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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation ALLEN-HEATH MEMORIAL FOUNDATION		A Employer identification number 36-3056910
Number and street (or P O box number if mail is not delivered to street address) 222 N LASALLE ST		B Telephone number (see instructions) (312) 704-3712
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60601		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,160,502	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	137,379	137,379		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	548,330			
	b Gross sales price for all assets on line 6a 2,788,581				
	7 Capital gain net income (from Part IV, line 2)		548,330		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	685,709	685,709		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,364			18,364
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	17,263	12,947		4,316
	b Accounting fees (attach schedule)	4,310	4,310		
	c Other professional fees (attach schedule)	27,789	27,789		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,266	2,147		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,300	2,300		
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	73,292	49,493		22,680
	25 Contributions, gifts, grants paid.	185,000			185,000
	26 Total expenses and disbursements. Add lines 24 and 25	258,292	49,493		207,680
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	427,417			
	b Net investment income (if negative, enter -0-)		636,216		
	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)		
		End of year		
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets				
1	Cash—non-interest-bearing	94,649	82,004	82,008
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 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		6,120	6,120
10a	Investments—U S and state government obligations (attach schedule)	199,484		
b	Investments—corporate stock (attach schedule)	3,307,148	2,672,031	3,909,455
c	Investments—corporate bonds (attach schedule)	836,961		
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		2,105,504	2,162,919
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)	4,438,242	4,865,659	6,160,502
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				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
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	4,438,242	4,865,659	
30	Total net assets or fund balances (see page 17 of the instructions)	4,438,242	4,865,659	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,438,242	4,865,659	

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	4,438,242
2	Enter amount from Part I, line 27a	2	427,417
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,865,659
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,865,659

Part IV Capital Gains and Losses for Tax on Investment Income

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))
2012	200,586	5,034,855	0.03984
2011	164,424	4,902,642	0.03354
2010	224,241	4,574,857	0.04902
2009	192,059	4,108,397	0.04675
2008	355,000	5,130,560	0.06919
2 Total of line 1, column (d).			0.23833
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			0.04761
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			5,517,661
5 Multiply line 4 by line 3.			263,011
6 Enter 1% of net investment income (1% of Part I, line 27b).			6,362
7 Add lines 5 and 6.			269,373
8 Enter qualifying distributions from Part XII, line 4.			207,680

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	12,724
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	12,724
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	12,724
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,120
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,604
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	12,724
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	● By language in the governing instrument, or		
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/> 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.	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		
	<input type="checkbox"/> IL		
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 .	<input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► N/A

14	The books are in care of ► JAMES HARBERT Located at ► 222 N LASALLE ST CHICAGO IL	Telephone no ► (312) 704-3712 ZIP +4 ► 606011013
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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	<input checked="" type="checkbox"/> 15
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16	At any time during calendar year 2013, 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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	<i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see 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

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	5,523,007
b	Average of monthly cash balances.	1b	78,685
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,601,692
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	5,601,692
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	84,025
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,517,667
6	Minimum investment return. Enter 5% of line 5.	6	275,883

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	275,883
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,724
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,724
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	263,159
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	263,159
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	263,159

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	207,680
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	207,680
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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 instructions).	6	207,680
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				263,159
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	101,855			
b From 2009.				
c From 2010.	289			
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	102,144			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 207,680				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				207,680
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	55,479			55,479
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	46,665			
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 instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	46,376			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	289			
10 Analysis of line 9				
a Excess from 2009.	289			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

Part XIV Private Operating Foundations (see 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 2013, enter the date of the ruling. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 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	185,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	137,379
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	548,330
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).						685,709
13 Total. Add line 12, columns (b), (d), and (e).					13	685,709

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

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
JAMES HARBERT 222 N LASALLE ST CHICAGO, IL 60601	Treasurer 0 00	0		
CHARLES HEATH 3800 GOAT ROCK RD UKIAH, CA 95482	President 3 00	8,908		
ELIZABETH PHILLIPS 3800 GOAT ROCK RD UKIAH, CA 95482	Director 3 00	9,456		
LISA BURMAN 222 N LASALLE ST CHICAGO, IL 60601	Secretary 0 00	0		
ALEXANDRA K HEATH BREZINSKI 3216 W STEPHENS PL CHANDLER, AZ 85226	Director 0 00	0		
EDWIN BREZINSKI 3216 W STEPHENS PL CHANDLER, AZ 85226	Director 0 00	0		

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				
MENDOCINO CO FIRE SAFE COUNCIL P O BOX 1488 UKIAH, CA 95482	NONE	PUBLIC	PURCHASE OF EQUIPMENT	10,000
UKIAH VALLEY FRIENDS OF THE LIBRARY 105 N MAIN ST UKIAH, CA 95482	NONE	PUBLIC	PURCHASE OF MUSICAL CDS OF VARIOUS GENRES	1,000
UKIAH COMMUNITY CONCERT ASSOCIATION PO BOX 844 UKIAH, CA 95482	NONE	PUBLIC	PIANO FUND	1,000
LILLIAN AND MORTIMER VOGEL FOUNDATI 333 NORTH OAK STREET UKIAH, CA 95482	NONE	PUBLIC	SCHOLARSHIPS	5,000
PHOENIX SYMPHONY SUPPORT FOUNDATION ONE NORTH FIRST STREET SUITE 200 PHOENIX, AZ 85004	NONE	PUBLIC	CLASSROOM CONCERT SERIES	5,000
ARIZONA EQUINE RESCUE ORGANIZATION 34522 N SCOTTSDALE RD SCOTTSDALE, AZ 85266	NONE	PUBLIC	FACILITY EQUIPMENT	5,000
DOVES INCORPORATED 1366 E THOMAS RD PHOENIX, AZ 85014	NONE	PUBLIC	GENERAL	5,000
HALO HELPING ANIMALS LIVE ON 5231 N 35TH PHOENIX, AZ 85014	NONE	PUBLIC	GENERAL FUND	5,000
AMERICAN RADIO RELAY LEAGUE INC 225 MAIN ST NEWINGTON, CT 06111	NONE	PUBLIC	SPECTRUM DEFENSE FUND AND TEACHERS INSTITUTE	15,000
CALSTAR 4933 BAILEY LOOP McCLELLAN, CA 95652	NONE	PUBLIC	CALSTAR IV UKIAH HELIPAD	37,000
SEAKAY INC P O BOX 78192 SAN FRANCISCO, CA 94107	NONE	PUBLIC	MCNAB RANCH NET	50,000
PROJECT SANCTUARY P O BOX 132 PARKER, CO 80134	NONE	PUBLIC	GENERAL	2,000
YOUTH EMERGENCY SERVICES CAMP P O BOX 233 UKIAH, CA 95482	NONE	PUBLIC	2012 CORRECTION	-5,000
SYMPHONY OF THE SOUTHWEST 213 N MORRIS MESA, AZ 85201	NONE	PUBLIC	YOUTH SYMPHONY	5,000
UKIAH PLAYER THEATRE 1041 LOW GAP RD UKIAH, CA 95482	NONE	PUBLIC	IMPROVEMENT TO THEATRE FACILITIES	5,000
Total			► 3a	185,000

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				
VIRTUAL HARBOR INC 6 SYLVAN LN FLORENCE, MA 01062	NONE	PUBLIC	HARWARE IMPROVEMENTS	4,000
AFTER THE HOMESTRECH- ARIZONA 3939 W MARIPOSA GRANDE GLENDALE, AZ 85310	NONE	PUBLIC	GENERAL	5,000
ASU FOUNDATION FOR A NEW AMERICAN U PO BOX 2260 TEMPE, AZ 85280	NONE	PUBLIC	GAMMAGE CAPITAL PROJECTS FUND	4,000
FORD STREET PROJECT 139 FORD ST UKIAH, CA 95482	NONE	PUBLIC	FOOD FOR FOOD BANK	5,000
FRIENDS OF PUBLIC RADIO ARIZONA 2323 W 14TH ST TEMPE, AZ 85281	NONE	PUBLIC	KBAQ PUBLIC RADIO	5,000
JUNIOR LEAGUE OF PHOENIX 2505 N CENTRAL AVE PHOENIX, AZ 85004	NONE	PUBLIC	GENERAL	1,000
MARITIME RADIO HISTORICAL SOCIETY PO BOX 392 POINT REYES STATION, CA 94956	NONE	PUBLIC	RETORATION AND MAINTENENCE OF RADIO EQUIP	3,000
MENDOCINO COAST BOTANICAL GARDENS C 18220 CALIFORNIA 1 FORT BRAGG, CA 95437	NONE	PUBLIC	PURCHASE OF ELECTRIC CART AND SOLAR CHARGING PANEL	10,000
MENDOCINO CO SHERIFF'S SEARCH AND R 700 S FRANKLIN ST FORT BRAGG, CA 95437	NONE	PUBLIC	EQUIPMENT PURCHASE	2,000
Total.			► 3a	185,000

TY 2013 Accounting Fees Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Boone & Johnson, CPA's	4,360	4,360	0	0
Less transfer to Payroll Acct	50	-50	0	0

**TY 2013 Investments Corporate
Stock Schedule**

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEAD JOHNSON NUTRITION CO	47,316	70,777
AMERICAN EXPRESS CO	34,481	71,223
AMERIPRISE FINANCIAL INC	38,723	91,465
JP MORGAN CHASE & CO	92,882	136,551
ALLERGAN INC	66,084	78,867
STERICYCLE INC	55,814	81,900
APPLE INC	115,103	161,013
CITRIX SYSTEMS INC	71,770	65,148
GOOGLE INC-CL A	95,156	187,159
QUALCOMM INC	68,173	97,639
PRAXAIR INC	45,862	78,018
AFFILIATED MANAGERS GROUP INC	53,170	112,778
AMAZON.COM INC	24,891	54,634
CHEVRON CORPORATION	109,776	129,282
COVIDIEN PLC	77,482	112,025
SCHLUMBERGER LTD	90,028	113,088
STARBUCKS CORP	35,853	74,314
BOEING CO	80,662	106,462
COLGATE PALMOLIVE CO	80,583	111,835
GILEAD SCIENCES INC	42,463	146,821
HARLEY DAVIDSON INC	44,683	82,742
PRECISION CASTPARTS CORP	69,930	114,453
PRICELINE COM INC COM NEW	33,872	67,419
COGNIZANT TECH SOLUTIONS-A	101,045	148,946
DISCOVERY COMMUNICATIONS	23,846	41,141
EXPRESS SCRIPTS HOLDING CO	74,999	88,854
MASTERCARD INC-CLASS A	83,769	157,066
MONSANTO CO	60,158	77,506
SBA COMMUNICATIONS CORP-CL A	40,274	69,177
SUNCOR ENERGY INC	38,068	38,555

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNION PACIFIC CORP	81,305	117,600
WELLS FARGO & CO	102,318	134,384
BORGWARNER	43,446	45,846
CITIGROUP	65,829	75,299
COSTCO WHOLESALE	64,037	72,007
EQUIFAX	52,951	59,417
GARTNER	35,369	42,275
GREEN MOUNTAIN COFFEE	18,714	18,885
NOBLE ENERGY	65,731	79,348
O'REILLY AUTOMOTIVE	42,918	48,910
RED HAT	56,983	62,485
TEXAS INSTRUMENTS	36,003	38,641
VF CORP	66,520	94,757
WILLIAMS-SONOMA	42,991	52,743

TY 2013 Investments - Other Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 13000170**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WILLIAM BLAIR BOND FD	AT COST	1,120,072	1,055,504
CHAMPLAIN SMALL CO	AT COST	234,909	260,394
WM BLAIR INTL BIGIX US	AT COST	750,523	847,021

TY 2013 Legal Fees Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION

EIN: 36-3056910

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hinshaw & Culbertson LLP	17,263	12,947	0	4,316

TY 2013 Other Professional Fees Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
William Blair & Company, L L C	27,789	27,789	0	0

TY 2013 Taxes Schedule

Name: ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 EXCISE TAX PART IV LN 1	6,119			
PAYROLL TAX EXPENSE	2,147	2,147		
Refund of previous year's 990PF tax	5,000			