Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 06/01 **, 2009, and ending** 05/31, **20** 10

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: HELIOS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA,NA 231 S LASALLE ST

Room/suite:

City or town, state, and ZIP code: CHICAGO, IL 60697

A Employer identification number: 39-1532106

B Telephone number (see page 10 of the instructions): (312) 828-3903

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 ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,824,754.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ______________________
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	102,996.	102,996.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-19,642.			
	b Gross sales price for all assets on line 6a 695,320.				
	7 Capital gain net income (from Part IV, line 2)				
	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	83,354.	102,996.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	27,458.	16,475.		10,983.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 1	231.	NONE	NONE	231.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	1,512.	747.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	1,047.	12.		1,035.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,248.	17,234.	NONE	12,249.
	25 Contributions, gifts, grants paid	232,500.			232,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	262,748.	17,234.	NONE	244,749.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-179,394.			
	b **Net investment income** (if negative, enter -0-)		85,762.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	91,566.	11,623.	11,623.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	1,913,296.	1,807,401.	2,135,162.
	c Investments - corporate bonds (attach schedule)	1,757,714.	1,654,689.	1,573,762.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)		110,000.	104,207.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,762,576.	3,583,713.	3,824,754.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,762,576.	3,583,713.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		NONE	
	30 Total net assets or fund balances (see page 17 of the instructions)	3,762,576.	3,583,713.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,762,576.	3,583,713.	

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	3,762,576.
2 Enter amount from Part I, line 27a	2	-179,394.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	831.
4 Add lines 1, 2, and 3	4	3,584,013.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	300.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,583,713.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	-19,642.
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	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	249,000.	3,821,386.	0.06515960439
2007	261,292.	4,847,363.	0.05390394736
2006	148,696.	3,278,291.	0.04535777940
2005	141,927.	2,677,698.	0.05300336334
2004	139,152.	2,652,624.	0.05245824512

2 **Total** of line 1, column (d)	2	0.26988293961
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05397658792
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,916,357.
5 Multiply line 4 by line 3	5	211,392.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	858.
7 Add lines 5 and 6	7	212,250.
8 Enter qualifying distributions from Part XII, line 4	8	244,749.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of ruling 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	858.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	858.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	858.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,504.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,504.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	646.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 646. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BANK OF AMERICA, N.A., TRUSTEE Telephone no ▶ (312)828-3903

Located at ▶ 231 SOUTH LASALLE ST., CHICAGO, IL ZIP + 4 ▶ 60697

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

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.

				Line	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)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a	At the end of tax year 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 ▶ ____, ____, ____, ____					
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____					
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.)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?			4b		X

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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 7		27,458.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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	
2 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS.NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 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 NONE	
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	3,882,209.
b	Average of monthly cash balances	1b	93,788.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,975,997.
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	NONE
3	Subtract line 2 from line 1d	3	3,975,997.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	59,640.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,916,357.
6	**Minimum investment return.** Enter 5% of line 5	6	195,818.

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	195,818.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	858.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	858.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	194,960.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	194,960.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	194,960.

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	244,749.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	244,749.
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	858.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	243,891.

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				194,960.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2009.				
a	From 2004 ... 8,571.				
b	From 2005 ... 9,814.				
c	From 2006 ... NONE				
d	From 2007 ... 23,974.				
e	From 2008 ... 60,937.				
f	**Total** of lines 3a through e	103,296.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 244,749.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				194,960.
e	Remaining amount distributed out of corpus	49,789.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	153,085.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
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)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	8,571.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	144,514.			
10	Analysis of line 9:				
a	Excess from 2005 ... 9,814.				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... 23,974.				
d	Excess from 2008 ... 60,937.				
e	Excess from 2009 ... 49,789.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 . . . . ▶

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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).)

MARJORIE KIEWIT

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:

SEE STATEMENT 9

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

SEE STATEMENT 9

c Any submission deadlines:

SEE STATEMENT 9

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

SEE STATEMENT 9

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
	SEE ATTACHED STATEMENT			232,500.
Total . . . . ▶ 3a				232,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					
4 Dividends and interest from securities			14	102,996.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-19,642.	
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)				83,354.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 83,354.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
4	NOT APPLICABLE
8	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Mary Frost

Signature of officer or trustee BANK OF AMERICA, N A., AS TRUSTEE Date ▶ Title SENIOR VICE PRESIDENT

Paid Preparer's Use Only			
Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶	Phone no

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					550.	
		333. ALLSTATE CORP COM PROPERTY TYPE: SECURITIES					03/30/2007	02/12/2010
9,732.00		18,367.00					-8,635.00	
		150. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES					03/22/2006	10/13/2009
10,328.00		9,677.00					651.00	
		117. BLACK & DECKER CORP PROPERTY TYPE: SECURITIES					12/06/2006	02/12/2010
7,988.00		10,182.00					-2,194.00	
		1569.038 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES					08/11/2004	09/01/2009
14,623.00		17,856.00					-3,233.00	
		59.108 COLUMBIA LARGE CAP VALUE FUND CLA PROPERTY TYPE: SECURITIES					08/11/2004	02/12/2010
582.00		673.00					-91.00	
		6069.094 COLUMBIA LARGE CAP VALUE FUND C PROPERTY TYPE: SECURITIES					11/19/2003	02/12/2010
59,720.00		65,000.00					-5,280.00	
		7770.87 COLUMBIA MARSICO GROWTH FUND CLA PROPERTY TYPE: SECURITIES					01/10/2008	03/31/2010
141,974.00		175,000.00					-33,026.00	
		7775.524 COLUMBIA MARSICO GROWTH FUND CL PROPERTY TYPE: SECURITIES					08/11/2004	03/31/2010
142,059.00		115,000.00					27,059.00	
		3231.622 COLUMBIA CONVERTIBLE SECURITIES PROPERTY TYPE: SECURITIES					05/09/2003	12/30/2009
41,850.00		47,149.00					-5,299.00	
		2480.159 COLUMBIA MID CAP INDEX FUND CLA PROPERTY TYPE: SECURITIES					01/11/2008	03/31/2010
25,000.00		27,108.00					-2,108.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		17211.704 COLUMBIA STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					12/08/2006	05/07/2010
100,000.00		102,724.00					-2,724.00	
		133. DELL INC PROPERTY TYPE: SECURITIES					06/10/2004	12/30/2009
1,940.00		4,467.00					-2,527.00	
		100. DELL INC PROPERTY TYPE: SECURITIES					06/10/2004	02/12/2010
1,368.00		3,359.00					-1,991.00	
		200. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					09/20/2005	12/30/2009
17,526.00		6,396.00					11,130.00	
		133. INTEL CORP COM PROPERTY TYPE: SECURITIES					06/09/1999	10/13/2009
2,734.00		2,962.00					-228.00	
		199. JOHNSON CTLS INC COM PROPERTY TYPE: SECURITIES					03/30/2007	09/01/2009
4,934.00		2,691.00					2,243.00	
		250. KOHLS CORP COM PROPERTY TYPE: SECURITIES					03/30/2007	10/13/2009
14,937.00		11,615.00					3,322.00	
		217. ESTEE LAUDER COMPANIES CL A PROPERTY TYPE: SECURITIES					09/20/2005	11/03/2009
9,567.00		8,106.00					1,461.00	
		300. LILLY ELI & CO COM PROPERTY TYPE: SECURITIES					03/30/2007	10/13/2009
10,069.00		4,188.00					5,881.00	
		417. MARSHALL & ILSLEY CORP NEW COM PROPERTY TYPE: SECURITIES					03/02/2001	09/01/2009
2,858.00		9,094.00					-6,236.00	
		250. NIKE INC CL B COM PROPERTY TYPE: SECURITIES					03/22/2006	09/01/2009
13,753.00		10,869.00					2,884.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					01/10/2008	09/01/2009
2,699.00		6,936.00					-4,237.00	
		300. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES					09/05/2003	12/30/2009
11,881.00		12,040.00					-159.00	
		83. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					07/15/2004	09/01/2009
6,320.00		3,340.00					2,980.00	
		50. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					07/15/2004	12/30/2009
4,063.00		2,012.00					2,051.00	
		217. STATE STR CORP PROPERTY TYPE: SECURITIES					06/09/1999	12/30/2009
9,529.00		8,745.00					784.00	
		325. TCF FINL CORP COM PROPERTY TYPE: SECURITIES					03/30/2007	09/01/2009
4,470.00		8,745.00					-4,275.00	
		183. 3M CO COM PROPERTY TYPE: SECURITIES					03/30/2007	12/30/2009
15,371.00		13,363.00					2,008.00	
		162. VARIAN MED SYS INC PROPERTY TYPE: SECURITIES					03/30/2007	09/01/2009
6,895.00		7,298.00					-403.00	
TOTAL GAIN(LOSS)		....					-19,642.	

Standard Portfolio Holdings Detail Report

As of: May, 2010
Basis: Settlement Date
8444670 - HELIOS FOUNDATION

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BOFA GOVERNMENT RESERVES TRUST CLASS - FORMERLY COLUMBIA GOVERNMENT RESERVES	11,623 200	11,623 20	11,623 20
Total CASH EQUIVALENTS		11,623 20	11,623 20
Total CASH/CURRENCY		11,623 20	11,623 20
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS COM	600 000	24,632 68	28,536 00
AMGEN INC COM	200 000	11,267 00	10,356 00
ANADARKO PETE CORP COM	317 000	10,006 10	16,588 61
APACHE CORP COM	459 000	26,957 38	41,098 86
APPLE INC COM	50 000	9,895 75	12,844 00
AT&T INC COM	200 000	7,753 50	4,860 00
BERKSHIRE HATHAWAY INC DEL CL A	4 000	6,984 00	423,640 00
CISCO SYS INC COM	500 000	12,414 46	11,580 00
COCA COLA CO COM	300 000	19,472 25	15,420 00
COLUMBIA LARGE CAP ENHANCED CORE FUND CLASS Z SHARES	17,309 579	217,062 12	183,481 54
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	18,779 343	200,000 00	188,169 02
CORNING INC COM	500.000	7,787 50	8,715 00
DELL INC COM	700 000	23,510 90	9,331 00
DISNEY WALT CO			

Standard Portfolio Holdings Detail Report

As of: May, 2010
Basis: Settlement Date
8444670 - HELIOS FOUNDATION

Asset Type	Units	Fed Tax Cost	Market Value
COM DISNEY	200 000	6,076 96	6,684 00
EMC CORP			
COM	400 000	6,417 96	7,448 00
EMERSON ELEC CO			
COM	333 000	2,326 67	15,464 52
EXELON CORP			
COM	150 000	12,714 55	5,790 00
EXXON MOBIL CORP			
COM	400 000	18,517 41	24,184 00
GENERAL ELEC CO			
COM	383 000	14,474 72	6,262 05
HEWLETT PACKARD CO			
COM	200 000	8,983 50	9,202 00
ILLINOIS TOOL WKS INC			
COM	450 000	14,866 20	20,893 50
INTEL CORP			
COM	900 000	20,044 80	19,278 00
INTERNATIONAL BUSINESS MACHS			
COM	242 000	23,365 10	30,312 92
J P MORGAN CHASE & CO			
COM	425 000	14,877.12	16,821 50
JOHNSON & JOHNSON			
COM	317 000	9,106 78	18,481 10
JOHNSON CTLS INC			
COM	500 000	6,760 83	14,265 00
KIMBERLY CLARK CORP			
COM	208 000	10,679 97	12,625 60
LOWES COS INC			
COM	300 000	6,577 50	7,425 00
MEDTRONIC INC			
COM	425 000	7,301 92	16,651 50
MICROSOFT CORP			
COM	617 000	4,723 75	15,918 60
MONSANTO CO			
NEW COM	150 000	17,738 92	7,630 50
PFIZER INC			
COM	467 000	16,234 32	7,112 41
PG&E CORP			
COM	150 000	6,623 23	6,225 00
PRAXAIR INC			
COM	200 000	8,047 20	15,520 00
PROCTER & GAMBLE CO			
COM	300 000	18,771 87	18,327 00
SCHLUMBERGER LTD			

Standard Portfolio Holdings Detail Report

As of: May, 2010
Basis: Settlement Date
8444670 - HELIOS FOUNDATION

Asset Type	Units	Fed Tax Cost	Market Value
COM			
NETHERLANDS ANTILLES	200 000	19,163 50	11,230 00
SYSCO CORP			
COM	400 000	3,195 60	11,924 00
TEXAS INSTRS INC			
COM	350 000	8,338 75	8,547 00
UNITED TECHNOLOGIES CORP			
COM	317 000	14,462 17	21,359 46
VERIZON COMMUNICATIONS INC			
COM	300 000	12,851 61	8,256 00
WAL-MART STORES INC			
COM	275 000	12,414 05	13,904 00
WELLS FARGO & CO			
NEW COM	558 000	12,228 57	16,009 02
Total U.S. LARGE CAP		915,629 17	1,348,371 71
U.S. MID CAP			
COLUMBIA MID CAP INDEX FUND			
CLASS Z SHARES	24,698 637	223,630 57	240,564 72
LEVEL 3 COMMUNICATIONS INC			
COM	600 000	24,225 00	804 00
MASCO CORP			
COM	750 000	22,410 00	10,012 50
MOLSON COORS BREWING CO			
CL B COM	250 000	9,740 75	10,260 00
NAVISTAR INTL CORP NEW			
COM	250 000	10,754 88	13,545 00
PACKAGING CORP AMER			
COM	400 000	8,140 80	8,856 00
Total U.S. MID CAP		298,902 00	284,042 22
U.S. SMALL CAP			
COLUMBIA SMALL CAP INDEX FUND			
CLASS Z SHARES	8,362 261	118,516 70	123,928 71
Total U.S. SMALL CAP		118,516 70	123,928 71
INTERNATIONAL DEVELOPED			
COLUMBIA INTERNATIONAL VALUE			
FUND CLASS Z SHARES	6,752 194	100,000 00	84,942 60
COLUMBIA MASTERS INTERNATIONAL			
EQUITY PORTFOLIO CLASS Z SHARES	4,181 931	47,632 19	30,402 64
ISHARES MSCI EAFE INDEX			
FUND	3,021 000	202,014 27	145,974 72
NOBLE CORP			

Standard Portfolio Holdings Detail Report

As of: May, 2010
Basis: Settlement Date
8444670 - HELIOS FOUNDATION

Asset Type	Units	Fed Tax Cost	Market Value
COM			
ISIN CH0033347318 SWITZERLAND	300 000	12,080 49	8,721 00
Total INTERNATIONAL DEVELOPED		361,726 95	270,040 96
EMERGING MARKETS			
ISHARES MSCI EMERGING MKTS INDEX			
FUND	1,250 000	49,817 50	47,625 00
LAZARD FUNDS INC			
EMERGING MKTS PORTFOLIO INSTL	2,879 581	55,000 00	50,277 48
VALE S A			
ADR			
BRAZIL	400 000	7,809 00	10,876 00
Total EMERGING MARKETS		112,626 50	108,778 48
Total EQUITIES		1,807,401 32	2,135,162 08
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
CMG ULTRA SHORT TERM BOND			
FUND	65,895 273	635,889 38	599,646 98
COLUMBIA STRATEGIC INCOME FUND			
CLASS Z SHARES	158,494.775	945,942 79	916,099 80
Total INVESTMENT GRADE TAXABLE		1,581,832 17	1,515,746 78
GLOBAL HIGH YIELD TAXABLE			
COLUMBIA HIGH INCOME FUND			
CLASS Z SHARES	7,495 565	72,856 89	58,015 67
Total GLOBAL HIGH YIELD TAXABLE		72,856 89	58,015 67
Total FIXED INCOME		1,654,689 06	1,573,762 45
TANGIBLE ASSETS			
COMMODITIES			
PIMCO COMMODITY REALRETURN			
STRATEGY FUND	13,931 416	110,000 00	104,206 99
TOTAL ASSETS		3,583,713 58	3,824,754 72
NET TOTAL		3,583,713 58	3,824,754 72

HELIOS FOUNDATION
39-1532106
May 31, 2010

PART XV, 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS		RELATIONSHIP	STATUS	PURPOSE	AMOUNT
ABBOTT NORTHWESTERN HOSPITAL FDI	800 EAST 28TH STREET AT CHICAGO AVE, MINNEAPOLIS, M	N/A	PUBLIC	General Operating Suport	2,000
ALASKA CONSERVATION FDN	441 WEST FIFTH AVE, STE 402, ANCHORAGE, AK 99501-2340	N/A	PUBLIC	General Operating Suport	2,000
BOYS AND GIRLS HOME & FAMILY SER	2101 COURT STREET, SIOUX CITY, IA 51104	N/A	PUBLIC	General Operating Suport	25,000
BRIGHT SIDE OF THE ROAD FDN	P O BOX 192, CHAGRIN FALLS, OH 44022	N/A	PUBLIC	General Operating Suport	4,000
CASCADE HARVEST COALITION	4649 SUNNYSIDE AVENUE NORTH, SEATTLE, WA	N/A	PUBLIC	General Operating Suport	3,000
CENTER FOR PROCESS STUDIES	1325 NORTH COLLEGE AVENUE, CLAREMONT, CA 91711	N/A	PUBLIC	Center for Process Studies	3,000
CLAREMONT SCHOOL OF THEOLOGY	1325 NORTH COLLEGE AVENUE, CLAREMONT, CA 91711	N/A	PUBLIC	Center for Process Studies-wiff	5,000
CLAREMONT SCHOOL OF THEOLOGY	1325 NORTH COLLEGE AVENUE, CLAREMONT, CA 91711	N/A	PUBLIC	Center for Process Studies	37,500
COOLIDGE CORNER THEATRE FDN	290 HARVARD STREET, BROOKLINE MA 02446	N/A	PUBLIC	Earmarked for the state fund	15,000
CRESTED BUTTE MTN HERITAGE MUS	P O BOX 2480, CRESTED BUTTE, CO 81224	N/A	PUBLIC	General Operating Suport	2,000
FARM AID	11 WARD STREET, SUMMERVILLE, MA 02143	N/A	PUBLIC	General Operating Suport	6,000
FRIENDS OF SARNELLI HOUSE	P O BOX 785, FOND DU LAC, WI 54936	N/A	PUBLIC	General Operating Suport	6,000
FUZION DANCE ARTISTS, INC	705 49TH STREET EAST, BRADENTON, FL 34208	N/A	PUBLIC	General Operating Suport	1,000
GROTON OPEN SPACE ASSOC, INC	P O BOX 9187, GROTON, CT 06340	N/A	PUBLIC	General Operating Suport	8,000
HAITIAN HEALTH FOUNDATION, INC	127 SHERMAN STREET, NORWICH, CT 06360	N/A	PUBLIC	General Operating Suport	10,000
JUMP START FOR YOUNG CHILDREN	308 CONGRESS STREET, 6TH, BOSTON, MA 02210	N/A	PUBLIC	General Operating Suport	1,000
MINNEAPOLIS PARKS FOUNDATION	3954 BRYANT AVE S, MINNEAPOLIS, MN 55409	N/A	PUBLIC	General Operating Suport	2,000
MULTIDISCIPLINARY ASSOCIATION	309 CEDAR STREET, #2323, SANTA CRUZ, CA 95060	N/A	PUBLIC	Psychedelic Studies	2,500
MYSTIC & NOANK LIBRARY	40 LIBRARY STREET, MYSTIC CT 06355	N/A	PUBLIC	General Operating Suport	16,000
MYSTIC AREA SHELTER &	119 HIGH STREET, MYSTIC CT 06355	N/A	PUBLIC	General Operating Suport	10,000
PAWCATUCK NEIGHBORHOOD CENTER	27 CHASE STREET, PAWCATUCK, CT 06379	N/A	PUBLIC	Wheelchair purchase	10,000
PEOPLE FOR PUGET SOUND	911 WESTERN AVE SEATTLE, WA 98104	N/A	PUBLIC	General Operating Suport	2,500
SCRIPPS COLLEGE	1030 COLUMBIA AVENUE, CLAREMONT, CA 91711-9969	N/A	PUBLIC	General Operating Suport	10,000
SECOND STEP	P O BOX 600213,NEWTON, MA 02460	N/A	PUBLIC	General Operating Suport	10,000
SIOUXLAND CARES	101 PIERCE STREET, SIOUX CITY, IA 51101	N/A	PUBLIC	General Operating Suport	5,000
SOLID GROUND	1501 NORTH 45TH STREET,SEATTLE WASHINGTON 98103	N/A	PUBLIC	General Operating Suport	3,000
ST THOMAS EPISCOPAL CHURCH	406 12TH STREET, SIOUS CITY, IA 51105	N/A	PUBLIC	Community garden project	6,000
THE DAILY POETRY ASSOCIATION	P O BOX 1306, CHARLOTTESVILLE, VA 22902-1306	N/A	PUBLIC	General Operating Suport	5,000
THE WELLNESS COMMUNITY OF	3900 CLARK ROAD, BUILDING P-3, SARASTOA, FL 34233	N/A	PUBLIC	General Operating Suport	2,000
UNITED WAY OF SIOUXLAND	701 STEUBEN STREET, SIOUS CITY, IA 51101	N/A	PUBLIC	Designated to Women United	10,000
WOMEN AT THE COURTHOUSE (WATCH)	608 SECOUND AVENUE SOUTH, MINNEAPOLIS, MN 55402-19	N/A	PUBLIC	General Operating Suport	2,000
YOUTHCARE	2500 NE 54 STREET, SEATTLE, WA 98015	N/A	PUBLIC	General Operating Suport	6,000
				TOTAL	**232,500**

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
REMLEY & SENSEBRENNER	231.			231.
TOTALS	231.	NONE	NONE	231.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY, 4TH QTR FED FORM 941	765.	
FOREIGN TAXES PAID	747.	747.
TOTALS	1,512.	747.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ILLINOIS CHARITY BUREAU, FILING FEE	15.		15.
ADR FEES	12.	12.	
BANK OF AMERICA, WAGE REPORTING FEES	175.		175.
BANK OF AMERICA, ESTIMATES PROCESSING FEE	45.		45.
BANK OF AMERICA, TAX PREPARATION FEE	800.		800.
TOTALS	1,047.	12.	1,035.

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

DESCRIPTION		AMOUNT
REFUND OF PRIOR YEAR EXCISE TAX		831.
	TOTAL	831.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TAX LOT BASIS ADJUSTMENT DUE TO ROC	300.
TOTAL	300.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

IL

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

OFFICER NAME:
Bank of America, N.A.
ADDRESS:
231 S LaSalle St.
Chicago, IL 60697
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 17,458.

OFFICER NAME:
Marjorie Kiewit
ADDRESS:
99 Florence St., #20-5A
Chestnut Hill, MA 02167
TITLE:
Director

OFFICER NAME:
Linda Jacob
ADDRESS:
62 Beach Rd.
Brookline, MA 02146
TITLE:
Director

OFFICER NAME:
John H Buchanan
ADDRESS:
4583 Country Manor Drive
Sarasota, FL 34233
TITLE:
Director
COMPENSATION .... 10,000.

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

OFFICER NAME:
Barbara Aalfs
ADDRESS:
4208 Perry Way
Sioux City, IA 51104
TITLE:
Director

OFFICER NAME:
Nancy Mcloughlin
ADDRESS:
255 Cedar Rd.
Mystic, CT 06355
TITLE:
Director

TOTAL COMPENSATION: 27,458.

RECIPIENT NAME:
HELIOS FOUNDATION C/O BANK OF AMERICA
ADDRESS:
231 S. LASALLE ST. IL1-231-03-40
CHICAGO, IL 60697
RECIPIENT'S PHONE NUMBER: 312-828-1785
FORM, INFORMATION AND MATERIALS:
NO FORMAL APPLICATION REQUIRED
SUBMISSION DEADLINES:
NO SUBMISSION DEADLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NO RESTRICTIONS OR LIMITATIONS