



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



091014

Form 990-PF

OMB No 1545-0052

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

2008

Department of the Treasury Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning 7/01, 2008, and ending 6/30, 2009

G Check all that apply. Initial return Final return X Amended return X Address change Name change

HEITMANN FOUNDATION II THE ADVISORY TRUST OF DE 1100 N. MARKET STREET WILMINGTON, DE 19890-0900

Part I Analysis of Revenue and Expenses

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, gross rents, net gain/loss, capital gain, other income, compensation of officers, administrative expenses, and total operating and administrative expenses.

RECEIVED JAN 11 2010 IRS-OSC

SCANNED JAN 14 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		3,229.	3,595.	3,595.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
		b Investments – corporate stock (attach schedule)				
		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) STATEMENT 3			407,666.	390,002.	266,944.
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 instructions. Also, see page 1, item I)			410,895.	393,597.	270,539.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	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.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			410,895.	393,597.
30	Total net assets or fund balances (see the instructions)			410,895.	393,597.	
31	Total liabilities and net assets/fund balances (see the instructions)			410,895.	393,597.	

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	410,895.
2	Enter amount from Part I, line 27a	2	-17,298.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	393,597.
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	393,597.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 4			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-1,566.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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 (column (b) divided by column (c))
2007	13,157.	399,192.	0.032959
2006	21,172.	418,497.	0.050591
2005			
2004			
2003			

2 Total of line 1, column (d)	2	0.083550
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	0.041775
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	271,931.
5 Multiply line 4 by line 3	5	11,360.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69.
7 Add lines 5 and 6	7	11,429.
8 Enter qualifying distributions from Part XII, line 4	8	22,086.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	69.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	69.
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	69.
6 Credits/Payments:			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	429.	
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	SEE STATEMENT 5	69.
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		0.
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 2009 estimated tax	11	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
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? <i>If 'No,' attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities Continued

<p>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)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A</p>	13	X	
<p>14 The books are in care of ▶ <u>MONA CISNEROS</u> Telephone no ▶ <u>602-296-1387</u> Located at ▶ <u>2800 NORTH CENTRAL AVE, SUITE 900 PHOENIX AZ</u> ZIP + 4 ▶ <u>85004</u></p>			
<p>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</p>		N/A	▶ <input type="checkbox"/> N/A

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
<p>1 a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>				
<p>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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/></p>	1 b		N/A	
<p>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 2008?</p>	1 c			X
<p>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)):</p> <p>a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .</p> <p>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 the instructions.) 2 b</p> <p>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__ .</p>				
<p>3 a 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</p> <p>b If 'Yes,' did it have excess business holdings in 2008 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 2008) 3 b</p>				
<p>4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a</p> <p>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 2008? 4 b</p>				X
	4 b			X

BAA

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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

If you answered 'Yes' to 6b, also 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?

5b	N/A
6b	X
7b	N/A

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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARIAN STRANGE CHEATHAM 5447 TILBURY DRIVE HOUSTON, TX 77056	TRUSTEE 0	0.	0.	0.
AST CAPITAL TRUST COMPANY 2800 NORTH CENTRAL AVE STE 900 PHOENIX, AZ 85004	TRUSTEE 0	1,479.	0.	0.
GENEVIEVE GRATIOT CHEATHAM 11711 MEMORIAL DRIVE, UNIT 611 HOUSTON, TX 77024	TRUSTEE 0	0.	0.	0.
MARIAN M. HOOPER 6000 SUGAR HILL, #8 HOUSTON, TX 77057	TRUSTEE 0	0.	0.	0.

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

0

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		

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 N/A	

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 N/A		

2		

All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3		0.

BAA

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	273,675.
b Average of monthly cash balances	1b	2,397.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	276,072.
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	276,072.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,141.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	271,931.
6 Minimum investment return. Enter 5% of line 5	6	13,597.

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	13,597.
2a Tax on investment income for 2008 from Part VI, line 5	2a	69.
b Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	69.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	13,528.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	13,528.
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	13,528.

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	22,086.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,086.
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	69.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	22,017.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7..				13,528.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			5,848.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4. ▶ \$ <u>22,086.</u>				
a Applied to 2007, but not more than line 2a			5,848.	
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 2008 distributable amount				13,528.
e Remaining amount distributed out of corpus	2,710.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,710.			
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 2007. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				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)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,710.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	2,710.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see 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 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
<p><i>a Paid during the year</i> SEE STATEMENT 6</p>				
<p>Total ▶ 3a</p>				<p>20,288.</p>
<p><i>b Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01 02PM

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES FOR PREPARATION OF 990PF	\$ 2,102.	\$ 1,051.	\$ 1,051.	\$ 1,051.
TOTAL	<u>\$ 2,102.</u>	<u>\$ 1,051.</u>	<u>\$ 1,051.</u>	<u>\$ 1,051.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 578.			
TOTAL	<u>\$ 578.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PUBLICLY TRADED SECURITIES	COST	\$ 390,002.	\$ 266,944.
	TOTAL	<u>\$ 390,002.</u>	<u>\$ 266,944.</u>

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	PURCHASED	11/14/2006	6/30/2009
2	59.082 DAVIS NEW YORK VENTURE	PURCHASED	11/14/2006	8/01/2008
3	71.083 FRANKLIN MUTUAL DISCOVERY	PURCHASED	11/14/2006	8/01/2008
4	40.033 CALAMOS GROWTH A	PURCHASED	11/14/2006	8/01/2008
5	45.450 AMERICAN EUROPACIFIC GRW A	PURCHASED	11/14/2006	8/01/2008
6	871.848 FRANKLIN INCOME FD A	PURCHASED	11/14/2006	8/01/2008
7	72.470 FRANKLIN MUTUAL DISCOVERY	PURCHASED	11/14/2006	9/12/2008
8	111.684 FRANKLIN MUTUAL DISCOVERY	PURCHASED	11/14/2006	10/10/2008
9	44.796 FRANKLIN MUTUAL DISCOVERY	PURCHASED	11/14/2006	11/20/2008
10	99.810 CALAMOS GROWTH A	PURCHASED	11/14/2006	2/12/2009
11	1.300 CALAMOS GROWTH A	PURCHASED	11/14/2006	6/09/2009

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01 02PM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	4,103.		0.	4,103.				\$ 4,103.
2	2,000.		2,314.	-314.				-314.
3	2,000.		2,201.	-201.				-201.
4	2,000.		2,337.	-337.				-337.
5	2,000.		2,289.	-289.				-289.
6	2,000.		2,363.	-363.				-363.
7	2,000.		2,244.	-244.				-244.
8	2,750.		3,458.	-708.				-708.
9	1,025.		1,387.	-362.				-362.
10	3,010.		5,827.	-2,817.				-2,817.
11	42.		76.	-34.				-34.
								TOTAL \$ -1,566.

STATEMENT 5
FORM 990-PF, PART VI, LINE 7
TOTAL CREDITS AND PAYMENTS

TAX CREDITS AND PAYMENTS	\$ 429.
ORIGINAL RETURN OVERPAYMENT	-360
TOTAL	\$ 69.

2008

FEDERAL STATEMENTS

PAGE 3

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01:02PM

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS OF THE GOVERNOR'S MANSION PO BOX 12878 AUSTIN, TX 78711	NONE		THIS NON-PROFIT CORPORATION WAS ORGANIZED IN 1979 TO SUPPORT AND ENHANCE THE TEXAS GOVERNOR'S MANSION. AS OF AUGUST 2009, MORE THAN A YEAR SINCE THE FIRE, THE MANSION BUILDING IS STABILIZED AND HAS A TEMPORARY ROOF TO PROTECT IT. FRIENDS OF THE GOVERNOR'S MANSION FULLY SUPPORTS THE RESTORATION EFFORT LED BY THE STATE PRESERVATION BOARD. AN ARCHITECTURE FIRM, FORD POWELL & CARSON OF SAN ANTONIO, IS CREATING THE RESTORATION PLANS FOR THE MANSION. THE BUILDING IS READY FOR CONSTRUCTION WHEN ARCHITECTURAL DRAWINGS ARE COMPLETE. THE CONSTRUCTION WILL TAKE ABOUT TWO YEARS.	\$ 2,000.

2008

FEDERAL STATEMENTS

PAGE 4

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01 02PM

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE		BO'S PLACE IS A BEREAVEMENT CENTER OFFERING GRIEF SUPPORT SERVICES TO CHILDREN, AGES 3 TO 18, AND THEIR FAMILIES WHO HAVE EXPERIENCED THE DEATH OF A CHILD OR AN ADULT IN THEIR IMMEDIATE FAMILY, AS WELL AS PROGRAMS FOR GRIEVING ADULTS. BO'S PLACE IS FOUNDED ON THE BELIEF THAT GRIEVING CHILDREN SHARING THEIR EXPERIENCES WITH EACH OTHER GREATLY HELPS IN THEIR GRIEF JOURNEY.	\$ 1,000.

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01.02PM

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BAYOU BEND 1 WESTCOTT STREET HOUSTON, TX 77007	NONE		THE BAYOU BEND COLLECTION AND GARDENS IS ONE OF THE NATION'S PREMIER MUSEUMS OF AMERICAN PAINTING AND DECORATIVE ARTS--FURNITURE, CERAMICS, GLASS, METALS, TEXTILES. SITUATED ON FOURTEEN ACRES OF FORMAL AND WOODLAND GARDENS, THE MUSEUM DOCUMENTS DECORATIVE AND FINE ARTS, PRINCIPALLY AMERICAN, FROM THE SEVENTEENTH TO THE MID-NINETEENTH CENTURIES. BAYOU BEND INCLUDES OUTSTANDING AMERICAN PAINTINGS AND WORKS ON PAPER, AND THE HISTORIC GARDENS ARE NATIONALLY RECOGNIZED AS A CENTER FOR THE DISPLAY OF AZALEAS AND CAMELLIAS. THE COLLECTION ALSO CONTAINS NOTABLE OBJECTS FROM OUTSIDE AMERICA, PARTICULARLY ENGLISH CERAMICS OF THE TYPES USED IN COLONIAL AMERICA. ASSEMBLED BY TEXAS PHILANTHROPIST MISS IMA HOGG (1882-1975) DURING MORE THAN A HALF CENTURY,	\$ 2,500.

2008

FEDERAL STATEMENTS

PAGE 6

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01 02PM

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
			THE COLLECTION CONSISTS OF APPROXIMATELY 4,700 OBJECTS INSTALLED IN TWENTY-EIGHT ROOM SETTINGS THAT REFLECT HISTORIC AND STYLISTIC PERIODS FROM 1620 TO 1870. THE COLLECTION IS HOUSED AT BAYOU BEND, MISS HOOG S FORMER HOME BUILT IN 1927-28 ALONG A TURN IN BUFFALO BAYOU.	

11/09/09

01:02PM

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON, TX 77098	NONE		THE PURPOSE OF RIVER OAKS GARDEN CLUB IS TO STIMULATE THE KNOWLEDGE AND LOVE OF GARDENING, TO SHARE THE ADVANTAGES OF ASSOCIATION BY MEANS OF EDUCATIONAL MEETINGS, CONFERENCES, CORRESPONDENCE AND PUBLICATIONS, AND TO RESTORE, IMPROVE, AND PROTECT THE QUALITY OF THE ENVIRONMENT THROUGH EDUCATIONAL PROGRAMS AND ACTION IN THE FIELDS OF CONSERVATION AND CIVIC IMPROVEMENT.	\$ 1,500.
CHAPELWOOD SCHOOL 11140 GREENBAY HOUSTON, TX 77024	NONE		TO PROVIDE FUNDS TO ASSIST IN THE OPERATION OF THE SCHOOL FOR YOUNG CHILDREN	11,788.
THETA CHARITY ANTIQUES 2310 LANE DRIVE HOUSTON, TX 77027	NONE		SINCE ITS INCEPTION, THE THETA CHARITY ANTIQUES SHOW HAS DONATED OVER 5.7 MILLION DOLLARS TO EDUCATIONAL, CULTURAL ARTS, MEDICAL RESEARCH, AND COMMUNITY ENDEAVORS IN THE HOUSTON AREA.	1,500.
TOTAL \$				<u>20,288.</u>

2008

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01:02PM

**BALANCE SHEET
CASH-NON-INTEREST-BEARING**

MORGAN STANLEY ACTIVE ASSET
FUNDS IN TRANSFER ACCOUNT

	\$	0.
		3,595.
TOTAL	\$	<u>3,595.</u>

**BALANCE SHEET - INVESTMENTS
END OF YEAR AMOUNT
PUBLICLY TRADED SECURITIES**

AMER FUNDS EUROPAC A
CALAMOS GROWTH A
DAVIS NY VENTURE A
FRANKLIN INCOME A
FRANKLIN MUTUAL DISCOVERY A

	\$	46,360.
		38,486.
		100,338.
		101,403.
		103,415.
TOTAL	\$	<u>390,002.</u>

**BALANCE SHEET - INVESTMENTS
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)
PUBLICLY TRADED SECURITIES**

AMER FUNDS EUROPAC A
CALAMOS GROWTH A
DAVIS NY VENTURE A
FRANKLIN INCOME A
FRANKLIN MUTUAL DISCOVERY A

	\$	30,135.
		23,223.
		64,833.
		67,468.
		81,285.
TOTAL	\$	<u>266,944.</u>

2008

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

CLIENT 3521-99

HEITMANN FOUNDATION II
THE ADVISORY TRUST OF DE

20-6975845

11/09/09

01.26PM

EXPLANATION OF AMENDED RETURN

THE AMENDED RETURN IS BEING FILED TO CORRECTLY ANSWER PART VIII-A, QUESTION 8A, REFLECTING THE STATE OF TEXAS AS STATES TO WHICH THE FOUNDATION REPORTS. THE ORIGINAL RETURN DID NOT REFLECT ANY STATES TO WHICH THE FOUNDATION REPORTS.

ADDITIONALLY, THE AMENDED RETURN REFLECTS THAT THE ADDRESS OF THE FOUNDATION HAS CHANGED.