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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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Allen-Heath Memorial Foundation		A Employer identification number 36-3056910
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 312-704-3000
	City or town, state, and ZIP code Chicago, Illinois 60601-1081		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,641,947		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) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	409	409	N/A	
	4 Dividends and interest from securities	71,614	71,614		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	37,856			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		37,856		
	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)					
12 Total. Add lines 1 through 11	109,879	109,879			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	16,237	12,178		4,059
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	25,284	25,284		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,283			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	78			
	24 Total operating and administrative expenses. Add lines 13 through 23	45,882	37,462		
25 Contributions, gifts, grants paid	188,000			188,000	
26 Total expenses and disbursements. Add lines 24 and 25	233,882	37,462		192,059	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(124,003)				
b Net investment income (if negative, enter -0-)		72,417			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	537,784	56,325	56,325
	2 Savings and temporary cash investments			
	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 page 16 of the 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	7,500	8,217	8,217
	10a Investments—U.S. and state government obligations (attach schedule)	0	199,484	198,403
	b Investments—corporate stock (attach schedule)	2,685,766	3,193,982	3,785,679
	c Investments—corporate bonds (attach schedule)	249,838	574,697	593,323
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	675,820	0	0	
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)	4,156,708	4,032,705	4,641,947	
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)			
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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,156,708	4,032,705	
	30 Total net assets or fund balances (see page 17 of the instructions)	4,156,708	4,032,705	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,156,708	4,032,705	

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	4,156,708
2 Enter amount from Part I, line 27a	2	(124,003)
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	4,032,705
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,032,705

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 Statement 3				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	37,856	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	25,372	

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.

(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))
2008	355,000	5,130,560	.069
2007	353,000	5,913,497	.060
2006	349,514	5,792,924	.060
2005	363,826	5,748,935	.063
2004	339,557	5,647,232	.060
2 Total of line 1, column (d)			2 .312
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 .062
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 4,108,397
5 Multiply line 4 by line 3			5 254,721
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 724
7 Add lines 5 and 6			7 255,445
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 on page 18.			8 192,059

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,448	
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	1,448	
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	1,448	
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,217	
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	8,217	
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	6,769	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 6,769 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?		✓
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		✓
1c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
4b 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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Illinois		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	✓	
14	The books are in care of ► James Harbert/Hinshaw & Culbertson LLP Telephone no. ► 312-704-3000 Located at ► 222 North LaSalle Street, Suite 300, Chicago, Illinois ZIP+4 ► 60601-1081			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			

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 page 20 of the instructions)? 1b		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c		✓
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 <i>Schedule C, Form 4720</i> , to determine if the foundation had excess business holdings in 2009.) 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		✓
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 2009? 4b		✓

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870. **6b**
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 page 22 of the 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
See Statement 4				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the 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 ►

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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Amount

1 None	
2	
All other program-related investments. See page 24 of the instructions.	
3	

Total. Add lines 1 through 3 ►

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,170,961
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,170,961
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,170,961
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	62,564
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,108,397
6	Minimum investment return. Enter 5% of line 5	6	205,420

Part XI Distributable Amount (see page 25 of the 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	205,420
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,448
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,448
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	203,972
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	203,972
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	203,972

Part XII Qualifying Distributions (see page 25 of the 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	192,059
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	192,059
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	192,059

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				203,972
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	56,638			
b From 2005	81,553			
c From 2006	64,354			
d From 2007	70,243			
e From 2008	101,855			
f Total of lines 3a through e	374,643			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 192,059				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				192,059
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (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	374,643			
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 page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	11,913			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	44,725			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	318,005			
10 Analysis of line 9:				
a Excess from 2005	81,553			
b Excess from 2006	64,354			
c Excess from 2007	70,243			
d Excess from 2008	101,855			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling **N/A**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 foundation had \$5,000 or more in assets at any time during the year—see page 28 of the 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 page 28 of the 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part 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 (See page 28 of the 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	409	
4	Dividends and interest from securities			14	71,614	
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory			18	37,856	
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)				13	109,879

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Signature of officer or trustee _____ Date 11/15/10 Secretary/Treasurer _____
Title _____

Sign Here

Paid Preparer's Use Only	Preparer's signature Lisa Berman	Date 11/15/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions) 36-2128133
	Firm's name (or yours if self-employed), address, and ZIP code Hinshaw & Culbertson LLP, 222 North LaSalle Street, Suite 300, Chicago, Illinois 60601-1081	EIN 36-2128133	Phone no. 312-704-3000	

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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--------------------------------------|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ►

Telephone No. ► (.....) 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 will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until, 20....., to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20.....or
 - ☐ tax year beginning, 20....., and ending, 20.....

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$

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

- 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 extended due date for filing the return. See instructions	Name of Exempt Organization Allen-Heath Memorial Foundation	Employer identification number 36 3056910
	Number, street, and room or suite no. If a P.O. box, see instructions c/o Hinshaw & Culbertson LLP, 222 North LaSalle Street, Suite 300	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Chicago, Illinois 60601-1081	

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

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

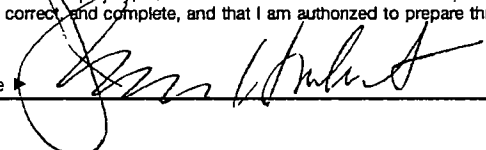
- The books are in the care of **James Harbert/Hinshaw & Culbertson LLP**
Telephone No. **(312) 704-3000** FAX No. **(312) 704-3001**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four 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**, 20**10**.
- 5 For calendar year **2009**, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year 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
We were unable to get information to complete the 2009 Form 990-PF.

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	\$	9,117
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	\$	9,117
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	-0-

Signature and Verification

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 **Secretary/Treasurer** Date **8-5-10**

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

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization Allen-Heath Memorial Foundation	Employer identification number 36 3056910	
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o Hinshaw & Culbertson LLP, 222 North LaSalle Street, Suite 300		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Chicago, Illinois 60601-1081		

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **James Harbert/Hinshaw & Culbertson LLP**

Telephone No. ► (**312**) **704-3000** FAX No. ► (**312**) **704-3001**

- 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 will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 16**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20**09** or
 - ☐ tax year beginning, 20, and ending, 20

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	9,117
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,117
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5,000

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

- 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 extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

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

- The books are in the care of ▶ _____
Telephone No. ▶ (_____) _____ 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 _____, 20_____.
- 5 For calendar year _____, or other tax year beginning _____, 20_____, and ending _____, 20_____.
- 6 If this tax year 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 _____

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	\$
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	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

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 ▶

SEC. - TREASURER

Date ▶

5-6-2010

ALLEN-HEATH MEMORIAL FOUNDATION
2009 Form 990-PF
EIN: 36-3056910

PART I - ANALYSIS OF REVENUE AND EXPENSES

Line 16a - Legal Fees

Hinshaw & Culbertson LLP **\$ 16,237.39**

Line 16c - Other Professional Fees

William Blair & Company, L.L.C. **\$ 25,284.00**

Line 18 - Taxes

2008 Federal Excise Tax (Part VI, Line 1) **\$ 4,283.00**

Line 23 - Other Expenses

Foreign Taxes **\$ 77.90**

ALLEN-HEATH MEMORIAL FOUNDATION
2009 FORM 990-PF
EIN: 36-3056910

LINE 10(a) – INVESTMENTS – U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. Treasury Tips</u>	<u>Book Value</u>	<u>Fair Market Value</u>
TSY INFL IX N/B Fixed Coupon 1.875000 Maturity 7/15/13	\$111,933.73	\$111,567.69
TSY INFL IX N/B Fixed Coupon 2.375000 Maturity 1/15/17	<u>87,550.48</u>	<u>86,835.03</u>
	\$199,484.21	\$198,402.72

LINE 10(b) – INVESTMENTS – CORPORATE STOCKS

<u>Corporate Name</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Activision Blizzard, Inc.	\$ 31,065.43	\$ 28,886.00
Allergan Inc.	33,775.16	59,859.50
American Express Co.	55,153.49	68,884.00
Apache Corp.	22,879.58	92,853.00
Apple, Inc.	48,823.77	101,151.36
Baxter International, Inc.	149,807.21	161,076.60
Broadcom Corp.	47,107.21	56,646.00
Cameron International Corp.	45,967.41	48,070.00
Celgene Corp.	61,377.91	64,032.00
CME Group, Inc.	80,070.20	89,029.40
Cognizant Tech Solutions	22,209.98	29,464.50
Colgate-Palmolive Co.	72,126.56	82,150.00
CVS Caremark Corp.	18,667.56	19,326.00
Danaher Corp.	82,156.43	101,520.00
Discovery Communications	43,246.00	65,940.50
EMC Corp.	79,646.76	81,235.50
EOG Resources, Inc.	79,600.27	108,489.50
Freeport-McMoran Copper	30,509.64	32,116.00
Goldman Sachs Group, Inc.	55,589.79	75,302.64
Goodrich Corp.	65,059.61	70,675.00
Google, Inc.	94,541.31	130,195.80
HCC Insurance Holdings, Inc.	24,396.00	27,970.00
Hewlett-Packard Company	101,981.75	136,501.50
Hunt (JB) Transport Services, Inc.	62,790.01	60,990.30
Invesco, Ltd.	70,469.87	94,194.90
Johnson & Johnson	62,136.69	70,851.00
Johnson Controls, Inc.	52,248.36	64,014.00

<u>Corporate Name</u>	<u>Book Value</u>	<u>Fair Market Value</u>
JPMorgan Chase & Co.	90,465.50	100,008.00
Kohls Corp.	62,168.53	75,502.00
McAfee, Inc.	53,109.38	50,712.50
McDonald's Corp.	88,992.02	90,538.00
Mead Johnson Nutrition Co.	17,488.78	19,665.00
Medco Health Solutions, Inc.	35,894.01	38,346.00
Microsoft Corp.	165,174.98	185,318.40
Northern Trust Corp.	44,800.40	41,920.00
Occidental Petroleum Corp.	84,254.49	96,806.50
O'Reilly Automotive, Inc.	48,874.82	48,946.08
Pepsico, Inc.	81,097.89	85,120.00
Praxair, Inc.	69,415.87	118,858.80
Qualcomm, Inc.	86,035.70	87,662.70
Rockwell Automation, Inc.	75,316.26	84,564.00
Roper Industries, Inc.	68,633.65	58,654.40
Schlumberger, Ltd.	78,934.19	99,262.25
Southwestern Energy Co.	35,587.83	43,380.00
Suncor Energy, Inc.	58,528.38	75,386.85
Thermo Fisher Scientific, Inc.	131,586.88	121,609.50
United Parcel Service	113,312.50	123,345.50
W.W. Grainger, Inc.	69,472.73	78,432.30
Yum! Brands, Inc.	41,433.14	40,215.50
	<u>\$3,193,981.89</u>	<u>\$3,785,679.28</u>

LINE 10(c) - INVESTMENTS - CORPORATE BONDS

<u>Corporate Name</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Conoco Phillips	\$ 51,648.00	\$ 53,576.90
Boeing Capital Corporation	52,581.00	54,450.15
Verizon Communications, Inc.	50,456.50	52,301.15
Hewlett-Packard Company	53,672.00	53,008.15
Novartis Capital Corporation	51,220.00	52,558.85
CME Group, Inc.	50,406.00	54,688.55
Paccar, Inc.	51,032.00	56,402.95
SBC Communications, Inc.	51,315.50	53,783.00
Emerson Electric	51,133.00	53,797.15
Cisco Systems, Inc.	55,880.00	54,894.95
Coca-Cola Company	55,353.00	53,861.15
	<u>\$574,697.00</u>	<u>\$593,322.95</u>

ALLEN-HEATH MEMORAIL FOUNDATION
2009 FORM 990-PF
EIN: 36-3056910

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

Description	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed (or Allowable)	Cost or Other Basis	Gain or (Loss)
1,100 Abbott Laboratories	P	08-Feb-93	11-Jun-09	48,979 31	0	2,422 10	46,557 21
1,000 Abbott Laboratories	P	08-Feb-93	29-Apr-09	43,148 88	0	2,201.90	40,946 98
900 Abbott Laboratories	P	08-Feb-93	04-May-09	38,653 91	0	1,981 71	36,672 20
1,200 Adobe Systems Inc	P	01-Aug-05	06-Nov-09	39,156.07	0	35,748 72	3,407 35
1,800 Adobe Systems Inc	P	01-Aug-05	11-Aug-09	57,789 49	0	53,623 08	4,166 41
1,100 Allergan Inc	P	03-Aug-04	04-May-09	51,686 23	0	40,519 05	11,167 18
350 Allergan Inc	P	03-Aug-04	13-Aug-09	19,218 00	0	12,892 43	6,325 57
600 Apache Corp	P	16-Jul-02	13-Aug-09	52,634 66	0	15,253 06	37,381 60
100 Apple Inc	P	01-May-08	28-Aug-09	17,022 88	0	17,108 65	(85 77)
200 Apple Inc	P	01-May-08	10-Aug-09	33,153.42	0	34,217 30	(1,063 88)
50 Apple Inc	P	26-Sep-08	10-Nov-09	9,597 72	0	6,666 15	2,931 57
1,100 Apple Inc	P	26-Sep-08	09-Dec-09	21,813 01	0	14,665 53	7,147 48
50 Apollo Group, Inc	P	17-Oct-08	09-Apr-09	3,436 56	0	2,900 52	536 04
200 Apollo Group, Inc	P	20-Oct-08	09-Apr-09	13,746 22	0	10,923 72	2,822 50
250 Apollo Group, Inc	P	17-Oct-08	30-Jan-09	20,559 88	0	14,502 60	6,057 28
500 AXA-UAP-Sponsored ADR	P	23-Dec-08	20-Feb-09	6,959 91	0	11,138 10	(4,178 19)
100 AXA-UAP-Sponsored ADR	P	24-Dec-08	23-Feb-09	1,383 57	0	2,288 72	(905 15)
400 AXA-UAP-Sponsored ADR	P	26-Dec-08	23-Feb-09	5,534 29	0	8,818 56	(3,284 27)
400 AXA-UAP-Sponsored ADR	P	29-Dec-08	23-Feb-09	5,534 29	0	8,633 28	(3,098 99)
50 AXA-UAP-Sponsored ADR	P	30-Dec-08	23-Feb-09	691 78	0	1,082 69	(390 91)
1,300 Campbell Soup Co	P	16-Oct-08	04-May-09	33,037 22	0	46,482 02	(13,444 80)
800 Campbell Soup Co	P	08-Dec-08	04-May-09	20,330.59	0	24,101 12	(3,770 53)
450 Celgene Corp	P	10-Jan-08	11-Aug-09	24,392 03	0	22,947 30	1,444 73
3,500 Charles Schwab Corp	P	12-Dec-06	21-Oct-09	63,135 21	0	68,028 80	(4,893 59)
2,500 Charles Schwab Corp	P	12-Dec-06	04-May-09	45,832 81	0	48,592 00	(2,759 19)
2,000 Cisco Systems Inc.	P	09-Oct-07	01-Jul-09	37,939 01	0	65,621 20	(27,682 19)
150 Cisco Systems Inc	P	26-Dec-07	13-Aug-09	3,266 91	0	4,270 33	(1,003 42)
1,000 Cisco Systems Inc	P	28-Jan-08	13-Aug-09	21,779 44	0	23,510 00	(1,730 56)
1,000 Cisco Systems Inc	P	08-Jan-09	13-Aug-09	21,779 44	0	16,935 00	4,844.44
850 Cisco Systems Inc	P	26-Dec-07	07-Jul-09	15,993 95	0	24,198 57	(8,204 62)
50 CME Group Inc	P	26-Sep-08	28-Aug-09	13,411 18	0	20,017 77	(6,606 59)
100 Cognizant Technology Solutions Corp	P	11-Aug-09	25-Nov-09	4,347 38	0	3,416 92	930 46
250 Cognizant Technology Solutions Corp	P	11-Aug-09	25-Nov-09	10,875 24	0	8,542 30	2,332 94
200 Colgate Palmolive Co	P	13-Aug-09	10-Nov-09	15,726 03	0	14,174 78	1,551 25
450 CVS Caremark Corporation	P	12-Nov-08	07-Dec-09	13,871 16	0	13,645 44	225 72
200 CVS Caremark Corporation	P	22-Jun-09	07-Dec-09	6,164 96	0	6,222 52	(57 56)
800 CVS Caremark Corporation	P	12-Nov-08	11-Aug-09	27,242 01	0	24,258 56	2,983 45
600 CVS Caremark Corporation	P	22-Jun-09	24-Dec-09	19,257 04	0	18,667 56	589 48
200 Danaher Corp	P	04-May-09	16-Dec-09	14,402 86	0	11,753 50	2,649 36
400 Discovery Communications Inc	P	29-Apr-09	16-Oct-09	11,979 41	0	7,160 00	4,819 41
150 Discovery Communications Inc	P	29-Apr-09	19-Oct-09	4,502 39	0	2,685 00	1,817 39
550 Discovery Communications Inc	P	29-Apr-09	10-Dec-09	17,214 33	0	9,845 00	7,369 33
500 Exxon Mobile Corp	P	08-Jan-09	04-Jun-09	35,384 84	0	40,690 00	(5,305 16)

Description	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed (or Allowable)	Cost or Other Basis	Gain or (Loss)
190 Exxon Mobile Corp	P	04-May-09	04-Jun-09	13,446 24	0	13,032 10	414.14
400 Expeditors International of Washington, Inc	P	18-Jul-07	12-Jul-09	12,138 61	0	18,311 92	(6,173 31)
400 Expeditors International of Washington, Inc	P	19-Jul-07	21-Jul-09	12,285 12	0	18,286 24	(6,001 12)
600 Expeditors International of Washington, Inc	P	10-Aug-07	21-Jul-09	18,427 68	0	29,781 78	(11,354 10)
400 Expeditors International of Washington, Inc	P	19-Jul-07	21-Jul-09	12,138 60	0	18,286 24	(6,147 64)
300 Fastenal Co	P	23-Apr-07	22-Jun-09	10,165 98	0	12,026 13	(1,860 15)
400 Fastenal Co.	P	23-Apr-07	16-Jun-09	14,337 39	0	16,034 84	(1,697 45)
700 Fastenal Co.	P	23-Apr-07	17-Jun-09	24,067 33	0	28,060 97	(3,993 64)
200 Fastenal Co.	P	23-Apr-07	18-Jun-09	6,655 30	0	8,017 42	(1,362 12)
400 Fastenal Co	P	23-Apr-07	19-Jun-09	13,390 77	0	16,034 84	(2,644 07)
810 FLIR Systems, Inc	P	09-Jul-08	04-May-09	17,981 94	0	34,373 48	(16,391 54)
200 Genentech, Inc	P	05-Dec-07	10-Feb-09	16,444 41	0	15,235 92	1,208 49
500 Genentech, Inc	P	26-Dec-07	10-Feb-09	41,111 01	0	33,595 75	7,515 26
400 Gilead Sciences, Inc	P	24-Mar-05	11-Aug-09	18,281 09	0	7,020 00	11,261 09
900 Gilead Sciences, Inc	P	18-Jul-06	15-Sep-09	41,777 55	0	27,548 46	14,229 09
50 Gilead Sciences, Inc.	P	19-Jun-09	15-Sep-09	2,320 98	0	2,225 27	95 71
100 Gilead Sciences, Inc	P	18-Jul-06		4,570 27	0	3,060 94	1,509.33
50 Goldman Sachs Group Inc	P	29-Apr-09	22-Jun-09	7,057 38	0	6,050 00	1,007 38
520 Idexx Laboratories Corp	P	20-Aug-08	24-Nov-09	26,411 51	0	29,815 71	(3,404 20)
400 Idexx Laboratories Corp	P	20-Aug-08	13-Aug-09	20,410 07	0	22,935 16	(2,525 09)
200 Intuitive Surgical Inc	P	29-Apr-09	10-Jul-09	29,839 03	0	30,526.00	(686 97)
550 Invesco Ltd	P	26-May-09	11-Dec-09	11,594 80	0	7,700 00	3,894 80
1,800 Iron Mountain Inc , PA-	P	08-Sep-04	11-Aug-09	52,655 84	0	37,721 64	14,934 20
1,500 Iron Mountain Inc , PA	P	08-Sep-04	08-Jan-09	37,259 79	0	31,434 70	5,825 09
1,200 Iron Mountain Inc , PA	P	08-Sep-04	04-May-09	32,370 96	0	25,147 76	7,223 20
1,500 Ishares Trust	P	22-Jan-09	10-Dec-09	157,075 95	0	149,595 00	7,480 95
480 Ishares Trust	P	01-Apr-09	10-Dec-09	50,264 31	0	49,693 54	570 77
350 Johnson Controls, Inc	P	04-May-09	28-Aug-09	8,686 98	0	6,595 36	2,091 62
300 JP Morgan Chase & Co	P	29-Apr-09	10-Nov-09	12,747 06	0	9,804 00	2,943 06
550 Juniper Networks	P	01-Apr-09	05-Nov-09	14,206 68	0	8,793 18	5,413 50
500 Juniper Networks	P	01-Apr-09	20-Oct-09	13,601 24	0	7,993 80	5,607 44
750 Juniper Networks	P	01-Apr-09	30-Oct-09	19,263 70	0	11,990 70	7,273 00
450 Juniper Networks	P	04-May-09	10-Nov-09	11,625 54	0	9,655 74	1,969 80
100 Juniper Networks	P	04-May-09	09-Nov-09	2,579 97	0	2,145 72	434 25
50 Juniper Networks	P	04-May-09	05-Nov-09	1,291 52	0	1,072 86	218 66
100 Juniper Networks	P	01-Apr-09	05-Nov-09	2,584 43	0	1,598 76	985 67
300 Kohls Corp	P	30-Jan-08	28-Aug-09	15,837 46	0	12,845 13	2,992 33
200 Kohls Corp	P	30-Jan-08	10-Nov-09	10,744 18	0	8,563 42	2,180 76
300 Kroger Co	P	04-Nov-08	10-Feb-09	6,572 03	0	8,095 23	(1,523 20)
650 Kroger Co	P	05-Nov-08	10-Feb-09	14,239 41	0	18,059 73	(3,820 32)
1,450 Kroger Co	P	08-Dec-08	10-Feb-09	31,764 82	0	39,659 68	(7,894 86)
1,300 Lowes Companies, Inc	P	04-Nov-08	10-Aug-09	28,874 72	0	25,822 55	3,052 17
1,950 Lowes Companies, Inc	P	08-Dec-08	10-Aug-09	43,312 09	0	40,739 99	2,572 10
950 Microsoft Corp	P	17-Jan-07	13-Aug-09	22,162.92	0	28,772 08	(6,609 16)
350 Monsanto Co	P	21-Feb-08	08-Oct-09	26,137 57	0	40,000.70	(13,863 13)
200 Monsanto Co	P	08-Jan-09	08-Oct-09	14,935 76	0	14,558 00	377 76
300 Monsanto Co	P	21-Feb-08	25-Jun-09	23,614 88	0	34,286 31	(10,671 43)
50 Omnicron Group, Inc	P	01-May-08	09-Sep-09	1,752 70	0	2,391.48	(638 78)

Description	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed (or Allowable)	Cost or Other Basis	Gain or (Loss)
400 Omnicon Group, Inc.	P	08-Jan-09	09-Sep-09	14,021 64	0	11,440 00	2,581 64
150 Omnicon Group, Inc	P	01-May-08	21-Jul-09	5,008 37	0	7,174 44	(2,166 07)
100 Omnicon Group, Inc	P	01-May-08	03-Sep-09	3,610 09	0	4,782 96	(1,172 87)
300 Omnicon Group, Inc.	P	01-May-08	04-Sep-09	10,823 78	0	14,348.88	(3,525.10)
400 Omnicon Group, Inc.	P	01-May-08	08-Sep-09	14,119.71	0	19,131 84	(5,012 13)
1,020 Pepsico Inc	P		29-Apr-09	49,030 13	0	6,139 14	42,890 99
300 Precision Castparts Corp	P	23-Dec-08	29-Jun-09	22,404 20	0	17,848 26	4,555 94
100 Precision Castparts Corp	P	24-Dec-08	30-Jun-09	7,391 15	0	6,001 80	1,389 35
100 Precision Castparts Corp	P	26-Dec-08		7,391 15	0	5,814 75	1,576 40
200 Precision Castparts Corp	P	08-Jan-09		14,782 29	0	12,698 00	2,084 29
50 Precision Castparts Corp	P	26-Dec-08	30-Jun-09	3,695 57	0	2,907.38	788 19
1,265 Qualcomm Inc	P	06-Dec-05	06-May-09	53,694 95	0	57,443 65	(3,748 70)
200 Qualcomm Inc	P	06-Dec-05	10-Aug-09	9,078 12	0	9,082 00	(3 88)
400 Qualcomm Inc	P	06-Dec-05	17-Sep-09	18,417.80	0	18,164 00	253 80
250 Salesforce com Inc	P	8-Dec-08	20-Aug-09	11,233 78	0	7,704.07	3,529 71
250 Salesforce com Inc	P	8-Jan-09	21-Aug-09	11,030 21	0	8,492 50	2,537 71
850 Salesforce com Inc	P	8-Dec-08	13-Jul-09	30,739 79	0	26,193 85	4,545 94
150 Salesforce com Inc	P	8-Jan-09	20-Aug-09	6,740 27	0	5,095 50	1,644 77
230 Schlumberger Ltd	P	4-May-09	10-Dec-09	14,057 23	0	11,490 66	2,566 57
3,000 St Jude Medical, Inc	P	26-Jul-05	27-Apr-09	106,101 26	0	140,964 30	(34,863 04)
300 Suncor Energy Inc	P	29-Apr-09	11-Dec-09	10,191 24	0	7,773 00	2,418 24
800 Suntrust Banks Incorporated	P	28-Jun-79	29-Apr-09	11,509 70	0	3,272 80	8,236 90
100 United Health Group, Inc	P	2-Feb-09		2,687 24	0	-3,020 86	(333.62)
800 United Health Group, Inc	P	4-May-09		21,497 92	0	19,240 00	2,257 92
350 United Health Group, Inc	P	2-Feb-09	11-Aug-09	8,940 00	0	10,573 01	(1,633 01)
300 United Health Group, Inc	P	2-Feb-09	25-Sep-09	8,324 15	0	9,062 58	(738 43)
400 United Health Group, Inc	P	2-Feb-09	28-Sep-09	10,761 04	0	12,083 44	(1,322 40)
650 VISA Inc	P	8-Dec-08	1-Apr-09	36,336.48	0	33,723 89	2,612 59
360 Wal-Mart Stores, Inc	P	9-Jul-08		17,951 76	0	20,521 37	(2,569 61)
290 Wal-Mart Stores, Inc	P	20-Aug-08		14,461 14	0	17,182 27	(2,721 13)
150 Wal-Mart Stores, Inc	P	26-Sep-08		7,479 91	0	8,935 29	(1,455 38)
200 Wal-Mart Stores, Inc	P	9-Jul-08	18-Sep-09	9,963 18	0	11,400 76	(1,437 58)
640 Wal-Mart Stores, Inc	P	9-Jul-08	22-Sep-09	31,912.39	0	36,482 43	(4,570 04)
1,050 Wells Fargo & Co	P	23-Dec-08	30-Jan-09	16,684.30	0	32,741 52	(16,057 22)
16,793 William Blair Mutual Funds (Income)	S	27-Oct-95	22-Jan-09	145,592 93		175,819 84	(30,226 91)
23,719 William Blair Mutual Funds (Income)	S	28-Oct-98	22-Jan-09	205,645 16		250,000 00	(44,354 84)
23,518 William Blair Mutual Funds (Income)	S	2-Jan-03	22-Jan-09	203,904 05		250,000.00	(46,095.95)
Northern Trust Company	S	27-Jul-99	03-Aug-09	250,000 00		249,837 50	162.50
							<u>\$37,856 84</u>

ALLEN-HEATH MEMORIAL FOUNDATION
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<u>Name and address</u>	<u>Title</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense account, other allowances</u>
Charles K. Heath 3800 Goat Rock Road, Ukiah, CA	President & Director	-0-	-0-	-0-
Ruth R. Hooper 237 E. Delaware Pl., Chicago, IL	Vice President & Director	-0-	-0-	-0-
James Harbert 222 N. LaSalle Street, Chicago, IL	Secretary & Treasurer	-0-	-0-	-0-
Nolan H. Baird, Jr. 222 W. Adams Street, Chicago, IL	Director	-0-	-0-	-0-
Deborah J. Burditt 20 E. Cedar, #6A, Chicago, IL	Director	-0-	-0-	-0-
Elizabeth K. Phillips 3800 Goat Rock Road, Ukiah, CA	Director	-0-	-0-	-0-
Alexandra K. Heath Brzezinski 3216 W. Stephens Place, Chandler, AZ	Director	-0-	-0-	-0-

ALLEN-HEATH MEMORIAL FOUNDATION
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PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Name</u>	<u>Is the Recipient an Individual?</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
American Radio Relay League Inc.	No	Public	Teachers Institute and Spectrum Defense Fund	5,000.00
Arizona Equine Rescue Organization	No	Public	General Fund	3,000.00
Bear Necessities Pediatric Cancer Foundation	No	Public	Small Miracle Program	12,000.00
CalStar	No	Public	Glide Slope Ranger video laryngoscope	20,000.00
Connections for Abused Women and Their Children	No	Public	General Fund	10,000.00
Fairview Public Library	No	Public	Endowment Fund	10,000.00
Family Shelter Service Inc.	No	Public	General Fund	11,000.00
Glen Ellyn Childrens Chorus	No	Public	General Fund	3,000.00
Halo Helping Animals Live On	No	Public	General Fund	3,000.00
Hopland Fire Fighters Association Corporation	No	Public	Equipment purchases and the Building Fund	20,000.00
Horizon Community Learning Center Inc.	No	Public	General Fund	5,000.00
Interlochen Center for the Arts	No	Public	General Fund	12,000.00
Lillian and Mortimer Vogel Foundation For Improvement of Human Relations	No	Public	Scholarships under the Allegro Scholarship Fund	5,000.00
Mendocino County Fire Safe Council Inc.	No	Public	General Fund	20,000.00
Neopolitan Lighthouse	No	Public	Abused women and children	10,000.00

<u>Name</u>	<u>Is the Recipient an Individual?</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Northwestern Memorial Hospital	No	Public	Northwestern Memorial Hospice Program	5,000.00
Northwestern University	No	Public	Northwestern Cognitive Neurology and Alzheimer's Disease Center of the Feinberg School of Medicine	5,000.00
Project Sanctuary Inc.	No	Public	General Fund	5,000.00
Solar Energy International	No	Public	General Fund	5,000.00
Ukiah Community Center Inc.	No	Public	Food Bank	5,000.00
United States Equestrian Federation Inc.	No	Public	General Fund	4,000.00
University of the Cumberland Inc.	No	Public	Mountain Outreach Program	<u>10,000.00</u>
			TOTAL	<u>\$188,000.00</u>