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

2009

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

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

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 THE FRANCIS J. AND PATRICIA A. HOULIHAN FOUNDATION C/O GRUBICH CONSULTANTS LTD		A Employer identification number 36-4121030
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (847) 367-9273
	City or town, state, and ZIP code LIBERTYVILLE, IL 60048		C If exemption application is pending, check here ☐
			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) \$ 2,298,407. (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 ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	200,000.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	55.	55.		STATEMENT 1
4	Dividends and interest from securities	55,642.	55,642.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,961.			
b	Gross sales price for all assets on line 6a	95,000.			
7	Capital gain net income (from Part IV, line 2)		1,961.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	257,658.	57,658.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	104.	0.		0.
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	1,463.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	610.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	2,177.	0.		0.
25	Contributions, gifts, grants paid	169,300.			169,300.
26	Total expenses and disbursements. Add lines 24 and 25	171,477.	0.		169,300.
27	Subtract line 26 from line 12	86,181.			
a	Excess of revenue over expenses and disbursements		57,658.		
b	Net investment income (if negative, enter -0-)				
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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,563.		
	2 Savings and temporary cash investments	298,069.	254,474.	254,474.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 6	114,198.	71,159.	75,081.
	b Investments - corporate stock STMT 7	1,877,346.	2,116,725.	1,968,852.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	50,000.	0.	0.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,356,176.	2,442,358.	2,298,407.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	2,356,176.	2,442,358.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2,356,176.	2,442,358.	
	31 Total liabilities and net assets/fund balances	2,356,176.	2,442,358.	

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	2,356,176.
2 Enter amount from Part I, line 27a	2	86,181.
3 Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	1.
4 Add lines 1, 2, and 3	4	2,442,358.
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	2,442,358.

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 50000 WASHINGTON TR BK 4.7	P	01/13/06	01/26/09
b 25000 OKLAHOMA CITY OK 5.85	P	03/02/99	07/01/09
c 20000 OSHKOSH WISC 3.25	P	05/03/07	03/15/09
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 50,000.		50,000.	0.
b 25,000.		23,720.	1,280.
c 20,000.		19,319.	681.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			0.
b			1,280.
c			681.
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	1,961.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	136,225.	1,993,056.	.068350
2007	160,571.	2,028,642.	.079152
2006	254,060.	1,761,813.	.144204
2005	155,100.	1,554,768.	.099758
2004	163,816.	1,259,035.	.130112

2 Total of line 1, column (d)	2	.521576
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	.104315
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,950,178.
5 Multiply line 4 by line 3	5	203,433.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	577.
7 Add lines 5 and 6	7	204,010.
8 Enter qualifying distributions from Part XII, line 4	8	169,300.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,153.
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	1,153.
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	1,153.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		35.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,188.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of KENNETH E. GRUBICH Telephone no 847/367-9273 Located at 728 FLORSHEIM DRIVE, #13, LIBERTYVILLE, IL ZIP+4 60048			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No	
If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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 Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANCIS J. HOULIHAN 62 SPRING CREEK ROAD BARRINGTON, IL 60010	PRESIDENT 0.00	0.	0.	0.
PATRICIA A. HOULIHAN 62 SPRING CREEK ROAD BARRINGTON, IL 60010	VICE-PRESIDENT 0.00	0.	0.	0.
KENNETH E. GRUBICH C/O GRUBICH CONSULTANTS, 728 FLORSHEI LIBERTYVILLE, IL 60048	TREASURER 0.00	0.	0.	0.
WHITMAN H. BRISKY MAUCK & BAKER LLC, ONE N. LA SALLE ST CHICAGO, IL 60602	SECRETARY 0.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. 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 NOT APPLICABLE - FOUNDATION IS NOT A PRIVATE OPERATING FOUNDATION AS DEFINED IN SECTION 4942 (J) (3)	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,628,419.
b	Average of monthly cash balances	1b	351,457.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,979,876.
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	1,979,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,698.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,950,178.
6	Minimum investment return. Enter 5% of line 5	6	97,509.

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	97,509.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,153.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,153.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,356.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,356.
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	96,356.

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	169,300.
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	169,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	169,300.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				96,356.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	101,532.			
b From 2005	83,046.			
c From 2006	166,999.			
d From 2007	63,953.			
e From 2008	37,981.			
f Total of lines 3a through e	453,511.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	169,300.			
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				96,356.
e Remaining amount distributed out of corpus	72,944.			
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	526,455.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	101,532.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	424,923.			
10 Analysis of line 9				
a Excess from 2005	83,046.			
b Excess from 2006	166,999.			
c Excess from 2007	63,953.			
d Excess from 2008	37,981.			
e Excess from 2009	72,944.			

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

14290514 741746 HOULIHANFDTN 2009.03040 THE FRANCIS J. AND PATRICIA HOULIH11

3 Grants and Contributions Paid During the Year or Approved for Future Payment

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	55.	
4 Dividends and interest from securities			14	55,642.	
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				1,961.	
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.		57,658.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	57,658.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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.

OMB No 1545-0047

2009**Name of the organization**THE FRANCIS J. AND PATRICIA A. HOULIHAN
FOUNDATION C/O GRUBICH CONSULTANTS LTD**Employer identification number**

36-4121030

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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules**☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization
 THE FRANCIS J. AND PATRICIA A. HOULIHAN
 FOUNDATION C/O GRUBICH CONSULTANTS LTD

Employer identification number
 36-4121030

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FRANCIS J. HOULIHAN 62 SPRING CREEK ROAD BARRINGTON, IL 60010	\$ 200,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE FRANCIS J. AND PATRICIA A. HOULIHAN
FOUNDATION C/O GRUBICH CONSULTANTS LTD

36-4121030

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1926.411 SHS. OF VANGUARD INDEX 500 FUND	\$ 200,000.	12/23/09
(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
		\$	

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

SOURCE	AMOUNT
LAKE FOREST BANK & TRUST CO.	55.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	55.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO. - INTEREST	7,423.	0.	7,423.
DIVIDEND INCOME	35,812.	0.	35,812.
VANGUARD 500 INDEX FUND ADM	11,869.	0.	11,869.
VANGUARD 500 INDEX FUND INV	538.	0.	538.
TOTAL TO FM 990-PF, PART I, LN 4	55,642.	0.	55,642.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAUCK & BAKER	104.	0.		0.
TO FM 990-PF, PG 1, LN 16A	104.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
U.S. TREASURY DEPARTMENT - 2008	1,463.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,463.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE REGISTRATION FEES	115.	0.		0.	
ASSOCIATION DUES	495.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	610.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
OKLAHOMA CITY 5.85% 7/1/12 BONDS		X	71,159.	75,081.	
OSHKOSH WI		X	0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			71,159.	75,081.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			71,159.	75,081.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
MIDCAP 400 S&P DEPOSITARY RECEIPTS	237,461.		457,797.	
VANGUARD INDEX 500 FUND	894,294.		723,817.	
ISHARES TRUST DJ SELECT DIVID.	60,842.		43,910.	
CONOCO PHILLIPS	25,045.		20,428.	
VALERO ENERGY CORP.	46,876.		11,725.	
CAPITAL WORLD GROWTH & INCOME FD.-CL A	162,537.		144,033.	
LOWES COMPANIES, INC.	15,887.		11,695.	
AMERICAN HIGH INC TR CL A	180,110.		159,976.	
CAPITAL INCOME BLDR FUND	285,854.		225,851.	
FUNDAMENTAL INVRS INC. CL A	207,819.		169,620.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,116,725.		1,968,852.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WASHINGTON TRUST BANK 4/70%	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADVOCATE GOOD SHEPHERD HOSPITAL 450 W. HIGHWAY 22 BARRINGTON, IL 60010	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	44,000.
AMERICAN HEART ASSOCIATION 460 N. LINDBERG BLVD. ST LOUIS, MO 63141	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,500.
ANNUAL CATHOLIC APPEAL 155 E. SUPERIOR STREET CHICAGO, IL 606112931	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
AUXILIARY OF GOOD SHEPARD HOSPITAL - ART IN THE BARN 450 W. HIGHWAY 22 BARRINGTON, IL 60010	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
BARRINGTON AREA COMMUNITY FOUNDATION 421 NORTHWEST HIGHWAY, #201 BARRINGTON, IL 60010	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	300.
BIRTHRIGHT 507 N. CENTER STREET, #B BLOOMINGTON, IL 61704	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.

CHALLENGER LEARNING CENTER FOR SCIENCE 222 CHURCH STREET WOODSTOCK, IL 60098	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
D.A.R.E. - TOWN OF LINN POLICE DEPARTMENT W3728 FRANKLIN WALSH DRIVE, P.O. BOX 99 ZENDA, IL 53195	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	500.
ELGIN SYMPHONY ORCHESTRA 20 DUPAGE COURT ELGIN, IL 601206424	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	10,000.
FLIGHT 93 NATIONAL MEMORIAL FUND 11 DUPONT CIRCLE WASHINGTON, DC 20036	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
GENEVA LAKE CONSERVANCY 398 MILL STREET, P.O. BOX 588 FONTANA, WI 53125	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,500.
GENEVA NATIONAL FOUNDATION 1221 GENEVA NATIONAL AVENUE SOUTH LAKE GENEVA, WI 53147	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
ILETF SO - ILLINOIS LAW ENFORCEMENT TORCH RUN FOR SPECIAL OLYMPICS - 1605 E. WILLOW STREET NORMAL, IL 61761	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	500.
LAWS - THE TURTLE OPEN P.O. BOX 1000 ELKHORN, WI 53121	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	400.
LES TURNER ALS FOUNDATION 5550 W. TOUHY AVENUE, SUITE 301 SKOKIE, IL 60007	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	500.
MARIAN CENTRAL CATHOLIC HIGH SCHOOL 1001 MCHENRY AVENUE WOODSTOCK, IL 60098	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	1,000.

MARINE CORPS SCHOLARSHIP FUND 1160 ALEXANDER COURT CARY, IL 60013	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,100.
MARYKNOLL FATHERS AND BROTHERS P.O. BOX 302 MARYKNOLL, NY 10545	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,500.
MEDICAL MISSIONARIES OF MARY 4425 W. 63RD STREET, SUITE 100 CHICAGO, IL 60629	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
MERCY HOME FOR BOYS AND GIRLS 1140 W. JACKSON BOULEVARD CHICAGO, IL 60101	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
MIDWEST RENEGADES 609 TANGLEWOOD TRAIL MCHENRY, IL 60050	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	2,000.
MT. CARMEL HIGH SCHOOL C/O FATHER DAN CARROLL 6410 S. DANTE AVENUE CHICAGO, IL 60637	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	1,000.
MT. CARMEL HIGH SCHOOL ANNUAL FUND - BIG EVENT 6410 S. DANTE AVENUE CHICAGO, IL 60637	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	3,500.
MT. CARMEL HIGH SCHOOL SCHOLARSHIP FUND 6410 S. DANTE AVENUE CHICAGO, IL 60637	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	44,000.
NORTHWESTERN UNIVERSITY 420 EAST SUPERIOR STREET, 9TH FLOOR CHICAGO, IL 60611	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	10,000.
PROJECT HOPE MINISTRY 120 ELA STREET BARRINGTON, IL 60010	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	3,000.

RAUE CENTER FOR THE ARTS 108 MINNIE STREET MILWAUKEE, WI 53215	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	11,000.
SCHOOL SISTERS OF NOTRE DAME 1431 EUCLID AVENUE BERWYN, IL 60402	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	2,000.
SCHOOL SISTERS OF ST. FRANCIS 1501 S. LAYTON BLVD. MILWAUKEE, WI 53215	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
SISTERS OF MERCY 7262 MERCY ROAD OMAHA, NE 68124	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	3,000.
SISTERS OF ST. JOSEPH P.O. BOX 279 CONCORDIA, KS 66901	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	11,000.
SPECIAL OLYMPICS ILLINOIS 1605 E. WILLOW STREET NORMAL, IL 61761	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	100.
ST. ANNE'S COMMUNITY CHURCH 120 ELA STREET BARRINGTON, IL 60010	N/A CHARITY'S EXEMPT PURPOSE	CHURCH	1,000.
ST. FRANCES OF ROME CHURCH 1428 S. 59TH COURT CICERO, IL 60804	N/A CHARITY'S EXEMPT PURPOSE	CHURCH	1,000.
ST. MARY OF THE ASSUMPTION CHURCH P.O. BOX 669 PARK CITY, UT 84060	N/A CHARITY'S EXEMPT PURPOSE	CHURCH	2,000.
ST. VIATOR HIGH SCHOOL 1213 E. OAKTON STREET ARLINGTON HEIGHTS, IL 60004	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	500.

ST. XAVIER UNIVERSITY 3700 W. 103RD STREET CHICAGO, IL 60655	N/A CHARITY'S EXEMPT PURPOSE	EDUCATION FACILITY	1,000.
STEPPENWOLF THEATER COMPANY 1605 E. WILLOW STREET CHICAGO, IL 60614	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	300.
THE SMILE TRAIN 245 FIFTH AVENUE #2201 NEW YORK, NY 10016	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	1,000.
WTTW CHANNEL 11 5400 N. ST. LOUIS AVENUE CHICAGO, IL 606254698	N/A CHARITY'S EXEMPT PURPOSE	PUBLIC CHARITY	100.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

169,300.

THE FRANCIS J. & PATRICIA A. FOUNDATION

SCHEDULE FOR FORM 990-PF – 2009

Page 10, Part XV, Supplementary Information

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

The Francis J. & Patricia A. Houlihan Foundation (Foundation) does not accept unsolicited requests for funds from organizations. The Foundation does, however, make unrestricted contributions to public charities in accordance with the Foundation's purpose as set forth in its Trust Agreement.