Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation: THE HELLER FAMILY FOUNDATION

A Employer identification number: 52-2034432

Number and street (or P O box number if mail is not delivered to street address): 1344 CARNTON LANE

Room/suite:

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: FRANKLIN, TN 37064

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,661,283.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	10,499.	10,499.		ATCH 1
4	Dividends and interest from securities	30,310.	30,310.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,555.			
b	Gross sales price for all assets on line 6a 407,551.				
7	Capital gain net income (from Part IV, line 2)				
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)	-6,810.	-6,810.		ATCH 3
12	**Total.** Add lines 1 through 11	32,444.	33,999.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	1,320.	1,320.	0.	0.
c	Other professional fees (attach schedule)				
17	Interest ATTACHMENT 5	207.	207.		
18	Taxes (attach schedule) (see page 14 of the instructions) **	1,093.	1,093.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	4,579.	4,579.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	7,199.	7,199.	0.	0.
25	Contributions, gifts, grants paid	66,000.			66,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	73,199.	7,199.	0.	66,000.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-40,755.			
b	**Net investment income** (if negative, enter -0-)		26,800.		
c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	400,001.	280,502.	280,502.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	424,348.	559,238.	783,655.
	c	Investments - corporate bonds (attach schedule) ATCH 9	155,349.	103,406.	128,394.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	436,000.	464,328.	468,732.
	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)	1,415,698.	1,407,474.	1,661,283.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,415,698.	1,407,474.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,415,698.	1,407,474.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,415,698.	1,407,474.	

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	1,415,698.
2	Enter amount from Part I, line 27a	2	-40,755.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	32,531.
4	Add lines 1, 2, and 3	4	1,407,474.
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	1,407,474.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(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	-1,513.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	-12,405.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	77,500.	1,446,201.	0.053589
2008	45,750.	1,545,512.	0.029602
2007	125,140.	1,706,336.	0.073338
2006	94,056.	1,901,185.	0.049472
2005	83,222.	1,896,852.	0.043874

2	**Total** of line 1, column (d)	2	0.249875
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	0.049975
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,561,365.
5	Multiply line 4 by line 3	5	78,029.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	268.
7	Add lines 5 and 6	7	78,297.
8	Enter qualifying distributions from Part XII, line 4	8	66,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ **(attach copy of ruling letter if necessary - see instructions)**			1	536.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ 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	536.
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	536.
6	Credits/Payments.				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,396.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,396.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,860.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 2,860. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE, DC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RODERICK HELLER III Telephone no ▶

Located at ▶ 1344 CARNTON LANE FRANKLIN, TN ZIP + 4 ▶ 37064

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

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 page 22 of the instructions)? . . . . **5b** X

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? . . . . ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☐ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . **7b** X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		-0-	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	1,294,387.
b	Average of monthly cash balances	1b	290,755.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,585,142.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,585,142.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	23,777.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,561,365.
6	**Minimum investment return.** Enter 5% of line 5	6	78,068.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	78,068.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	536.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	536.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	77,532.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	77,532.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	77,532.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	66,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	66,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	66,000.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					77,532.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				63,841.	
b	Total for prior years 20 08 ,20 07 ,20 06					
3	Excess distributions carryover, if any, to 2010					
a	From 2005					
b	From 2006					
c	From 2007					
d	From 2008	0.				
e	From 2009	0.				
f	Total of lines 3a through e		0.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 66,000.					
a	Applied to 2009, but not more than line 2a				63,841.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2010 distributable amount					2,159.
e	Remaining amount distributed out of corpus		0.			
5	Excess distributions carryover applied to 2010 *(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		0.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					75,373.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		0.			
10	Analysis of line 9					
a	Excess from 2006					
b	Excess from 2007					
c	Excess from 2008					
d	Excess from 2009	0.				
e	Excess from 2010	0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

RODERICK HELLER III

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient 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
a *Paid during the year*				
ATTACHMENT 13				
Total . . . . ▶ **3a**				66,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10,499.	
4 Dividends and interest from securities			14	30,310.	
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			18	-6,810.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,555.	
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)				32,444.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 32,444.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date May 9, 2011 — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
K McKenna		4/26/11		P00708363

Firm's name ▶ ROSE & ASSOCIATES, PLLC — Firm's EIN ▶ 20-2194463

Firm's address ▶ 919 EIGHTEENTH STREET, NW STE 400
WASHINGTON, DC 20006 — Phone no 202-862-1880

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,025.	
		LINN ENERGY PROPERTY TYPE: OTHER				P	VAR	VAR
0.		77.					-77.	
		BURTON PARTNERSHIP PROPERTY TYPE: OTHER				P	VAR	VAR
		284.					-284.	
		BURTON PARTNERSHIP PROPERTY TYPE: OTHER				P	VAR	VAR
		998.					-998.	
		MERRILL LYNCH PROPERTY TYPE: OTHER				P	VAR	VAR
253,736.		265,823.					-12,087.	
		MERRILL LYNCH PROPERTY TYPE: OTHER				P	VAR	VAR
151,832.		141,839.					9,993.	
		US NATURAL GAS FUND 1256 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		34.					-34.	
		US NATURAL GAS FUN 1256 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		51.					-51.	
TOTAL GAIN(LOSS)		....					-1,513.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH	10,783.	10,783.
KINDER MORGAN ENERGY PARTNERS LP	166.	166.
ML ACCRUED INTEREST PAID	-724.	-724.
ENTERPRISE PRODUCTS PARTNERS	36.	36.
LINN ENERGY	10.	10.
THE BURTON PARTNERSHIP	228.	228.
TOTAL	10,499.	10,499.

ATTACHMENT 1

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BURTON PARTNERSHIP	1,275.	1,275.
KINDER MORGAN ENERGY PARTNERS LP	67.	67.
MERRILL LYNCH	28,968.	28,968.
TOTAL	30,310.	30,310.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN ENERGY PARTNERS	-4,363.	-4,363.
LINN ENERGY, LLC	2,224.	2,224.
UNITED STATES NATURAL GAS FUND	-122.	-122.
ENTERPRISE PRODUCTS PARTNERS	-3,932.	-3,932.
MAGELLAN MIDSTREAM PARTNERS, LP	-284.	-284.
THE BURTON PARTNERSHIP (QP), LP	-333.	-333.
TOTALS	-6,810.	-6,810.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES		1,320.	1,320.		
	TOTALS	1,320.	1,320.	0.	0.

THE HELLER FAMILY FOUNDATION 52-2034432

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN	91.	91.
THE BURTON PARTNERSHIP	116.	116.
TOTALS	207.	207.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	1,093.	1,093.
TOTALS	1,093.	1,093.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN - SEC 59(E)(2)	343.	343.
MERRILL LYNCH ACCOUNT FEE	150.	150.
REGISTRATION FEE	127.	127.
LINN ENERGY - SEC 59(E)(2)	3,566.	3,566.
PORTFOLIO EXPENSES	393.	393.
TOTALS	4,579.	4,579.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH-SEE ATTACHED	474,093.	686,518.
MERRILL LYNCH MUTUAL FUNDS	85,145.	97,137.
TOTALS	559,238.	783,655.

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	ANNALY CAP MGMT INC	01/14/10	1,748 00	1,792 00	44.00	256 00
1,400	ANNALY CAP MGMT INC	01/14/10	24,469.76	25,088.00	618 24	3,584 00
500	BANK OF NOVA SCOTIA	01/24/07	22,027.95	28,600.00	6,572 05	977 00
500	BANK OF NOVA SCOTIA	05/07/09	16,024 00	28,600.00	12,576 00	977 00
250	BERKSHIRE HATHAWAYINC DEL CL B NEW	01/14/10	16,585.35	20,027.50	3,442 15	
500	CONSOLIDATED EDISON INC	10/14/09	20,664 40	24,785 00	4,120 60	1,190 00
5,000	CITIGROUP INC	08/17/10	19,855 35	23,650 00	3,794 65	
1,000	CAPSTEAD MORTGAGE CP NEW	10/14/09	13,885 35	12,590 00	(1,295 35)	1,560 00
500	CAPSTEAD MORTGAGE CP NEW	08/17/10	6,065 35	6,295 00	229.65	780.00
1,000	DR PEPPER SNAPPLE GROUP INC	01/06/09	17,334 85	35,160.00	17,825 15	1,000.00
2,100	FIRST POTOMAC RLTY TR REIT	12/16/08	14,558.35	35,322.00	20,763 65	1,680 00
400	FIRST POTOMAC RLTY TR REIT	12/16/08	2,776.00	6,728 00	3,952 00	320 00
1,000	FIRST POTOMAC RLTY TR REIT	11/10/10	15,935.25	16,820.00	884 75	800 00
800	LINN ENERGY LLC	05/05/08	17,450.07	29,992.00	12,541.93	2,113 00
200	LINN ENERGY LLC	05/05/08	4,361.18	7,498.00	3,136 82	528 00

PLEASE SEE REVERSE SIDE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
400	LINN ENERGY LLC	10/17/08	5,288 00	14,996.00	9,708 00	1,056 00
100	LINN ENERGY LLC	10/17/08	1,327 05	3,749 00	2 421 95	264 00
900	LINN ENERGY LLC	12/29/08	12,749 35	33,741 00	20,991 65	2,377 00
100	LINN ENERGY LLC	12/29/08	1,416 00	3,749 00	2,333 00	264 00
500	LINN ENERGY LLC	01/06/09	8,115 30	18,745 00	10,629 70	1,320 00
1,000	MONTPELIER RE HLDGS LTD	12/02/10	19,991.15	19,940 00	(51 15)	400 00
870	ONEBEACON INSURANCE GRP	05/20/09	8,861 95	13,189 20	4,327.25	731.00
130	ONEBEACON INSURANCE GRP	05/20/09	1,326.00	1,970 80	644 80	110 00
1,000	ONEBEACON INSURANCE GRP	11/24/09	14,005 35	15,160 00	1,154 65	840 00
1,600	TELECOM C NW ZLND SPNADR	04/05/10	12,773 35	13,440.00	666 65	986 00
3,400	TELECOM C NW ZLND SPNADR	04/05/10	27,166.00	28,560.00	1,394 00	2,095 00
2,000	TELECOM C NW ZLND SPNADR	06/17/10	13,305 35	16,800.00	3,494 65	1,232 00
800	TECO ENERGY INC	01/27/09	9,948.95	14,240 00	4,291 05	656 00
100	TECO ENERGY INC	01/27/09	1,242.97	1,780 00	537 03	82.00
100	TECO ENERGY INC	01/27/09	1,242 99	1,780.00	537 01	82.00
900	KINDER MORGAN ENERGY PARTNERS LP	02/08/05	40,860.00	63,234.00	22,374 00	3,997 00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	KINDER MORGAN ENERGY PARTNERS LP	02/08/05	4,539 00	7,026 00	2,487 00	444 00
1,000	ENTERPRISE PRDTS PRTN LP L P	03/27/08	29,315 35	41,610 00	12,294 65	2,330 00
500	ENTERPRISE PRDTS PRTN LP L P	10/17/08	11,934.55	20,805 00	8,870 45	1,165 00
500	ENTERPRISE PRDTS PRTN LP L P	03/02/09	9,974 25	20,805.00	10,830 75	1,165 00
500	MAGELLAN MIDSTREAM PARTNERS LP	08/09/10	24,969 25	28,250 00	3,280 75	1,490 00
	Total Equities		**474,093.37**	**686,517.50**	**212,424.13**	**38,851.00**
	Mutual Funds/Closed End Funds/UIT					
1,000	SOURCE CAP INC	03/16/10	45,964 35	53,130 00	7,165 65	2,400 00
3,000	ABERDEEN ASIA-PAC INC	02/12/10	18,813.39	20,250 00	1,436 61	1,260 00
100	MARKET VECTORS ETF TR GOLD MINERS ETF	11/04/10	5,992.04	6,147.00	154 96	41 00
1,000	POWERSHARES FIN PFD PORTFOLI	11/05/08	14,375.35	17,610 00	3,234 65	1,248 00
	Total Mutual Funds/Closed End Funds/UIT		**85,145.13**	**97,137.00**	**11,991.87**	**4,949.00**

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH-SEE ATTACHED	103,406.	128,394.
TOTALS	103,406.	128,394.

Merrill Lynch

THE HELLER FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		564 51	564 51			
130,529	ML BANK DEPOSIT PROGRAM	07/02/10	130,529 00	130,529 00			652 66
98,977	ISA CAPITAL ONE BK USA		98,977 00	98,977 00			98 98
50,431	STATE BANK OF INDIA ISA		50,431 00	50,431.00			50 43
	Total Cash and Money Funds		**280,501.51**	**280,501.51**			**802.07**
	Corporate Bonds						
25,000	WELLS FARGO CAPITAL XV GLB VAR% PERPETUAL	01/08/10	27,746.25	27,812 50	66 25		2,438 00
25,000	MONTPELIER RE HOLDINGS 06 125% AUG 15 2013 MOODY'S. *** S&P BBB	03/12/09	18,937 85	26,010 50	7,072 65	578 47	1,532 00
25,000	MONTPELIER RE HOLDINGS	03/12/09	18,937 85	26,010.50	7,072 65	578.47	1,532.00
700	HSBC USA INC NEW DEP SHS REP1/4TH ADJ RT PFD CUM SER D 6 05%	04/26/10	17.099 35	17,374 00	274 65		788 00
300	HSBC USA INC NEW	04/26/10	7,329 00	7,446 00	117 00		338 00
1,000	METLIFE INC 3M LIBOR + 100, 4% FLOOR NON-CUM FLOAT RATE PFD	12/29/08	13,355.35	23,740.00	10,384 65		1,011 00
	Total Corporate Bonds		**103,405.65**	**128,393.50**	**24,987.85**	**1,156.94**	**7,639.00**

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SPDR GOLD TRUST	64,956.	69,360.
THE BURTON PARTNERSHIP	399,372.	399,372.
TOTALS	464,328.	468,732.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	32,531.
TOTAL	32,531.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
RODERICK HELLER III 1344 CARNTON LANE FRANKLIN, TN 37064	DIRECTOR
ELIZABETH ANNE HELLER 252 WARREN STREET BROOKLYN, NY 11201	DIRECTOR
CAROLYNN AYRES HELLER 9 BEECHDALE ROAD BALTIMORE, MD 21210	DIRECTOR
RODERICK HELLER IV 55 AGNES STREET OAKLAND, CA 94618	DIRECTOR
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL USE	15,000.
OPTIONS RECOVERY SERVICES 1931 CENTER STREET BERKELEY, CA 94704	NONE PUBLIC CHARITY	GENERAL USE	2,000.
LIGHTHOUSE COMMUNITY CHARTER SCHOOL 444 HEGENBERGER ROAD OAKLAND, CA 94621	NONE PUBLIC CHARITY	GENERAL USE	2,500.
BROOKLYN BRIDGE CONSERVANCY 334 FURMAN STREET BROOKLYN, NY 11201	NONE PUBLIC CHARITY	GENERAL USE	2,000.
FAIR CHANCE 2000 M STREET NW WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL USE	1,500.
CENTRAL ASIA INSTITUTE P.O. BOX 7209 BOZEMAN, MT 59771	NONE PUBLIC CHARITY	GENERAL USE	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE PUBLIC CHARITY	GENERAL USE	3,000.
FONKOZE 1700 KALORAMA ROAD NW SUITE 102 WASHINGTON, DC 20009	NONE PUBLIC CHARITY	GENERAL USE	2,000.
HISTORIC CARNTON PLANTATION 1345 CARNTON LANE FRANKLIN, TN 37064	NONE PUBLIC CHARITY	GENERAL USE	20,000.
WETA 3939 CAMPBELL AVE ARLINGTON, VA 22206	NONE PUBLIC CHARITY	GENERAL USE	1,500.
URBAN SCHOOL HOUSE 889 WARFIELD AVENUE OAKLAND, CA 94610	NONE PUBLIC CHARITY	GENERAL USE	1,000.
BETH ISRAEL MEDICAL CENTER 555 WEST 57TH STREET 18TH FLOOR NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL USE	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMFED USA 465 CALIFORNIA STREET SUITE 626 SAN FRANCISCO, CA 94104	NONE PUBLIC CHARITY	GENERAL USE	1,500.
THE PHILLIPS COLLECTION 1600 21ST STREET NW WASHINGTON, DC 20009	NONE PUBLIC CHARITY	GENERAL USE	2,000.
TREES FOR THE FUTURE PO BOX 7027 SILVER SPRING, MD 20907	NONE PUBLIC CHARITY	GENERAL USE	3,000.
MULTIPLE MYELOMA RESEARCH FOUNDATION 51 LOCUST AVENUE NEW CANAAN, CT 06840	NONE PUBLIC CHARITY	GENERAL USE	1,000.
OAKLAND CHILDREN'S HOSPITAL PO BOX 2054 OAKLAND, CA 94604-2054	NONE PUBLIC CHARITY	GENERAL USE	1,000.
YOUTH MOVEMENT RECORDS PO BOX 3122 OAKLAND, CA 94609	NONE PUBLIC CHARITY	GENERAL USE	2,000.
		TOTAL CONTRIBUTIONS PAID	66,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust: THE HELLER FAMILY FOUNDATION

Employer identification number: 52-2034432

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-12,405.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-12,405.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	8,867.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	2,025.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	10,892.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

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Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		**(1)** Beneficiaries' (see instr)	**(2)** Estate's or trust's	**(3)** Total
13 **Net short-term gain or (loss)**	13			-12,405.
14 **Net long-term gain or (loss):**				
a Total for year	14a			10,892.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,513.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	(1,513)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust
THE HELLER FAMILY FOUNDATION

Employer identification number
52-2034432

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a BURTON PARTNERSHIP	VAR	VAR		284.	-284.
MERRILL LYNCH	VAR	VAR	253,736.	265,823.	-12,087.
US NATURAL GAS FUND 1256 LOSS	VAR	VAR		34.	-34.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -12,405.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LINN ENERGY	VAR	VAR	0.	77.	-77.
BURTON PARTNERSHIP	VAR	VAR		998.	-998.
MERRILL LYNCH	VAR	VAR	151,832.	141,839.	9,993.
US NATURAL GAS FUN 1256 LOSS	VAR	VAR		51.	-51.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 8,867.

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Schedule D-1 (Form 1041) 2010

THE HELLER FAMILY FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and the preparation of your tax return. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize the premium paid on the purchase of taxable bonds. The gain (loss) information may not include return of capital, sales load deferral or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The Cost Basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount (OID) obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
SLM CORP 4.00%JAN15 10	50000.0000	05/14/09	01/15/10			50,000.00	48,243.90	1,756.10
CENTURYLINK INC SHS	200 0000	04/27/10	08/02/10			7,178.53	6,741.88	436.65
	300.0000	04/27/10	08/02/10			10,776.57	10,112.82	663.75
		Security Subtotal				***17,955.10***	***16,854.70***	***1,100.40***
ISHARES FTSE XINHUA HK	100.0000	09/03/09	06/17/10			3,983.58	3,971.35	12 23
SPDR S P CHINA	100.0000	09/03/09	06/17/10			6,841.09	6,389.79	451.30
		Short Term Capital Gains Subtotal				**78,779.77**	**75,459.74**	**3,320.03**
SHORT TERM CAPITAL LOSSES								
BP PLC SPON ADR	200.0000	11/06/09	05/03/10			9,588.99	11,614.99	(2,026.00)
BAXTER INTERNTL INC	400 0000	03/08/10	08/02/10			17,888.33	23,751.72	(5,863.39)
	100.0000	03/08/10	08/02/10			4,472.09	5,943.35	(1,471.26)
		Security Subtotal				***22,360.42***	***29,695.07***	***(7,334.65)***
CONOCOPHILLIPS	200.0000	11/17/09	07/16/10			10,303.37	10,803.35	(499.98)

THE HELLER FAMILY FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SYMETRA FINANCIAL CORP	300.0000	04/14/10	07/16/10			3,594.64	4,154.70	(560.06)
	100 0000	04/14/10	07/16/10			1,198.21	1,390.30	(192.09)
	100.0000	04/14/10	07/16/10			1,198.21	1,384.97	(186.76)
	200.0000	04/14/10	07/16/10			2,396.45	2,770.00	(373.55)
	200 0000	04/14/10	07/16/10			2,399.96	2,770.00	(370.04)
	100.0000	04/14/10	07/16/10			1,200.03	1,385 00	(184.97)
		Security Subtotal				***11,987.50***	***13,854.97***	***(1,867.47)***
TELECOM ITALIA S P A NEW	1500 0000	04/27/10	06/17/10			17,904.35	20,660.35	(2,756.00)
WHITE MTNS INS GRP LTD	50 0000	04/14/10	08/02/10			15,738.88	18,055.35	(2,316.47)
		Short Term Capital Losses Subtotal				**87,883.51**	**104,684.08**	**(16,800.57)**
NET SHORT TERM CAPITAL GAIN (LOSS)								**(13,480.54)**
LONG TERM CAPITAL GAINS								
WILLIS GROUP HLD 5.12% 10	50000 0000	05/13/09	07/15/10			50,000.00	49,229.80	770.20
ATMOS ENERGY CORP COM	500.0000	04/01/09	06/17/10			14,120.36	11,555.35	2,565.01
COHEN & STEERS SELECT	500.0000	01/22/09	07/06/10			6,505.04	5,530.35	974.69
HEINZ H J CO PV 25CT	100.0000	01/26/09	08/02/10			4,474.43	3,644.00	830.43
	100 0000	01/26/09	08/02/10			4,474.43	3,649.10	825.33
	200.0000	04/23/09	08/02/10			8,948.89	6,755.35	2,193.54
		Security Subtotal				***17,897.75***	***14,048.45***	***3,849.30***
INTL PAPER CO	100 0000	01/22/09	07/16/10			2,289.96	1,053.66	1,236.30
	100 0000	01/22/09	07/16/10			2,288.85	1,053.65	1,235.20
	300 0000	01/22/09	07/16/10			6,866.56	3,152 97	3,713 59
		Security Subtotal				***11,445.37***	***5,260.28***	***6,185.09***
REGIONS FINL CORP	1000.0000	06/15/09	06/17/10			7,016.83	4,495.35	2,521.48
		Long Term Capital Gains Subtotal				**106,985.35**	**90,119.58**	**16,865.77**
LONG TERM CAPITAL LOSSES								
RANGE RESOURCES CORP DEL	250 0000	06/15/09	07/16/10			10,010.53	11,617.85	(1,607.32)
	50.0000	06/19/09	07/16/10			2,002.10	2,229.00	(226.90)
	200 0000	06/19/09	07/16/10			8,008 43	8,920 85	(912.42)
		Security Subtotal				***20,021.06***	***22,767.70***	***(2,746.64)***

THE HELLER FAMILY FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SMART BALANCE INC	200.0000	05/06/09	06/17/10			812.91	1,493.35	(680.44)
	200 0000	05/06/09	06/17/10			812.91	1,488.00	(675.09)
	100.0000	05/06/09	06/17/10			406.46	744.00	(337.54)
	100.0000	05/06/09	06/17/10			406.46	744.00	(337.54)
	200 0000	05/06/09	06/17/10			812.92	1,488.00	(675.08)
	100 0000	05/06/09	06/17/10			406.46	744.00	(337.54)
	100 0000	05/06/09	06/17/10			406.46	744.00	(337.54)
		Security Subtotal				***4,064.58***	***7,445.35***	***(3,380.77)***
		Long Term Capital Losses Subtotal				**24,085.64**	**30,213.05**	**(6,127.41)**
NET LONG TERM CAPITAL GAIN (LOSS)								**10,738.36**

OTHER TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
PSEG POWER LLC CLD	20000.0000	01/20/09	04/21/10			20,000.00	20,000.00	N/C
UNITED STS NAT GAS FD LP	100.0000	04/16/09	07/06/10			762.64	1,506.34	N/C
		Other Transactions Subtotal				**20,762.64**		
TOTAL CAPITAL GAINS AND LOSSES						**318,496.91**	**321,982.79**	**(2,742.18)**
TOTAL REPORTABLE GROSS PROCEEDS						**318,496.91**		
DIFFERENCE						**0.00 ****		

Note Capital gains and losses in this statement are not reported to the Internal Revenue Service.

** Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers) It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

N/C Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero-coupon issues.

THE HELLER FAMILY FOUNDATION

2010 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

Your Supplemental Tax Information Statement that follows is a summary of the gains and losses on your Widely Held Fixed Investment Trust (WHFIT) securities. As a WHFIT interest holder, you must report your pro-rata share of the securities sold by the WHFIT trust in addition to any gain(loss) from the sales that you have made of your WHFIT securities. This section includes your pro-rata share of principal payments made by Real Estate Mortgage Investment Conduits (REMICs) and Collateralized Debt Obligations (CDOs). The Capital Gain and Loss Transactions section is provided to facilitate your preparation of your tax return and is not reported to the IRS. In calculating gain (loss) for any sales of these securities, unless otherwise noted, it was assumed that the oldest position was liquidated first. The gain (loss) information may not include sales load deferral or wash sales adjustments. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
SPDR GOLD TRUST	200 0000	10/14/09	01/07/10			7.23	6.82	0.41
	45.0000	11/11/09	01/07/10			1.63	1.62	0.01
	200 0000	10/14/09	02/03/10			7.17	6.86	0.31
	200.0000	10/14/09	03/03/10			6.17	5.79	0.38
	45 0000	11/11/09	03/03/10			1.39	1.38	0 01
	200.0000	10/14/09	04/08/10			6.94	6 44	0.50
	45.0000	11/11/09	04/08/10			1.56	1.53	0.03
	200 0000	10/14/09	05/07/10			6 60	5.86	0.74
	45.0000	11/11/09	05/07/10			1.49	1.39	0.10
	87 0000	11/27/09	05/07/10			2.87	2.83	0 04
	168.0000	04/29/10	05/07/10			5.54	5.39	0.15
	200.0000	10/14/09	06/04/10			8.00	7 09	0.91
	45 0000	11/11/09	06/04/10			1.80	1 69	0.11
	87 0000	11/27/09	06/04/10			3.48	3.42	0.06
	168 0000	04/29/10	06/04/10			6.72	6.53	0.19
	200.0000	10/14/09	07/08/10			7.90	7.06	0.84
	45 0000	11/11/09	07/08/10			1.78	1.68	0.10
	87.0000	11/27/09	07/08/10			3.44	3 41	0.03
	168 0000	04/29/10	07/08/10			6.64	6 50	0.14
	200.0000	10/14/09	08/02/10			23,166.32	20,852.42	2,313 90
	45.0000	11/11/09	08/02/10			5,212.42	4,964.86	247.56
	87 0000	11/27/09	08/02/10			10,077.35	10,065.65	11.70
	168.0000	04/29/10	08/02/10			19,459.72	19,203.66	256.06
	200.0000	10/14/09	08/04/10			8.15	7.25	0.90
	45.0000	11/11/09	08/04/10			1.83	1.73	0.10
	87.0000	11/27/09	08/04/10			3.54	3 50	0.04
	168 0000	04/29/10	08/04/10			6.84	6.67	0.17
	300.0000	09/17/10	10/04/10			12.78	12 44	0.34
	300.0000	09/17/10	11/05/10			13.40	12.27	1 13
	300.0000	09/17/10	12/03/10			13.22	12.04	1.18

THE HELLER FAMILY FOUNDATION

2010 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
SPDR GOLD TRUST								
	100.0000	11/04/10	12/03/10			4.41	4.35	0.06
		Security Subtotal				***58,068.33***	***55,230.13***	***2,838.20***
		Short Term Capital Gains Subtotal				**58,068.33**	**55,230.13**	**2,838.20**
SHORT TERM CAPITAL LOSSES								
SPDR GOLD TRUST	87.0000	11/27/09	01/07/10			3.14	3.29	(0.15)
	45.0000	11/11/09	02/03/10			1.61	1.63	(0.02)
	87.0000	11/27/09	02/03/10			3.13	3.31	(0.18)
	87.0000	11/27/09	03/03/10			2.68	2.79	(0.11)
	87.0000	11/27/09	04/08/10			3.02	3.11	(0.09)
	50.0000	05/14/10	06/04/10			2.00	2.06	(0.06)
	50.0000	05/14/10	06/04/10			2.00	2.06	(0.06)
	100.0000	06/17/10	07/08/10			3.95	4.14	(0.19)
	50.0000	06/21/10	07/08/10			1.96	2.06	(0.10)
	50.0000	05/14/10	07/08/10			1.98	2.05	(0.07)
	50.0000	05/14/10	07/08/10			1.98	2.05	(0.07)
	100.0000	06/17/10	08/02/10			11,585.14	12,229.68	(644.54)
	50.0000	06/21/10	08/02/10			5,792.57	6,084.68	(292.11)
	50.0000	05/14/10	08/02/10			5,791.59	6,045.47	(253.88)
	50.0000	05/14/10	08/02/10			5,792.57	6,045.46	(252.89)
	100.0000	06/17/10	08/04/10			4.07	4.25	(0.18)
	50.0000	06/21/10	08/04/10			2.04	2.11	(0.07)
	50.0000	05/14/10	08/04/10			2.04	2.10	(0.06)
	50.0000	05/14/10	08/04/10			2.04	2.10	(0.06)
	100.0000	11/09/10	12/03/10			4.40	4.48	(0.08)
		Security Subtotal				***29,003.91***	***30,448.88***	***(1,444.97)***
		Short Term Capital Losses Subtotal				**29,003.91**	**30,448.88**	**(1,444.97)**
NET SHORT TERM CAPITAL GAIN (LOSS)								**1,393.23**
TOTAL CAPITAL GAINS AND LOSSES						**87,072.24**	**85,679.01**	**1,393.23**
TOTAL REPORTABLE GROSS PROCEEDS						**87,072.24**		
DIFFERENCE						**0.00 ****		

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No 1545-0184

2010

Attachment Sequence No 27

Name(s) shown on return: THE HELLER FAMILY FOUNDATION

Identifying number: 52-2034432

1 Enter the gross proceeds from sales or exchanges reported to you for 2010 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I **Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year** (see instructions)

2 (a) Description of property	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
ATTACHMENT 1						-42.

3	Gain, if any, from Form 4684, line 42	3	
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6	Gain, if any, from line 32, from other than casualty or theft	6	
7	Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows	7	-42.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below

8	Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9	Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9	

Part II **Ordinary Gains and Losses** (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)

11	Loss, if any, from line 7	11	(42)
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 34 and 41a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Combine lines 10 through 16	17	-42.
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below		
a	If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a" See instructions	18a	
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14	18b	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2010)

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Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property.	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)
A		
B		
C		
D		

These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B	Property C	Property D
20 Gross sales price (**Note:** *See line 1 before completing*)	20				
21 Cost or other basis plus expense of sale	21				
22 Depreciation (or depletion) allowed or allowable	22				
23 Adjusted basis Subtract line 22 from line 21	23				
24 Total gain Subtract line 23 from line 20	24				
25 **If section 1245 property:**					
a Depreciation allowed or allowable from line 22	25a				
b Enter the **smaller** of line 24 or 25a	25b				
26 **If section 1250 property:** If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291					
a Additional depreciation after 1975 (see instructions)	26a				
b Applicable percentage multiplied by the **smaller** of line 24 or line 26a (see instructions)	26b				
c Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the **smaller** of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 **If section 1252 property:** Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage (see instructions)	27b				
c Enter the **smaller** of line 24 or 27b	27c				
28 **If section 1254 property:**					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a				
b Enter the **smaller** of line 24 or 28a	28b				
29 **If section 1255 property:**					
a Applicable percentage of payments excluded from income under section 126 (see instructions)	29a				
b Enter the **smaller** of line 24 or 29a (see instructions)	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32 Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 36 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

		(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33		
34 Recomputed depreciation (see instructions)	34		
35 Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35		

THE HELLER FAMILY FOUNDATION 52-2034432

Supplement to Form 4797 Part I Detail

ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
KINDER MORGAN ENERGY	VAR	VAR	20.			20.
BURTON PARTNERSHIP	VAR	VAR	-1.			-1.
ENTERPRISE PARTNERS	VAR	VAR	-61.			-61.
Totals						-42.