



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



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.

2012

Open to public inspection

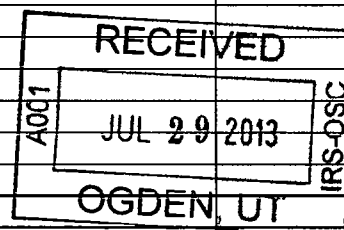
For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE FRANCIS J. AND PATRICIA A. HOULIHAN FOUNDATION C/O GRUBICH CONSULTANTS LTD		A Employer identification number 36-4121030
Number and street (or P.O. box number if mail is not delivered to street address) 728 FLORSHEIM DRIVE	Room/suite 13	B Telephone number (847) 367-9273
City or town, state, and ZIP code LIBERTYVILLE, IL 60048		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,246,447. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(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	100,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	63.	63.		STATEMENT 1
4 Dividends and interest from securities	108,284.	108,284.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	41,305.			
b Gross sales price for all assets on line 6a	720,276.			
7 Capital gain net income (from Part IV, line 2)		41,305.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	249,652.	149,652.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	698.	0.		0.
b Accounting fees STMT 4	10,000.	0.		0.
c Other professional fees STMT 5	12,642.	0.		0.
17 Interest				
18 Taxes STMT 6	2,766.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	67.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	26,173.	0.		0.
25 Contributions, gifts, grants paid	147,923.			147,923.
26 Total expenses and disbursements. Add lines 24 and 25	174,096.	0.		147,923.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	75,556.			
b Net investment income (if negative, enter -0-)		149,652.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED AUG 06 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		310,045.	249,472.	249,472.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		1,021,507.	1,145,235.	1,261,717.
	c	Investments - corporate bonds STMT 9		1,653,800.	1,666,202.	1,735,258.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,985,352.	3,060,909.	3,246,447.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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		2,985,352.	3,060,909.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		2,985,352.	3,060,909.		
31	Total liabilities and net assets/fund balances		2,985,352.	3,060,909.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,985,352.
2	Enter amount from Part I, line 27a	2	75,556.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	3,060,909.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,060,909.

Form 990-PF (2012)

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 CHARLES SCHWAB & CO., INC. A/C #3830-6121			
b (SEE ATTACHED SCHEDULE)	P	VARIOUS	
c CHARLES SCHWAB & CO., INC. A/C #3830-6121			
d (SEE ATTACHED SCHEDULE)	P	VARIOUS	
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 45,946.		36,118.	9,828.
c			
d 674,330.		642,853.	31,477.
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			9,828.
c			
d			31,477.
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	41,305.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	168,132.	2,988,362.	.056262
2010	164,600.	2,721,754.	.060476
2009	169,300.	1,950,178.	.086813
2008	136,225.	1,993,056.	.068350
2007	160,571.	2,028,642.	.079152

2 Total of line 1, column (d)	2	.351053
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	.070211
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,068,780.
5 Multiply line 4 by line 3	5	215,462.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,497.
7 Add lines 5 and 6	7	216,959.
8 Enter qualifying distributions from Part XII, line 4	8	147,923.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,993.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,993.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,993.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		61.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		3,054.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► KENNETH E. GRUBICH Telephone no. ► 847/367-9273 Located at ► 728 FLORSHEIM DRIVE, #13, LIBERTYVILLE, IL ZIP+4 ► 60048			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2012?	1b	
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)):	1c	X
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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 2012 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 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2012?	4a	X
	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**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 ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANCIS J. HOULIHAN	PRESIDENT			
62 SPRING CREEK ROAD				
BARRINGTON, IL 60010	0.00	0.	0.	0.
PATRICIA A. HOULIHAN	VICE-PRESIDENT			
62 SPRING CREEK ROAD				
BARRINGTON, IL 60010	0.00	0.	0.	0.
KENNETH E. GRUBICH	TREASURER			
C/O GRUBICH CONSULTANTS, 728 FLORSHEI				
LIBERTYVILLE, IL 60048	0.00	0.	0.	0.

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

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

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

0

Form 990-PF (2012)

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE - FOUNDATION IS NOT A PRIVATE OPERATING FOUNDATION AS DEFINED IN SECTION 4942 (J)(3)	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,901,485.
b Average of monthly cash balances	1b	214,028.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,115,513.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,115,513.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,733.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,068,780.
6 Minimum investment return. Enter 5% of line 5	6	153,439.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	153,439.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2,993.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,993.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	150,446.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	150,446.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	150,446.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	147,923.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	147,923.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,923.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				150,446.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	63,953.			
b From 2008	37,981.			
c From 2009	72,944.			
d From 2010	29,892.			
e From 2011	21,447.			
f Total of lines 3a through e	226,217.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 147,923.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				147,923.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2,523.			2,523.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	223,694.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	61,430.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	162,264.			
10 Analysis of line 9:				
a Excess from 2008	37,981.			
b Excess from 2009	72,944.			
c Excess from 2010	29,892.			
d Excess from 2011	21,447.			
e Excess from 2012				

N/A

☐ 4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

[illegible]

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				
ADULT & CHILD THERAPY SERVICES 708 WASHINGTON STREET WOODSTOCK, IL 60098	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	850.
ADVOCATE GOOD SHEPHERD HOSPITAL 450 WEST HIGHWAY 22 BARRINGTON, IL 60010	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	34,171.
AMERICAN HEART ASSOCIATION 460 NORTH LINDBERG BOULEVARD ST LOUIS, MO 63141	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
AMERICAN LEGION POST #158 P.O. BOX 244 BARRINGTON, IL 60010	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	300.
AMERICAN RED CROSS 2025 EAST STREET, NW WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
Total	SEE CONTINUATION SHEET(S)			147,923.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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) is based on all information of which preparer has any knowledge.



Signature of officer or trustee

Date _____

Title _____

► 7-24-13

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

KENNETH E. GRUBICH

K. S. Gurbich

7.24.13

P00291355

Firm's name ► GRUBICH CONSULTANTS, LTD.

Firm's EIN ► 36-4207962

Firm's address ► 728 FLORSHEIM DRIVE #13
LIBERTYVILLE, IL 60048

Phone no.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

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

Employer identification number

36-4121030

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE FRANCIS J. AND PATRICIA A. HOULIHAN FOUNDATION C/O GRUBICH CONSULTANTS LTD	Employer identification number 36-4121030
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>FRANCIS J. HOULIHAN</u> <u>62 SPRING CREEK ROAD</u> <u>BARRINGTON, IL 60010</u>	\$ <u>100,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization THE FRANCIS J. AND PATRICIA A. HOULIHAN FOUNDATION C/O GRUBICH CONSULTANTS LTD	Employer identification number 36-4121030
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE FRANCIS J. AND PATRICIA A. HOULIHAN FOUNDATION C/O GRUBICH CONSULTANTS LTD	Employer identification number 36-4121030
---	---

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE FOR FORM 990PF
RETURN OF PRIVATE FOUNDATION

SHORT-TERM 2012

<u>Security</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>
Thomas & Betts Corp.	9/16/2011	5/17/2012	\$11,160.00	\$6,769.90	\$4,390.10
Duke Energy	9/30/2011	7/6/2012	\$45.13	\$40.14	\$4.99
Frost Intl Eqty	12/23/2011	9/12/2012	\$1,702.92	\$1,693.62	\$9.30
Kraft Foods Group	2/16/2012	10/2/2012	\$15.29	\$13.48	\$1.81
Cohen & Steers Realty	Various	12/13/2012	\$1,676.05	\$0.00	\$1,676.05
Great Lakes Sm Cap	Various	12/13/2012	\$3,196.92	\$0.00	\$3,196.92
Energizer Holding Inc.	8/15/2012	12/21/2012	\$3,976.51	\$3,273.19	\$703.32
US Treas Bd 2.75%	9/12/2012	12/21/2012	\$24,172.75	\$24,328.12	(\$155.37)
Total			<u>\$45,945.57</u>	<u>\$36,118.45</u>	<u>\$9,827.12</u>

SCHEDULE FOR FORM 990PF
RETURN OF PRIVATE FOUNDATION

LONG-TERM 2012

<u>Security</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>
Abbott Laboratories	7/13/2010	1/1/2012	\$7,034.91	\$5,980.97	\$1,053.94
Amazon Com Inc.	11/5/2010	1/1/2012	\$6,057.83	\$5,943.33	\$114.50
United Health Group Inc.	7/13/2010	1/1/2012	\$11,419.03	\$6,760.75	\$4,658.28
Cameron Intl 6.375%	7/14/2010	1/9/2012	\$29,503.28	\$25,877.00	\$3,626.28
Fed Home Ln Bk 2.375%	7/20/2010	1/27/2012	\$50,000.00	\$51,058.45	(\$1,058.45)
Coach Inc.	7/13/2010	2/16/2012	\$5,562.70	\$2,756.83	\$2,805.87
Crown Holdings Inc.	7/13/2010	2/16/2012	\$4,107.40	\$2,851.24	\$1,256.16
Intercontinental Exchange	11/5/2010	2/16/2012	\$10,001.12	\$8,653.38	\$1,347.74
Chubb Corporation	7/13/2010	4/5/2012	\$11,562.57	\$8,654.62	\$2,907.95
Phillips 66	1/17/2006	5/1/2012	\$16.00	\$14.34	\$1.66
Brookfield As 7.125%	7/13/2010	6/15/2012	\$50,000.00	\$53,693.00	(\$3,693.00)
Cohen & Steers Realty	Various	6/29/2012	\$88.39	\$0.00	\$88.39
Allied World 7.5%	1/6/2011	9/7/2012	\$30,671.24	\$29,023.54	\$1,647.70
Marathon Oil 5.9%	7/13/2010	9/11/2012	\$55,410.04	\$50,362.64	\$5,047.40
Renre Na Hldgs 5.75%	7/13/2010	9/11/2012	\$28,300.00	\$25,264.50	\$3,035.50
Frost Intl Eqty	Various	9/12/2012	\$252,138.22	\$250,758.99	\$1,379.23
Cohen & Steers Realty	Various	12/13/2012	\$2,531.13	\$0.00	\$2,531.13
Great Lakes Sm Cap	Various	12/13/2012	\$6,756.99	\$0.00	\$6,756.99
Brnker Intl Inc.	7/13/2010	12/21/2012	\$3,083.08	\$1,584.66	\$1,498.42
Fed Farm Cr Bk 4.25%	7/30/2010	12/21/2012	\$58,190.50	\$54,644.50	\$3,546.00
Pitney Bowes Inc. 4.75%	1/6/2011	12/21/2012	\$51,886.50	\$51,737.50	\$149.00
Fed Hm Ln Mtg 2%	Various	12/31/2012	\$0.00	\$9.28	(\$9.28)
Fed Hm Ln Mtg 4%	Various	12/31/2012	\$0.00	\$509.50	(\$509.50)
FHLMC 4.5%	Vanous	12/31/2012	\$0.00	\$1,181.81	(\$1,181.81)
FHLMC 5%	Vanous	12/31/2012	\$0.00	\$860.26	(\$860.26)
FHLMC 5.5%	Various	12/31/2012	\$0.00	\$1,358.90	(\$1,358.90)
FNMA PL 5%	Vanous	12/31/2012	\$0.00	\$1,540.56	(\$1,540.56)
FNMA PL 5%	Various	12/31/2012	\$0.00	\$1,211.64	(\$1,211.64)
Govt Natl Mtg 2.5%	Vanous	12/31/2012	\$0.00	\$559.75	(\$559.75)
Ishares Trust	Vanous	12/31/2012	\$8.95	\$0.00	\$8.95
Total			\$674,329.88	\$642,851.94	\$31,477.94

THE FRANCIS J. & PATRICIA A. FOUNDATION

SCHEDULE FOR FORM 990-PF – 2012

Page 10, Part XV, Supplementary Information

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

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ANNUAL CATHOLIC APPEAL 835 NORTH RUSH STREET CHICAGO, IL 60611	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	750.
ART IN THE BARN - AUXILIARY OF GOOD SHEPHERD HOSPITAL 450 WEST HIGHWAY 22 BARRINGTON, IL 60010	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
AURORA UNIVERSITY 350 CONSTANCE BOULEVARD, P.O. BOX 210 WILLIAMS BAY, WI 53191	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	2,000.
BIRTHRIGHT 507 NORTH CENTER STREET, #B BLOOMINGTON, IL 61704	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
CHICAGOLAND TOYS FOR TOTS 8900 ODELL AVENUE BRIDGEVIEW, IL 60455	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
ELGIN SYMPHONY ORCHESTRA 20 DUPAGE COURT ELGIN, IL 60120	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	465.
FEED THE CHILDREN P.O. BOX 36 OKLAHOMA CITY, OK 73101	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	500.
GENEVA LAKE CONSERVANCY 398 MILL STREET, P.O. BOX 588 FONTANA, WI 53121	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
GENEVA NATIONAL FOUNDATION 1221 GENEVA NATIONAL AVENUE SOUTH LAKE GENEVA, WI 53147	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	600.
HOOVED ANIMAL RESCUE & PROTECTION SOCIETY 331 OLD SUTTON ROAD BARRINGTON, IL 60010	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	400.
Total from continuation sheets				110,602.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOUSE OF HOPE 320 FRANKLIN STREET BARRINGTON, IL 60010	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	652.
JUDSON UNIVERSITY WORLD LEADERS FORUM 1151 NORTH STATE STREET ELGIN, IL 60123	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	6,000.
MARIAN CENTRAL CATHOLIC HIGH SCHOOL 1001 MCHENRY AVENUE WOODSTOCK, IL 60098	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	200.
MARINE CORP MEMORIAL ASSOCIATION 609 SUTTER STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	125.
MARYKNOLL FATHERS AND BROTHERS P.O. BOX 302 MARYKNOLL, NY 10545	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	4,000.
MEDICAL MISSIONARIES OF MARY 4425 WEST 63RD STREET CHICAGO, IL 60629	N/A	CHURCH	CHARITY'S EXEMPT PURPOSE	500.
MERCY HOME FOR BOYS AND GIRLS 1140 WEST JACKSON BOULEVARD CHICAGO, IL 60101	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	1,000.
MIDWEST COUNCIL FOR CHILDREN WITH DISABILITIES 1845 EAST RAND ROAD, SUITE 111 ARLINGTON HEIGHTS, IL 60004	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	3,431.
MOTHER MCCAULEY HIGH SCHOOL 3737 WEST 99TH STREET CHICAGO, IL 60655	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	1,250.
MT. CARMEL HIGH SCHOOL 6410 SOUTH DANTE AVENUE CHICAGO, IL 60637	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	43,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MT. CARMEL HIGH SCHOOL, C/O FATHER DAN CARROLL 6410 SOUTH DANTE AVENUE CHICAGO, IL 60637	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	1,000.
RAUE CENTER FOR THE ARTS 108 MINNIE STREET CRYSTAL LAKE, IL 60014	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	10,500.
SCHOOL SISTERS OF ST. FRANCIS 1501 SOUTH LAYTON BOULEVARD MILWAUKEE, WI 53215	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	500.
SISTERS OF ST. JOSEPH P.O. BOX 279 CONCORDIA, KS 66901	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
ST. ANGELA SCHOOL 1332 NORTH MASSASOIT CHICAGO, IL 60651	N/A	EDUCATION FACILITY	CHARITY'S EXEMPT PURPOSE	3,000.
ST. ANNE'S COMMUNITY CHURCH 120 ELA STREET BARRINGTON, IL 60010	N/A	CHURCH	CHARITY'S EXEMPT PURPOSE	14,000.
ST. ANNE'S PROJECT HOPE 120 ELA STREET BARRINGTON, IL 60010	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	6,279.
ST. COLUMBANUS PARISH 331 EAST 71ST STREET CHICAGO, IL 60619	N/A	CHURCH	CHARITY'S EXEMPT PURPOSE	1,000.
ST. MARY OF THE ASSUMPTION CHURCH P.O. BOX 669 PARK CITY, UT 84060	N/A	CHURCH	CHARITY'S EXEMPT PURPOSE	500.
STEPPENWOLF THEATER COMPANY 1650 NORTH HALSTED STREET CHICAGO, IL 60614	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE ROAD HOME 128 EAST OLIN STREET, SUITE 202 MADISON, WI 53713	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	300.
THE SMILE TRAIN 245 FIFTH AVENUE, SUITE 2201 NEW YORK, NY 10016	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	2,000.
WTTW - CHANNEL 11 5400 NORTH ST. LOUIS AVENUE CHICAGO, IL 60625	N/A	PUBLIC CHARITY	CHARITY'S EXEMPT PURPOSE	150.
Total from continuation sheets				

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

SOURCE	AMOUNT
LAKE FOREST BANK & TRUST CO.	63.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	63.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED BOND INTEREST	1,547.	0.	1,547.
CHARLES SCHWAB & CO. - INTEREST	74,855.	0.	74,855.
DIVIDEND INCOME	31,882.	0.	31,882.
TOTAL TO FM 990-PF, PART I, LN 4	108,284.	0.	108,284.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	698.	0.		0.
TO FM 990-PF, PG 1, LN 16A	698.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	10,000.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY SERVICES	12,642.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	12,642.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
U.S. TREASURY DEPARTMENT - 2011	2,766.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,766.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE REGISTRATION FEES	15.	0.		0.	
BANK FEES	25.	0.		0.	
SUPPLIES	27.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	67.	0.		0.	

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
A G L RESOURCES	15,049.	10,672.
ABBOTT LABORATORIES	4,785.	6,550.
AMAZON COM. INC.	0.	0.
APPLE INC.	11,165.	23,948.
AT & T, INC.	11,671.	13,484.
AUTO DATA PROCESSING	9,308.	12,809.
BRINKER INT'L, INC.	3,565.	6,973.
CHEVRON CORPORATION	16,483.	24,332.
CHUBB CORPORATION	0.	0.
COACH, INC.	0.	0.
CROWN HOLDINGS, INC.	0.	0.
FROST INT'L EQTY	0.	0.
GENERAL ELECTRIC	12,744.	16,792.
GOOGLE, INC.	9,706.	14,148.
INTERNATIONAL BUSINESS MACHINES	16,024.	19,155.
INTERCONTINENTALEXCHANGE	0.	0.
JOHNSON & JOHNSON	6,173.	7,010.
JP MORGAN CHASE	11,522.	13,191.
MERCK & CO. INC.	10,040.	11,259.
MONSANTO CO.	3,289.	4,259.
PEPSICO, INC.	13,303.	13,686.
PROCTOR & GAMBLE	10,338.	11,202.
TEMPLETON GLOBAL INCOME FUND	116,450.	113,280.
UNITEDHEALTH GROUP	0.	0.
GREAT LAKES SMALL CAP	175,491.	176,604.
AETNA INC.	12,881.	16,209.
ALCOA INC.	6,848.	4,340.
AMERICAN EXPRESS COMPANY	13,135.	15,807.
AMERIPRISE FINANCIAL	9,148.	13,779.
BERKSHIRE HATHAWAY B NEW	9,622.	12,110.
BRUNSWICK CORP.	8,237.	14,545.
CATERPILLAR INC.	17,425.	17,922.
CITIGROUP INC.	5,893.	7,912.
COHEN & STEERS REALTY	66,045.	69,564.
CONOCOPHILLIPS	18,888.	24,646.
DOW CHEMICAL COMPANY	14,027.	12,932.
DUKE ENERGY	7,402.	7,720.
EATON CORPORATION	15,398.	18,963.
EXXON MOBIL	4,145.	4,328.
GENERAL MILLS	16,389.	17,381.
HONEYWELL INTERNATIONAL	15,479.	19,041.
INTEL CORP.	5,735.	5,052.
KIMBERLEY-CLARK CORP.	10,596.	12,665.
LOCKHEED MARTIN CORP.	9,825.	12,459.
PHILIP MORRIS INTL INC.	9,558.	11,710.
PLUM CREEK TIMBER CO.	11,371.	13,755.
PUB SVC ENT GROUP INC.	8,610.	8,415.

SPECTRA ENERGY CORP.	10,238.	9,857.
TARGET CORP.	20,869.	20,710.
TEMPLETON EMRGNG MKT FD	78,409.	80,000.
THOMAS & BETTS CORP.	0.	0.
WASTE MANAGEMENT INC.	16,048.	16,870.
BANK OF AMERICA CORP	5,627.	5,805.
CIGNA CORP	10,869.	13,365.
CISCO SYSTEMS INC.	5,061.	4,912.
CLOROX COMPANY	16,285.	16,475.
EMERSON ELECTRIC CO.	4,598.	5,296.
ENERGIZER HOLDING INC.	9,820.	11,997.
HARTFORD FINL SVCS GRP	8,262.	11,220.
KRAFT FOODS INC.	3,344.	3,774.
MICROSOFT CORP.	18,684.	16,026.
MONDELEZ INTL INC.	6,210.	6,363.
NORFOLK SOUTHERN CORP.	5,530.	4,638.
OAKMARK INTL FD.	125,000.	135,487.
ORACLE CORP.	13,575.	16,660.
PHILLIPS 66	5,599.	11,257.
QUALCOMM INC.	6,238.	6,186.
TEXTRON INC.	10,219.	12,395.
WALT DISNEY CO.	4,178.	4,979.
WELLS FARGO & CO NEW	6,809.	6,836.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,145,235.	1,261,717.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKLEY W R CP 7.375%	36,500.	40,002.
BROOKFIELD AS 7.125%	0.	0.
CAMERON INT'L 6.375%	25,877.	30,232.
CITIGROUP INC. 5.0%	50,694.	52,601.
CREDIT SUISSE 4.875%	53,677.	53,952.
FED FARM CR BK 4.25%	0.	0.
FED FARM CR BK 4.55%	54,125.	60,606.
FED FARM CR BK 5.7%	23,577.	24,292.
FED HOME LN BK 2.375%	0.	0.
FED HOME LN BK 2.75%	51,715.	52,601.
FED HOME LN BK 5.%	45,838.	46,774.
FNMA PL 5.0%	39,931.	40,599.
MARATHON OIL 5.9%	0.	0.
RENRE NA HOLDINGS 5.75%	25,265.	28,110.
RYDER SYSTEM, INC. 6.0%	54,111.	50,443.
TD AMERITRADE 5.6%	52,420.	59,220.
VEOLIA ENVIRON 5.25%	53,846.	50,897.
VODAFONE GROUP 5.75%	55,359.	57,280.
WACHOVIA CORP. 5.75%	30,799.	33,084.
XL CAPITAL LTD. 5.25%	27,983.	28,760.

ISHARES TRUST HIGH YIELD BOND FUND	93,811.	99,885.
ALLIED WORLD 5.5%	24,408.	27,811.
ALLIED WORLD 7.5%	0.	0.
ARCELORMITTAL 5.25%	24,900.	24,832.
BANK OF AMERICA 5.42%	31,072.	33,754.
CRH AMERICA 6%	48,724.	51,741.
FED FARM CR BK 4.82%	11,011.	11,619.
FED FARM CR BK 5.3%	33,880.	36,229.
FED HM LN MTG 4%	15,720.	15,908.
FHLMC 4.5%	26,461.	26,835.
FHLMC 5%	32,245.	32,400.
FHLMC 5.5%	27,016.	26,897.
FNMA PL 5%	28,238.	29,100.
GENWORTH FINL 5.75%	25,739.	26,063.
HSBC USA INC.	49,246.	54,123.
UNITRIN 6%	0.	0.
PITNEY BOWES INC. 4.75%	0.	0.
CREDIT SUISSE 5.075%	26,444.	26,392.
DELHAIZE GROUP 4.125%	47,864.	51,571.
FED HM LN MTG 2%	50,233.	49,599.
GOVT NATL MTG 2.5%	41,013.	42,398.
IPS MULTI-SCH 4.17%	55,391.	55,670.
KEMPER CORP. 6%	49,795.	54,167.
OGLETHORPE PWR. 4.2%	24,856.	24,819.
SCANA CORP 4.75%	52,490.	54,800.
SMALL BUS ADMIN 2.76%	40,649.	40,301.
US TREAS NT 1%	24,770.	24,832.
US TREAS NT 1.625%	24,770.	24,809.
VALE OVERSEAS 4.375%	49,402.	53,442.
VEOLIA ENVIRON 6%	24,337.	25,808.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,666,202.	1,735,258.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE FRANCIS J. AND PATRICIA A. HOULIHAN FOUNDATION C/O GRUBICH CONSULTANTS LTD	Employer identification number (EIN) or 36-4121030
	Number, street, and room or suite no. If a P.O. box, see instructions. 728 FLORSHEIM DRIVE, NO. 13	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LIBERTYVILLE, IL 60048	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

KENNETH E. GRUBICH

- The books are in the care of ► **728 FLORSHEIM DRIVE, #13 - LIBERTYVILLE, IL 60048**
Telephone No. ► **847/367-9273** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)