00	1,527 35	1,527 35	LT
WALT DISNEY COMPANY (THE) CMN	Aug 09 2011	Aug 21 2012	271 00	13,637 74	9,076 25	0 00	4,561 49	4,561 49	LT
	Aug 09 2011	Sep 20 2012	366 00	19,252 12	12,257 96	0 00	6,994 16	6,994 16	LT
	Aug 10 2011	Sep 20 2012	307 00	16,148 64	9,680 60	0 00	6,468 04	6,468 04	LT
	Oct 04 2011	Sep 20 2012	301 00	15,833 03	8,618 56	0 00	7,214 47	7,214 47	ST
GENERAL ELECTRIC CO CMN	Jan 04 2011	Oct 09 2012	522 00	11,892 56	9,588 51	0 00	2,304 05	2,304 05	LT
LOWES COMPANIES INC CMN	Feb 15 2011	Nov 09 2012	288 00	9,104 06	7,303 91	0 00	1,800 15	1,800 15	LT
MICROSOFT CORPORATION CMN	Oct 12 2010	Nov 09 2012	400 00	11,581 02	9,903 60	0 00	1,677 42	1,677 42	LT
	Jun 05 2012	Nov 09 2012	335 00	9,699 10	9,602 00	0 00	97 10	97 10	ST
	Oct 12 2010	Dec 03 2012	1,527 00	40,454 66	37,906 99	0 00	2,547 67	2,547 67	LT
SHORT TERM GAINS									
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
				42,599 26	31,114 87	0 00	11,484 39	11,484 39	
SHORT TERM LOSSES									
				10,587 06	10,637 47	0 00	(50 41)	(50 41)	
NET SHORT TERM GAINS (LOSSES)				53,186.32	41,752.34	0.00	11,433.98	11,433.98	
LONG TERM GAINS									
				309,238 03	240,610 53	0 00	68,627 50	68,627 50	
LONG TERM LOSSES									
				11,200 98	11,390 98	0 00	(190 00)	(190 00)	
NET LONG TERM GAINS (LOSSES)				320,439.01	252,001.51	0.00	68,437.50	68,437.50	

**VIRGINIA LEE SHIRLEY PRIVATE FDN GOV/COR**
Realized Gains and Losses

Period Ended December 31, 2012

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
CHUBB CORPORATION (THE) 5.75% 05/15/2018	Oct 27 2010	Jan 31 2012	150,000.00	181,614.00	170,308.16 ³	0.00	7,719.00	11,305.84	LT
USD SR LIEN M-W+30 00BP									
MORGAN STANLEY MTN 5.55% 04/27/2017	Oct 14 2010	Feb 23 2012	150,000.00	153,081.00	158,954.65 ³	0.00	(7,929.00)	(5,873.65)	LT
SER F SR LIEN M-W+15 00BP									
U.S. TREASURY NOTE 2.625000% 08/15/2020	Oct 27 2010	Feb 23 2012	200,000.00	214,132.81	198,840.00	0.00	15,292.81	15,292.81	LT
FA ON THE RUN									
CITIGROUP INC 1.875% 05/07/2012	Oct 28 2010	May 07 2012	200,000.00	200,000.00	200,000.00 ³	0.00	(4,420.00)	0.00	LT
BANK OF AMERICA CORPORATION 3.125% 06/15/2012 SR LIEN	Oct 15 2010	Jun 15 2012	150,000.00	150,000.00	150,000.00 ³	0.00	(6,735.00)	0.00	LT
FNMA 4.75% 11/19/2012 MN	Oct 15 2010	Nov 19 2012	150,000.00	150,000.00	150,000.00 ³	0.00	(13,290.00)	0.00	LT
LONG TERM GAINS				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
				895,746.81	869,148.16	0.00	(1,433.19)	26,598.65	
LONG TERM LOSSES				153,081.00	158,954.65	0.00	(7,929.00)	(5,873.65)	
NET LONG TERM GAINS (LOSSES)				1,048,827.81	1,028,102.81	0.00	(9,362.19)	20,725.00	

³ Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently.

Portfolio No XXX-XX040-9

Page 82 of 99



- 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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION	27-2545558
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O 333 W. WACKER DR. STE 1700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60606	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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.

LOUIS S. HARRISON

- The books are in the care of ☒ 333 W. WACKER DR., SUITE 1700 - CHICAGO, IL 60606

Telephone No. ☒ 312-332-5440

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 NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending

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 FOUNDATION REQUESTS A SECOND FILING EXTENSION TO ALLOW TIME TO
RECEIVE ADDITIONAL 2012 INCOME TAX MATERIALS FROM CERTAIN INVESTMENTS.

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	\$	12,701.03
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	\$	12,701.03
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	\$	0.00

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 ☒

Title ☒ TREASURER

Date ☒

Form 8868 (Rev. 1-2013)