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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

A Employer identification number
27-2545558

Number and street (or P O box number if mail is not delivered to street address) Room/suite
333 W WACKER DRIVE NO 1700

B Telephone number (see instructions)
(312) 332-5313

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60606

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 7,767,729

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Line	(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)	1,043,966			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	101,145	75,062		
	4	Dividends and interest from securities	50,307	50,307		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	352,828			
	b	Gross sales price for all assets on line 6a 1,860,616				
	7	Capital gain net income (from Part IV, line 2)		352,828		
	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) (attach schedule)				
	11	Other income (attach schedule)	1,348	1,348		
	12	**Total.** Add lines 1 through 11	1,549,594	479,545		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,264	3,264		0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	48,638	48,638		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15,242	15,242		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,144	67,144		0
	25	Contributions, gifts, grants paid	416,600			416,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	483,744	67,144		416,600
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,065,850			
	b	**Net investment income** (if negative, enter -0-)		412,401		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	601,184	542,109	542,109
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,151,841	2,732,974	3,368,885
	c	Investments—corporate bonds (attach schedule)	3,275,584	3,268,817	3,275,792
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	93,597	573,069	580,943
	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)	6,122,206	7,116,969	7,767,729
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,122,206	7,116,969	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,122,206	7,116,969	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,122,206	7,116,969	

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	6,122,206
2	Enter amount from Part I, line 27a	2	1,065,850
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	7,188,056
5	Decreases not included in line 2 (itemize) ▶ ______	5	71,087
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,116,969

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	352,828
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	

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 page 18 of 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))
2012	270,817	6,415,376	0 042214
2011	85,000	6,191,803	0 013728
2010	62,568	3,458,062	0 018093
2009			
2008			

2	**Total** of line 1, column (d)	2	0 074035
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 024678
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,681,480
5	Multiply line 4 by line 3	5	164,886
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,124
7	Add lines 5 and 6	7	169,010
8	Enter qualifying distributions from Part XII, line 4	8	416,600

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	4,124
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	4,124
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	4,124
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,017		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	8,017
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,893
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,893 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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 |

			Yes	No
16	At any time during calendar year 2013, 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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ Yes ☐ No

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

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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
LOUIS S HARRISON 333 W WACKER DR SUITE 1700 CHICAGO,IL 60606	PRESIDENT/DIRECTOR 1 00	0	0	0
LYNNE KAPLAN 333 W WACKER DR SUITE 1700 CHICAGO,IL 60606	SECRETARY/DIRECTOR 1 00	0	0	0
CAROLE J WALTHER 333 W WACKER DR SUITE 1700 CHICAGO,IL 60606	TREASURER/DIRECTOR 1 00	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				

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

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	0

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	6,488,235
b	Average of monthly cash balances	1b	294,993
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,783,228
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,783,228
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,748
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,681,480
6	**Minimum investment return.** Enter 5% of line 5	6	334,074

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	334,074
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 4,124		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,124
3	Distributable amount before adjustments Subtract line 2c from line 1	3	329,950
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	329,950
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	329,950

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	416,600
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	416,600
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	4,124
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	412,476

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				329,950
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			309,913	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 416,600				
a Applied to 2012, but not more than line 2a			309,913	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				106,687
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				223,263
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				416,600
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	101,145	
4 Dividends and interest from securities. . . .			14	50,307	
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.			14	1,348	
8 Gain or (loss) from sales of assets other than inventory			18	352,828	
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		505,628	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 505,628

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-11-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARGARET A NAGELA				P00439254
Firm's name ▶ HARRISON & HELD LLP			Firm's EIN ▶ 32-0077509	
Firm's address ▶ 333 W WACKER DR SUITE 1700 CHICAGO, IL 60606			Phone no (312) 332-1111	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
109 HONEYWELL INTL INC		2010-10-12	2013-02-05
930 ABBVIE INC		2012-04-09	2013-02-27
150 ABBVIE INC		2012-06-14	2013-02-27
14 GOOGLE INC		2010-10-12	2013-02-27
2 GOOGLE INC		2011-02-15	2013-02-27
245 LOWES COMPANIES INC		2010-10-12	2013-02-27
79 LOWES COMPANIES INC		2011-02-15	2013-02-27
156 PRUDENTIAL FINANCIAL INC		2011-06-28	2013-03-21
128 BOEING CO		2011-07-22	2013-05-08
182 NIKE CLASS-B		2010-10-12	2013-05-08
28 JOHNSON & JOHNSON		2010-10-12	2013-05-13
66 JPMORGAN CHASE & CO		2011-01-04	2013-05-13
24 THE TRAVELERS COMPANIES		2010-10-12	2013-05-13
173 JOHNSON & JOHNSON		2010-10-12	2013-05-23
549 OCCIDENTAL PETROLEUM		2010-10-12	2013-06-07
367 PRAXAIR, INC		2010-10-12	2013-06-07
103 PRAXAIR, INC		2011-03-02	2013-06-07
298 PEPSICO INC		2010-10-12	2013-07-17
659 JOHNSON & JOHNSON		2010-10-12	2013-07-09
284 JOHNSON & JOHNSON		2012-06-14	2013-07-09
1,199 AMERICAN EXPRESS CO			2013-07-31
401 MCDONALDS CORP		2010-10-12	2013-07-31
2 GOOGLE INC		2010-10-12	2013-08-15
15 GOOGLE INC		2012-04-25	2013-08-15
187 VISA INC		2010-10-12	2013-08-20
201 VISA INC		2011-01-20	2013-08-20
656 PROCTER & GAMBLE		2010-10-12	2013-10-15
141 PROCTER & GAMBLE		2012-02-24	2013-10-15
312 PROCTER & GAMBLE		2012-05-23	2013-10-15
0 5% U S TREASURY NOTE	P	2010-10-14	2013-10-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 625% U S TREASURY NOTE	P	2012-11-23	2013-10-25
652 ABBOTT LABORATORIES		2013-02-27	2013-11-01
386 ALTERA CORP		2013-07-09	2013-11-01
29 AMAZON COM INC		2012-02-16	2013-11-01
54 AMAZON COM INC		2012-02-24	2013-11-01
236 AMERICAN TOWER CORP		2011-01-25	2013-11-01
68 AMERICAN TOWER CORP		2013-03-21	2013-11-01
22 APPLE INC		2010-10-12	2013-11-01
35 APPLE INC		2012-11-09	2013-11-01
1,450 BANK OF AMERICA CORP		2013-07-31	2013-11-01
118 BOEING CO		2010-10-12	2013-11-01
34 BOEING CO		2011-07-22	2013-11-01
99 BOEING CO		2012-10-09	2013-11-01
39 CHIPOTLE MEXICAN GRILL		2013-07-31	2013-11-01
201 COSTCO WHOLESALE		2010-10-12	2013-11-01
308 DEVON ENERGY		2011-03-02	2013-11-01
82 DEVON ENERGY		2011-03-18	2013-11-01
317 EBAY INC		2013-08-20	2013-11-01
856 EMC CORPORATION		2011-02-15	2013-11-01
34 EXXON MOBIL		2011-12-13	2013-11-01
278 EXXON MOBIL		2013-10-15	2013-11-01
180 FEDEX CORP		2013-05-08	2013-11-01
460 GENERAL ELECTRIC		2012-03-20	2013-11-01
371 GENERAL ELECTRIC		2013-03-06	2013-11-01
650 GENERAL ELECTRIC		2013-07-09	2013-11-01
29 GOOGLE INC		2010-10-12	2013-11-01
277 HONEYWELL INTL		2010-10-12	2013-11-01
387 JPMORGAN CHASE		2010-10-12	2013-11-01
144 JPMORGAN CHASE		2011-01-04	2013-11-01
485 LOWES COMPANIES		2010-10-12	2013-11-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
122 MERCK & CO		2011-06-14	2013-11-01
212 MERCK & CO		2013-02-05	2013-11-01
241 MERCK & CO		2013-02-27	2013-11-01
301 MICROSOFT CORPORATION		2013-07-31	2013-11-01
531 MICROSOFT CORPORATION		2013-10-15	2013-11-01
185 NIKE CLASS-B		2010-10-12	2013-11-01
180 NIKE CLASS-B		2012-10-09	2013-11-01
494 ORACLE CORPORATION		2010-10-12	2013-11-01
197 PEPSICO INC		2010-10-12	2013-11-01
319 PRUDENTIAL FINANCIAL		2011-06-28	2013-11-01
176 QUALCOMM INC		2010-10-12	2013-11-01
194 QUALCOMM INC		2013-05-23	2013-11-01
25 SCHLUMBERGER LTD		2010-10-12	2013-11-01
179 SCHLUMBERGER LTD		2012-04-25	2013-11-01
94 SCHLUMBERGER LTD		2012-10-09	2013-11-01
256 THE TRAVELERS COMPANIES		2010-10-12	2013-11-01
219 VERTEX PHARMACEUTICALS		2013-06-07	2013-11-01
289 VIACOM INC		2012-09-20	2013-11-01
13 WAL MART STORES		2013-07-09	2013-11-01
227 WAL MART STORES		2013-07-17	2013-11-01
380 VERTEX PHARMACEUTICALS		2013-06-07	2013-11-06
127 VERTEX PHARMACEUTICALS		2013-06-19	2013-11-06
1,098 LOWES COMPANIES		2010-10-12	2013-11-12
49 ABBOTT LABORATORIES		2012-06-14	2013-12-27
38 ALTERA CORP		2012-12-03	2013-12-27
20 ALTERA CORP		2013-07-09	2013-12-27
5 AMAZON COM INC		2012-02-16	2013-12-27
3 APPLE, INC		2010-10-12	2013-12-27
121 BANK OF AMERICA		2013-07-31	2013-12-27
14 BOEING COMPANY		2010-10-12	2013-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 CHIPOTLE MEXICAN GRILL		2013-07-31	2013-12-27
16 COSTCO WHOLESALE CORP		2010-10-12	2013-12-27
5 DEVON ENERGY CORP		2011-03-02	2013-12-27
26 DEVON ENERGY CORP		2011-07-22	2013-12-27
19 EXXON MOBIL CORP		2011-12-13	2013-12-27
13 FEDEX CORP		2013-05-08	2013-12-27
68 GENERAL ELECTRIC CO		2012-03-20	2013-12-27
21 HONEYWELL INTL INC		2010-10-12	2013-12-27
33 JPMORGAN CHASE & CO		2010-10-12	2013-12-27
38 MERCK & CO		2011-06-14	2013-12-27
51 MICROSOFT CORP		2013-07-31	2013-12-27
24 NIKE CLASS-B		2010-10-12	2013-12-27
50 ORACLE CORPORATION		2010-10-12	2013-12-27
21 PRUDENTIAL FINANCIAL		2011-06-28	2013-12-27
26 QUALCOMM INC		2010-10-12	2013-12-27
21 SCHLUMBERGER LTD		2012-12-03	2013-12-27
21 THE TRAVELERS COMPANIES		2010-10-12	2013-12-27
25 UNITEDHEALTH GROUP		2013-11-06	2013-12-27
22 VIACOM INC		2012-09-20	2013-12-27
24 WAL MART STORES INC		2013-07-09	2013-12-27
33 WHOLE FOODS MARKET INC		2013-11-12	2013-12-27
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,561		4,945	2,616
34,071		29,580	4,491
5,495		4,824	671
11,196		7,551	3,645
1,599		1,251	348
9,089		5,410	3,679
2,931		2,004	927
9,169		9,652	-483
12,043		9,306	2,737
11,623		7,495	4,128
2,395		1,771	624
3,218		2,884	334
2,072		1,272	800
15,099		10,941	4,158
51,088		45,346	5,742
41,847		33,184	8,663
11,744		10,146	1,598
25,060		19,698	5,362
58,448		41,675	16,773
25,188		18,451	6,737
89,236		54,329	34,907
39,301		30,307	8,994
1,724		1,079	645
12,932		9,121	3,811
32,468		13,869	18,599
34,899		13,818	21,081
51,135		40,618	10,517
10,991		9,433	1,558
24,320		19,434	4,886
150,000		149,637	363

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
187,180		198,875	-11,695
23,921		22,406	1,515
12,896		12,936	-40
10,370		5,124	5,246
19,310		9,712	9,598
18,608		12,103	6,505
5,362		5,149	213
11,399		6,536	4,863
18,135		19,080	-945
20,199		21,389	-1,190
15,588		8,278	7,310
4,491		2,472	2,019
13,078		7,016	6,062
20,481		16,063	4,418
23,931		12,780	11,151
19,534		27,427	-7,893
5,201		7,474	-2,273
16,550		16,606	-56
20,244		23,091	-2,847
3,012		2,770	242
24,628		24,266	362
23,954		18,204	5,750
11,997		9,266	2,731
9,676		8,833	843
16,952		15,422	1,530
29,796		15,642	14,154
23,985		12,567	11,418
20,135		15,557	4,578
7,492		6,292	1,200
23,934		10,709	13,225

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,472		4,355	1,117
9,508		8,750	758
10,809		10,324	485
10,658		9,636	1,022
18,802		18,553	249
14,011		7,618	6,393
13,633		8,569	5,064
16,568		13,746	2,822
16,578		13,022	3,556
25,784		19,736	6,048
12,287		7,881	4,406
13,543		12,511	1,032
2,317		1,570	747
16,592		13,348	3,244
8,713		6,758	1,955
22,080		13,565	8,515
14,791		17,962	-3,171
23,980		15,680	8,300
997		1,002	-5
17,417		17,629	-212
23,987		31,168	-7,181
8,017		10,129	-2,112
54,625		24,244	30,381
1,873		1,453	420
1,229		1,236	-7
647		670	-23
2,005		883	1,122
1,680		891	789
1,888		1,846	42
1,923		982	941

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,125		1,647	478
1,897		1,017	880
308		445	-137
1,604		2,186	-582
1,922		1,548	374
1,860		1,315	545
1,884		1,370	514
1,914		953	961
1,916		1,327	589
1,882		1,356	526
1,898		1,632	266
1,880		988	892
1,890		1,391	499
1,936		1,299	637
1,920		1,164	756
1,880		1,512	368
1,881		1,113	768
1,873		1,750	123
1,883		1,193	690
1,880		1,851	29
1,868		1,938	-70
120			120

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,616
			4,491
			671
			3,645
			348
			3,679
			927
			-483
			2,737
			4,128
			624
			334
			800
			4,158
			5,742
			8,663
			1,598
			5,362
			16,773
			6,737
			34,907
			8,994
			645
			3,811
			18,599
			21,081
			10,517
			1,558
			4,886
			363

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-11,695
			1,515
			-40
			5,246
			9,598
			6,505
			213
			4,863
			-945
			-1,190
			7,310
			2,019
			6,062
			4,418
			11,151
			-7,893
			-2,273
			-56
			-2,847
			242
			362
			5,750
			2,731
			843
			1,530
			14,154
			11,418
			4,578
			1,200
			13,225

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,117
			758
			485
			1,022
			249
			6,393
			5,064
			2,822
			3,556
			6,048
			4,406
			1,032
			747
			3,244
			1,955
			8,515
			-3,171
			8,300
			-5
			-212
			-7,181
			-2,112
			30,381
			420
			-7
			-23
			1,122
			789
			42
			941

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			478
			880
			-137
			-582
			374
			545
			514
			961
			589
			526
			266
			892
			499
			637
			756
			368
			768
			123
			690
			29
			-70
			120

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY FOUNDATION 500 E MADISON STREET SUITE 200 SPRINGFIELD, IL 62701	NONE	PUBLIC CHARITY	GENERAL PURPOSES	26,400
ANIXTER CENTER (CHICAGO HEARING SOCIETY) 2001 N CLYBOURN AVENUE SUITE 302 CHICAGO, IL 60614	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
ANN & ROBERT H LURIE CHILDREN'S HOSPITAL OF CHICAGO FOUNDATION 225 E CHICAGO AVENUE BOX 4 CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500
ANTI-DEFAMATION LEAGUE OF CHICAGO 120 S LA SALLE STREET SUITE 1150 CHICAGO, IL 60603	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500
AUDITORIUM THEATRE 50 E CONGRESS PKWY CHICAGO, IL 60605	NONE	PUBLIC CHARITY	SUMMER SOLSTICE	1,200
BIG BROTHERS BIG SISTERS OF METROPOLITAN CHICAGO 560 W LAKE STREET 5TH FLOOR CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
CAN DO CANINES 9440 SCIENCE CENTER DRIVE NEW HOPE, MN 55428	NONE	PUBLIC CHARITY	TRAINING SERVICE DOGS	10,000
CANTATA ADULT LIFE SERVICES - ENGLISH GARDEN PROJECT 3000 MCCORMICK AVENUE BROOKFIELD, IL 60513	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000
CARPLS 17 N STATE STREET CHICAGO, IL 60602	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CATHOLIC CHARITIES 721 N LASALLE STREET CHICAGO, IL 60654	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
CHICAGO ALLIANCE AGAINST SEXUAL EXPLOITATION (CAASE) 307 N MICHIGAN AVENUE SUITE 1818 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W WASHINGTON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
CHICAGO RUN - CHICAGO MARATHON 3611 N KEDZIE AVENUE CHICAGO, IL 60618	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CHICAGO YOUTH CENTERS 218 S WABASH AVENUE SUITE 600 CHICAGO, IL 60604	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
CIVIC LEADERSHIP FOUNDATION 674 DRIFTWOOD LANE NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
Total . . . . ▶ 3a				416,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CJE SENIOR LIFE 3003 W TOUHY AVENUE CHICAGO, IL 60645	NONE	PUBLIC CHARITY	GENERAL PURPOSES	3,500
CLIFTON COMMUNITY DEVELOPMENT 145 E FIFTH AVENUE CLIFTON, IL 60927	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000
COLGATE UNIVERSITY - CAMP COLGATE 13 OAK DRIVE HAMILTON, NY 13346	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
CYSTIC FIBROSIS FOUNDATION 33 N MAIN STREET MANTENO, IL 60950	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	10,000
DEAF UNITY - UNITED ADVOCATES AGAINST VIOLENCE IN THE DEAF COMMUNITY 128 E OLIN AVENUE SUITE 201 MADISON, WI 53713	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000
DUKE LAW SCHOOL ANNUAL FUND 210 SCIENCE DRIVE BOX 90362 DURHAM, NC 27708	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500
GLENCOE YOUTH SERVICES 680 GREENWOOD AVENUE GLENCOE, IL 60022	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
GLENWOOD SCHOOL FOR BOYS AND GIRLS - SOUTH CAMPUS 500 W 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC CHARITY	GENERAL PURPOSES/EDUCATION	5,000
HADLEY SCHOOL FOR THE BLIND 100 ELM STREET WINNETKA, IL 60093	NONE	PUBLIC CHARITY	GENERAL PURPOSES	27,500
HEARTLAND HEALTH OUTREACH - VITAL BRIDGES 5543 N BROADWAY AVENUE CHICAGO, IL 60640	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
HINSDALE HOSPITAL FOUNDATION - CENTER FOR HEARING RESTORATION 15 SPINNING WHEEL ROAD HINSDALE, IL 60521	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
INTERNATIONAL CENTER ON DEAFNESS AND THE ARTS (ICODA) 614 ANTHONY TRAIL NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
JETS BASKETBALL CLUB 903B S WALNUT STREET OFALLON, IL 62269	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
JEWISH UNITED FUND OF CHICAGO ONE S FRANKLIN STREET CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 11 S LA SALLE STREET SUITE 1800 CHICAGO, IL 60603	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
Total . . . . ▶ 3a				416,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LEUKEMIA & LYMPHOMA SOCIETY OF AMERICA 651 W WASHINGTON BLVD SUITE 400 CHICAGO,IL 60661	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500
LOYOLA UNIVERSITY HEALTH SYSTEMS 2160 S FIRST AVENUE MAYWOOD,IL 60153	NONE	PUBLIC CHARITY	CHILDREN'S HEALTHCARE VOLUNTEER COMMITTEE, NICU RENOVATION INITIATIVE	1,500
NATIONAL PARKINSON'S FOUNDATION INC 200 SE 1ST STREET SUITE 800 MIAMI,FL 33131	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500
NORTHWESTERN BRAIN TUMOR INSTITUTE 675 N ST CLAIR STREET CHICAGO,IL 60611	NONE	PUBLIC CHARITY	MUSIC RESTORATION FUND	5,000
REDMOON THEATER 2120 S JEFFERSON AVENUE CHICAGO,IL 60616	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
SALVATION ARMY - EVANGELINE BOOTH LODGE 5040 N PULASKI ROAD CHICAGO,IL 60630	NONE	PUBLIC CHARITY	HOMELESSNESS	50,000
SALVATION ARMY - METROPOLITAN HEADQUARTERS 5040 N PULASKI ROAD CHICAGO,IL 60630	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
SALVATION ARMY - PROMISE ANN'S HOUSE 133 S ASHLAND AVENUE CHICAGO,IL 60607	NONE	PUBLIC CHARITY	TEEN PROGRAM	20,000
SGA YOUTH & FAMILY SERVICES 11 E ADAMS STREET CHICAGO,IL 60603	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
THE H FOUNDATION 60 S LA GRANGE ROAD LA GRANGE,IL 60525	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
THE KALO FOUNDATION OF PARK RIDGE 110 SHORELINE DRIVE PARK RIDGE,IL 60068	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000
UNITED LUTHERAN CHURCH 1212 W BALMORAL AVENUE CHICAGO,IL 60640	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000
WTTWWFMT PUBLIC TV AND PUBLIC RADIO 5400 N ST LOUIS AVENUE CHICAGO,IL 60625	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000
Total . . . . ▶ **3a**				416,600

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Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.	OMB No 1545-0047 **2013**

Name of the organization	**Employer identification number**
VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION C/O HARRISON & HELD LLP	27-2545558

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 $33\frac{1}{3}$% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION C/O HARRISON & HELD LLP	27-2545558

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	VIRGINIA LEE SHIRLEY REVOCABLE TRUST 333 W WACKER DRIVE SUITE 1700 CHICAGO, IL60606	$ 1,043,966	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION C/O HARRISON & HELD LLP	27-2545558

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION C/O HARRISON & HELD LLP	27-2545558

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

(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

(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

(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

TY 2013 Investments Corporate Bonds Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS 020-60040-9	3,268,817	3,275,792

TY 2013 Investments Corporate Stock Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS 020-60038-3	1,299,585	1,849,642
GOLDMAN SACHS 020-60037-5	448,389	458,653
GOLDMAN SACHS 020-60365-5	485,000	557,379
GOLDMAN SACHS XXX-XX263-8	500,000	503,211

TY 2013 Investments - Other Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS BDC, INC. (A/C 039-1)	AT COST	98,652	100,550
FIXED INCOME (A/C 037-5)	AT COST	222,985	224,063
HEDGE FUNDS (A/C 037-5)	AT COST	251,432	256,330

TY 2013 Legal Fees Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARRISON & HELD, LLP	3,264	3,264		0

TY 2013 Other Decreases Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Description	Amount
BASIS AND ACCRUAL ADJUSTMENTS	71,087

TY 2013 Other Income Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GOLDMAN SACHS 020-60039-1 - DISTRIBUTIONS	1,348	1,348	1,348

TY 2013 Other Professional Fees Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOLDMAN SACHS FEES 038-3	28,241	28,241		0
GOLDMAN SACHS FEES 039-1	1,484	1,484		0
GOLDMAN SACHS FEES 040-9	13,550	13,550		0
GOLDMAN SACHS FEES 365-5	5,363	5,363		0

TY 2013 Taxes Schedule

Name: VIRGINIA LEE SHIRLEY PRIVATE FOUNDATION
C/O HARRISON & HELD LLP

EIN: 27-2545558

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES - 2011	5,242	5,242		0
EXCISE TAXES - 2012	10,000	10,000		0