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Form 990-PF

## Return of Private Foundation

## or Section 4947(a)(1) Trust Treated as Private Foundation

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2014

Open to Public  
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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"/>
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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,330,094		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part	Section	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)
		(a)	(b)				
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.	123,727	123,727				
	5a Gross rents						
	b Net rental income or (loss) _____						
	6a Net gain or (loss) from sale of assets not on line 10	531,249					
	b Gross sales price for all assets on line 6a 1,706,729						
	7 Capital gain net income (from Part IV, line 2)		531,249				
	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	654,976	654,976					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,668			21,668		
	14 Other employee salaries and wages						
	15 Pension plans, employee benefits						
	16a Legal fees (attach schedule)	16,942	12,707		4,235		
	b Accounting fees (attach schedule)	4,740	4,740				
	c Other professional fees (attach schedule)	28,227	28,227				
	17 Interest						
	18 Taxes (attach schedule) (see instructions)	15,041	15,041				
	19 Depreciation (attach schedule) and depletion						
	20 Occupancy						
	21 Travel, conferences, and meetings	2,489	2,489				
	22 Printing and publications						
	23 Other expenses (attach schedule)						
	24 Total operating and administrative expenses.						
Add lines 13 through 23	89,107	63,204		25,903			
25 Contributions, gifts, grants paid.	250,000			250,000			
26 Total expenses and disbursements. Add lines 24 and 25	339,107	63,204		275,903			
27 Subtract line 26 from line 12							
a Excess of revenue over expenses and disbursements	315,869						
b Net investment income (if negative, enter -0-)		591,772					
c Adjusted net income (if negative, enter -0-)							

Assets	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing . . . . .		82,004	37,099	37,099
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	4,250	4,250
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule) . . . . .		2,672,031	2,825,515	3,944,956
c	Investments—corporate bonds (attach schedule) . . . . .				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .		2,105,504	2,314,664	2,343,789
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►) . . . . .				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		4,865,659	5,181,528	6,330,094
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				0
Net Assets or Fund Balances					
24	Unrestricted . . . . .				
25	Temporarily restricted . . . . .				
26	Permanently restricted . . . . .				
27	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
28					
29					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		4,865,659	5,181,528	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		4,865,659	5,181,528	

**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	4,865,659
2	Enter amount from Part I, line 27a . . . . .	2	315,869
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,181,528
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	5,181,528

**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)
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1a


(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	531,249
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

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

1 Enter the appropriate amount in each column for each year, see 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))
2013	207,680	5,517,667	0.03764
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
2 Total of line 1, column (d).			2 0.20678
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04136
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 6,192,730
5 Multiply line 4 by line 3.			5 256,107
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 5,918
7 Add lines 5 and 6.			7 262,025
8 Enter qualifying distributions from Part XII, line 4.			8 275,903

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 checked="" type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>	1	5,918
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	5,918
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	5,918
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,250
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	2,000
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	6,250
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	332
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input checked="" type="checkbox"/> 332 <b>Refunded</b> <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? . . . . .		<b>Yes</b>	<b>No</b>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		<b>Yes</b>	<b>No</b>
	<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 <b>Form 1120-POL</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>Yes</b>	<b>No</b>
	<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 . . . . .		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>Yes</b>	<b>No</b>
	<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? . . . . .		<b>Yes</b>	
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. . . . .		<b>Yes</b>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" 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 . . . . .		<b>Yes</b>	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		<b>Yes</b>	<b>No</b>

**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		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) . . . . .	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► JAMES HARBERT Located at ► 222 N LASALLE ST CHICAGO IL	Telephone no ► (312) 704-3712 ZIP +4 ► 606011013		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year. . . . . ► 15			
16	At any time during calendar year 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b>	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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ►	1b	No
<b>c</b>	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 2014? . . . . .	1c	No
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	2b	No
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	2c	
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . ► Yes <input checked="" type="checkbox"/> No	3a	
<b>b</b>	If "Yes," did it have excess business holdings in 2014 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 2014). . . . .	3b	No
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
<b>b</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 2014? . . . . .	4b	No

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . (3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . . (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 <b>any</b> 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"/>	5b	No
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	6b	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	7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. . . . .				<input type="checkbox"/>

**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".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 instructions

**3** \_\_\_\_\_  
\_\_\_\_\_  
**Total.** Add lines 1 through 3

**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	6,208,818
b	Average of monthly cash balances. . . . .	1b	78,218
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	6,287,036
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	6,287,036
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	94,306
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,192,730
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	309,637

**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	309,637
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	5,918
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,918
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	303,719
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	303,719
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	303,719

**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	275,903
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	275,903
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). . . . .	5	5,918
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	269,985
	<b>Note:</b> 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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				303,719
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				
<b>b</b> From 2010. . . . .	289			
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .				
<b>e</b> From 2013. . . . .				
<b>f Total of lines 3a through e. . . . .</b>	289			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 275,903				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2014 distributable amount. . . . .				275,903
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	289			289
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				27,527
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .				
<b>d</b> Excess from 2013. . . . .				
<b>e</b> Excess from 2014. . . . .				

**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 2014, enter the date of the ruling.			
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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the 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 or email address 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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	250,000
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 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	
<b>1</b>	<b>Program service revenue</b>					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments.</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments.</b>					
<b>4</b>	<b>Dividends and interest from securities.</b>				14	123,727
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
<b>a</b>	<b>Debt-financed property.</b>					
<b>b</b>	<b>Not debt-financed property.</b>					
<b>6</b>	<b>Net rental income or (loss) from personal property.</b>					
<b>7</b>	<b>Other investment income.</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory.</b>				18	531,249
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory.</b>					
<b>11</b>	<b>Other revenue a</b>					
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e).</b>					654,976
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e).</b>				13	654,976

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

**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)	No
(2) Other assets. . . . .	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization. . . . .	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization. . . . .	1b(2)	No
(3) Rental of facilities, equipment, or other assets. . . . .	1b(3)	No
(4) Reimbursement arrangements. . . . .	1b(4)	No
(5) Loans or loan guarantees. . . . .	1b(5)	No
(6) Performance of services or membership or fundraising solicitations. . . . .	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	1c	No

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

**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

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.

\* \* \* \* \*

2015-08-17

\* \* \* \* \*

Signature of officer or trustee

Date

### Title

May the IRS discuss this return with the preparer shown below (see instr )?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name VINCENT A BOONE	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00698063
	Firm's name ► Boone and Johnson CPAs			Firm's EIN ►	
	Firm's address ► 128 N Third Street Dekalb, IL 60115				
				Phone no	(815) 756-2737

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
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	10,516		
ELIZABETH PHILLIPS  3800 GOAT ROCK RD UKIAH, CA 95482	Director 3 00	11,152		
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)				
<b>a Paid during the year</b>				
MENDOCINO CO FIRE SAFE COUNCIL P O BOX 1488 UKIAH, CA 95482	NONE	PUBLIC	GENERAL	5,000
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	GENERAL	5,000
ARIZONA EQUINE RESCUE ORGANIZATION 34522 N SCOTTSDALE RD SCOTTSDALE, AZ 85266	NONE	PUBLIC	FACILITY EQUIPMENT	6,000
DOVES INCORPORATED 1366 E THOMAS RD PHOENIX, AZ 85014	NONE	PUBLIC	CARE & TREATMENT OF LATE LIFE DOMESTIC VIOLENCE	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, EDUCATION & TECH AND SECOND CENTURY FUND	20,000
CALSTAR 4933 BAILEY LOOP McCLELLAN, CA 95652	NONE	PUBLIC	CALSTAR IV UKIAH HELIPAD	50,000
SEAKAY INC P O BOX 78192 SAN FRANCISCO, CA 94107	NONE	PUBLIC	MCNAB RANCH NET & EXPANDING RURAL AREAS	75,000
PROJECT SANCTUARY P O BOX 132 PARKER, CO 80134	NONE	PUBLIC	GENERAL	5,000
SYMPHONY OF THE SOUTHWEST 213 N MORRIS MESA, AZ 85201	NONE	PUBLIC	YOUTH SYMPHONY	5,000
VIRTUAL HARBOR INC 6 SYLVAN LN FLORENCE, MA 01062	NONE	PUBLIC	COMPUTER HARDWARE IMPROVEMENTS	5,000
AFTER THE HOMESTRECH- ARIZONA 3939 W MARIPOSA GRANDE GLENDALE, AZ 85310	NONE	PUBLIC	GENERAL	6,000
ASU FOUNDATION FOR A NEW AMERICAN U P O BOX 2260 TEMPE, AZ 85280	NONE	PUBLIC	GAMMAGE CAPITAL PROJECTS FUND	6,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>250,000</b>

## 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)				
<b>a Paid during the year</b>				
FORD STREET PROJECT 139 FORD ST UKIAH, CA 95482	NONE	PUBLIC	UKIAH FOOD BANK THANKSGIVING BASKET PROG	3,000
FRIENDS OF PUBLIC RADIO ARIZONA 2323 W 14TH ST TEMPE, AZ 85281	NONE	PUBLIC	KBAQ PUBLIC RADIO	6,000
JUNIOR LEAGUE OF PHOENIX 2505 N CENTRAL AVE PHOENIX, AZ 85004	NONE	PUBLIC	GENERAL	2,000
MARITIME RADIO HISTORICAL SOCIETY PO BOX 392 POINT REYES STATION, CA 94956	NONE	PUBLIC	RETORATION AND MAINTENENCE OF RADIO EQUIP	3,000
MENDOCINO CO SHERIFF'S SEARCH AND R 700 S FRANKLIN ST FORT BRAGG, CA 95437	NONE	PUBLIC	EQUIPMENT PURCHASE	3,000
FEFNCLNG FOR ALL FOUNDATION 1905 S MACDONALD STE 5 MEAS, AZ 85210	NONE	PC	GENERAL	4,000
HOSPICE OF UKIAH 620 S DORA 101 UKIAH, CA 95482	NONE	PC	GENERAL	10,000
HOPLAND FIRE PROTECTION DISTRICT 21 FELIZ CREEK RD HOPLAND, CA 95449	NONE	PC	DATA COMMUNICATION TOWER AND EQUIPMENT	10,000
PLOWSHARES INC 1346 S STATE ST UKIAH, CA 95482	NONE	PC	PURCHASE OF FOOD AND KITCHEN EQUIP	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>250,000</b>

## TY 2014 Accounting Fees Schedule

**Name:** ALLEN-HEATH MEMORIAL FOUNDATION

**EIN:** 36-3056910

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Boone & Johnson, CPA's	4,740	4,740	0	0

**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** ALLEN-HEATH MEMORIAL FOUNDATION

**EIN:** 36-3056910

**Software ID:** 14000265

**Software Version:** 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEAD JOHNSON NUTRITION CO	57,079	92,497
AMERICAN EXPRESS CO	41,091	75,176
AMERIPRISE FINANCIAL INC	45,160	105,800
JP MORGAN CHASE & CO	83,021	131,919
STERICYCLE INC	63,473	95,819
APPLE INC	113,566	183,672
GOOGLE INC-CL A	44,966	80,130
QUALCOMM INC	36,507	40,138
PRAXAIR INC	35,503	53,638
AFFILIATED MANAGERS GROUP INC	35,140	73,223
AMAZON.COM INC	48,899	62,380
CHEVRON CORPORATION	105,082	104,776
SCHLUMBERGER LTD	94,308	102,236
STARBUCKS CORP	75,538	82,050
COLGATE PALMOLIVE CO	82,812	116,654
GILEAD SCIENCES INC	29,514	123,292
PRECISION CASTPARTS CORP	65,802	84,308
PRICELINE COM INC COM NEW	41,934	70,693
COGNIZANT TECH SOLUTIONS-A	68,974	106,215
EXPRESS SCRIPTS HOLDING CO	69,510	81,791
MASTERCARD INC-CLASS A	58,620	108,820
SBA COMMUNICATIONS CORP-CL A	51,518	93,703
SUNCOR ENERGY INC	42,703	36,674
UNION PACIFIC CORP	57,769	108,527
WELLS FARGO & CO	103,860	158,485
BORGWARNER	66,252	65,940
CITIGROUP	87,123	91,825
EQUIFAX	79,581	98,419
GARTNER	39,212	53,894
NOBLE ENERGY	47,847	37,802

Name of Stock	End of Year Book Value	End of Year Fair Market Value
O'REILLY AUTOMOTIVE	39,132	66,647
RED HAT	67,873	88,499
TEXAS INSTRUMENTS	68,317	83,726
VF CORP	60,275	102,688
WILLIAMS-SONOMA	48,075	71,745
ADOBE SYSTEMS	44,421	49,872
BRISTOL-MYERS SQUIBB	96,030	106,254
FACEBOOK INC A	49,634	49,465
GOOGLE INC CL C	38,563	61,589
HOME DEPOT INC	125,646	163,753
IDEXX LABSINC	55,917	66,128
KEURIG GREEN MOUNTAIN	35,130	59,710
MICROSOFT CORP	89,251	91,553
TRANSDIGM GROUP	54,235	61,065
ZOETIS INC	80,652	101,766

## TY 2014 Investments - Other Schedule

**Name:** ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 14000265**Software Version:** 2014v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WILLIAM BLAIR BOND FD	AT COST	1,331,498	1,282,281
CHAMPLAIN SMALL CO	AT COST	250,823	271,003
WM BLAIR INTL BIGIX US	AT COST	732,343	790,505

## TY 2014 Legal Fees Schedule

**Name:** ALLEN-HEATH MEMORIAL FOUNDATION

**EIN:** 36-3056910

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hinshaw & Culbertson LLP	16,942	12,707	0	4,235

## TY 2014 Other Professional Fees Schedule

**Name:** ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
William Blair & Company, L L C	28,227	28,227	0	0

## TY 2014 Taxes Schedule

**Name:** ALLEN-HEATH MEMORIAL FOUNDATION**EIN:** 36-3056910**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2013 EXCISE TAX PART VI LN 1	12,724	12,724		
IL AG 990	15	15		
PAYROLL TAX EXPENSE	2,302	2,302		