



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
ALLEN-HEATH MEMORIAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
222 N LASALLE ST

Room/suite

City or town, state, and ZIP code
CHICAGO, IL 60601

A Employer identification number
36-3056910

B Telephone number (see page 10 of the instructions)
(312) 704-3712

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) \$ 5,022,732

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.	76,989	76,989		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	210,362			
	b Gross sales price for all assets on line 6a 2,251,308				
	7 Capital gain net income (from Part IV , line 2)		210,362		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	287,351	287,351		
	13 Compensation of officers, directors, trustees, etc	7,241			7,241
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	20,000	15,000		5,000
	b Accounting fees (attach schedule).	1,250	1,250		
	c Other professional fees (attach schedule)	30,362	30,362		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,255	807		
	19 Depreciation (attach schedule) and depletion . . .	0			
	20 Occupancy				
	21 Travel, conferences, and meetings	395	395		
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	61,503	47,814		12,241
	25 Contributions, gifts, grants paid	212,000			212,000
	26 Total expenses and disbursements. Add lines 24 and 25	273,503	47,814		224,241
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	13,848			
	b Net investment income (if negative, enter -0-)		239,537		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	56,325	87,721	87,721
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	8,217	6,769	6,769
	10a	Investments—U S and state government obligations (attach schedule)	199,484	☒ 199,484	204,926
	b	Investments—corporate stock (attach schedule)	3,193,982	☒ 3,172,882	4,118,867
	c	Investments—corporate bonds (attach schedule).	574,697	☒ 574,697	604,449
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,032,705	4,041,553	5,022,732	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,032,705	4,041,553	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,032,705	4,041,553	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,032,705	4,041,553	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 4,032,705
2	Enter amount from Part I, line 27a	2 13,848
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 4,046,553
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5 5,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 4,041,553

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	210,362
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))
2009	192,059	4,108,397	0 04675
2008	355,000	5,130,560	0 06919
2007	353,000	5,913,497	0 05969
2006	349,514	5,792,924	0 06034
2005	363,826	5,748,935	0 06329
2 Total of line 1, column (d).			2 0 29926
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 05985
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 4,574,857
5 Multiply line 4 by line 3.			5 273,810
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 2,395
7 Add lines 5 and 6.			7 276,205
8 Enter qualifying distributions from Part XII, line 4.			8 224,241
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 letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,791
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	4,791
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,791
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,769	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	11,769
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	6,978
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 6,978 Refunded		11	

Part VII-A Statements Regarding Activities				
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?			Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		1a		No
c Did the foundation file Form 1120-POL for this year?		1b		No
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 \$		1c		No
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		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		4b		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____				
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JAMES HARBERT Telephone no (312) 704-3712 Located at 222 N LASALLE ST CHICAGO IL ZIP+4 606011013			
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.			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	15		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.		16		No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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.	1b		No
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 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 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 2010.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . .

Yes

No

(5)

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

Yes

No

5b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

No

c

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

Yes

No

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

6a

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

Yes

No

6b

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

No

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

7a

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

Yes

No

7b

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

No

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 Additional Data Table				

2

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

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

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,507,679
b	Average of monthly cash balances.	1b	136,846
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,644,525
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	
3	Subtract line 2 from line 1d.	3	4,644,525
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	69,668
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,574,857
6	Minimum investment return. Enter 5% of line 5.	6	228,743

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	228,743
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	4,791
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,791
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	223,952
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	223,952
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	223,952

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	224,241
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	
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	224,241
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	224,241
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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				223,952
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005.	81,553			
b From 2006.	64,354			
c From 2007.	70,243			
d From 2008.	101,855			
e From 2009.				
f Total of lines 3a through e.	318,005			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 224,241				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				223,952
e Remaining amount distributed out of corpus	289			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	318,294			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	81,553			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	236,741			
10 Analysis of line 9				
a Excess from 2006.	64,354			
b Excess from 2007.	70,243			
c Excess from 2008.	101,855			
d Excess from 2009.				
e Excess from 2010.	289			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	212,000
b Approved for future payment				
Total			3b	

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	76,989	
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	210,362	
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).				287,351	
13 Total. Add line 12, columns (b), (d), and (e).					287,351

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2011-11-01

Date

Title

Paid Preparer's Use Only

Preparer's Signature

VINCENT A BOONE

Firm's name

Boone and Johnson CPAs

Firm's address

128 N Third Street
Dekalb, IL 60115

Date

Check if self-employed

☒

PTIN

Firm's EIN

Phone no

(815) 756-2737

Form 990-PF (2010)

Additional Data

Software ID: 10000105

Software Version: 2010v3.2

EIN: 36-3056910

Name: ALLEN-HEATH MEMORIAL FOUNDATION

Form 990PF Part VIII Line 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
ALEXANDRA K HEATH BREZINSKI	Director 0 00	0		
3216 W STEPHENS PL CHANDLER, AZ 85226				
DEBORAH J BURDITT	Director 0 00	0		
20 E CEDAR 6A CHICAGO, IL 60601				
NOLAN BAIRD	Director 0 00	0		
222 W ADAMS CHICAGO, IL 60601				
ELIZABETH PHILLIPS	Director 0 00	2,615		
3800 GOAT ROCK RD UKIAH, CA 95482				
CHARLES HEATH	President 0 00	4,626		
3800 GOAT ROCK RD UKIAH, CA 95482				
JAMES HARBERT	Secretary/Treas 0 00	0		
222 N LASALLE ST CHICAGO, IL 60601				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEAKAY INC P O BOX 78192 SAN FRANCISCO,CA 94107	NONE	PUBLIC	GENERAL FUND	20,000
SEAKAY INC P O BOX 78192 SAN FRANCISCO,CA 94107	NONE	PUBLIC	CONNECTED COMMUNITIES INITIATIVE	15,000
CALSTAR 4933 BAILEY LOOP McCLELLAN,CA 95652	NONE	PUBLIC	PURCHASE AN AIRCRAFT TUG FOR CALSTAR 4, UKIAH	25,000
MENDOCINO COUNTY FIRE SAFE COUNCIL P O BOX 1488 UKIAH,CA 95482	NONE	PUBLIC	GENERAL FUND	15,000
SEAKAY INC P O BOX 78192 SAN FRANCISCO,CA 94107	NONE	PUBLIC	BACKUP BATTERY	5,000
SOLAR ENERGY INTERNATIONAL 76 S 2ND ST CARBONDALE,CO 81623	NONE	PUBLIC	GENERAL FUND	5,000
PLOWSHARES PEACE AND JUSTICE CENTER 1346 S STATE ST UKIAH,CA 95842	NONE	PUBLIC	GENERAL FUND	10,000
AMERICAN RADIO RELAY LEAGUE INC 225 MAIN ST NEWINGTON,CT 06111	NONE	PUBLIC	SPECTRUM DEFENSE FUND	15,000
VIRTUAL HARBOR INC 6 SYLVAN LN FLORENCE,MA 01062	NONE	PUBLIC	GENERAL FUND	3,000
UKIAH PLAYERS THEATRE 1041 LOW GAP RD UKIAH,CA 95482	NONE	PUBLIC	IMPROVEMENTS TO THEATRE FACILTIES	3,000
HALO HELPING ANIMALS LIVE ON 5231 N 35TH PHOENIX,AZ 85014	NONE	PUBLIC	GENERAL FUND	8,000
UNITED STATES EQUESTRIAN TEAM FOUND P O BOX 355 GLADSTONE,NJ 07934	NONE	PUBLIC	GENERAL FUND	4,000
HORIZON COMMUNITY LEARNING CENTER I 16233 S 48TH ST PHOENIX,AZ 85048	NONE	PUBLIC	GENERAL FUND	7,000
HOPLAND FIRE FIGHTERS ASSOCIATION C P O BOX 530 HOPLAND,CA 95449	NONE	PUBLIC	BUILDING FUND AND UPGRADING FIRE EQUIPMENT ON VEHICLES	20,000
JUNIOR LEAGUE OF PHOENIX FOUNDATION 2505 N CENTRAL PHOENIX,AZ 85004	NONE	PUBLIC	GENERAL FUND	5,000
Total  3a				212,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DOVES INCORPORATED 1366 E THOMAS RD PHOENIX,AZ 85014	NONE	PUBLIC	GENERAL FUND	4,000
ARIZONA EQUINE RESCUE ORGANIZATION 34522 N SCOTTSDALE RD SCOTTSDALE,AZ 85266	NONE	PUBLIC	GENERAL FUND	8,000
PROJECT SANCTUARY INC P O BOX 132 PARKER,CO 80134	NONE	PUBLIC	GENERAL FUND	4,000
PAT TILLMAN FOUNDATION 2121 S MILL AVENUE SUITE 214 TEMPE,AZ 85282	NONE	PUBLIC	GENERAL FUND	5,000
PHOENIX SYMPHONY SUPPORT FOUNDATION ONE NORTH FIRST STREET SUITE 200 PHOENIX,AZ 85004	NONE	PUBLIC	GENERAL FUND	5,000
LILLIAN AND MORTIMER VOGEL FOUNDATI 333 NORTH OAK STREET UKIAH,CA 95482	NONE	PUBLIC	ALLEGRO SCHOLARSHIP PROGRAM	5,000
LOWELL OBSERVATORY 1400 W MARS HILL RD FLAGSTAFF,AZ 86001	NONE	PUBLIC	GENERAL FUND	5,000
100 CLUB OF ARIZONA 4022 N 19TH AVE PHOENIX,AZ 85013	NONE	PUBLIC	GENERAL FUND	5,000
UKIAH COMMUNITY CONCERT ASSOCIATION PO BOX 844 UKIAH,CA 95482	NONE	PUBLIC	PIANO FUND	1,000
UKIAH COMMUNITY CENTER INC 888 N STATE ST UKIAH,CA 95482	NONE	PUBLIC	FOOD BANK	5,000
MENDOCINO CO FIRE SAFE COUNCIL P O BOX 1488 UKIAH,CA 95482	NONE	PUBLIC	MAPPING & SIGNAGE PROJECTS	5,000
Total  3a				212,000

TY 2010 Accounting Fees Schedule**Name:** ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 10000105**Software Version:** 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Boone & Johnson, CPA's	1,250	1,250	0	0

**TY 2010 Investments Corporate
Bonds Schedule****Name:** ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 10000105**Software Version:** 2010v3.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HEWLETT-PACKARD CO	53,672	53,518
EMERSON ELECTRIC	51,133	55,246
CME GROUP INC	50,406	55,362
BOEING CAP CORP	52,581	54,564
CONOCOPHILLIPS	51,648	53,544
COCA-COLA CO	55,353	56,571
NOVARTIS CAPITAL	51,220	53,360
PACCAR INC	51,032	57,353
CISCO SYSTEMS	55,880	57,056
SBC COMMUNICATIONS	51,316	54,705
VERIZON COMM INC	50,456	53,170

**TY 2010 Investments Corporate
Stock Schedule**

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 10000105

Software Version: 2010v3.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRAXAIR INC	57,860	109,791
TRIMBLE NAVIGATION LTD	51,977	63,089
QUALCOMM INC	72,516	83,391
MICROSOFT CORP	121,972	130,619
GOOGLE INC-CL A	85,923	111,666
EMC CORP/MASS	52,435	67,784
EBAY INC	105,623	126,348
DOLBY LABORATORIES INC-CL A	45,403	50,025
CITRIX SYSTEMS INC	72,097	79,356
BROADCOM CORP-CL A	34,357	52,260
APPLE INC	92,629	140,314
WW GRAINGER INC	54,791	87,700
UNITED PARCEL SERVICE-CL B	81,399	110,322
STERICYCLE INC	67,930	86,584
ROPER INDUSTRIES INC	27,697	34,394
ROCKWELL AUTOMATION INC	63,252	103,980
MANPOWER INC	66,844	74,684
JACOBS ENGINEERING GROUP INC	41,941	44,016
GOODRICH CORP	56,779	82,345
DANAHER CORP	58,355	89,151
C H ROBINSON WORLDWIDE INC	36,978	45,708
ILLUMINA INC	49,717	74,741
COVIDIEN PLC	85,844	94,973
CELGENE CORP	47,155	50,269
ALLERGAN INC	37,210	58,369
AGILENT TECHNOLOGIES INC	93,343	128,433
NORTHERN TRUST CORP	81,899	84,777
JP MORGAN CHASE & CO	83,603	92,900
GREENHILL & CO INC	37,138	42,474
CME GROUP INC	94,711	101,351

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERIPRISE FINANCIAL INC	77,647	99,562
AMERICAN EXPRESS CO	105,094	116,742
SOUTHWESTERN ENERGY CO	32,388	30,693
SCHLUMBERGER LTD	112,230	168,670
OCCIDENTAL PETROLEUM CORP	99,926	130,473
NATIONAL OILWELL VARCO INC	81,477	88,770
CAMERON INTERNATIONAL CORP	59,360	74,573
APACHE CORP	43,872	119,230
PEPSICO INC	108,816	114,981
MEAD JOHNSON NUTRITION CO	65,434	88,706
YUM! BRANDS INC	64,393	84,856
SCRIPPS NETWORKS INTER-CL A	54,768	61,790
O'REILLY AUTOMOTIVE INC	45,665	70,933
NIKE INC-CL B	70,956	82,003
MCDONALD'S CORP	67,280	83,668
JOHNSON CONTROLS INC	83,816	118,420
DISCOVERY COMMUNICATIONS-A	40,382	82,983

TY 2010 Investments Government Obligations Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 10000105

Software Version: 2010v3.2

**US Government Securities - End of
Year Book Value:**

199,484

**US Government Securities - End of
Year Fair Market Value:**

204,926

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Legal Fees Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hinshaw & Culbertson LLP	20,000	15,000	0	5,000

TY 2010 Other Decreases Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 10000105

Software Version: 2010v3.2

Description	Amount
CORRECTION OF PRIOR YEAR PREPAID TAX	5,000

TY 2010 Other Professional Fees Schedule**Name:** ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 10000105**Software Version:** 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
William Blair & Company, L L C	30,362	30,362	0	0

TY 2010 Taxes Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAX EXPENSE	807	807		
2009 990 PF PART VI LINE 1	1,448			