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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE HEESTAND FOUNDATION INC. Employer identification number: 36-3996303. Telephone number: (312) 944-0912. City: CHICAGO, IL 60610. Accounting method: Cash.

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	6,343	10,388	10,388	
	2 Savings and temporary cash investments	118,736	175,241	175,241	
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	2,191 <input checked="" type="checkbox"/>	2,191	1,544	
	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)	1,060,519 <input checked="" type="checkbox"/>	1,099,820	1,052,588	
	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)	1,187,789	1,287,640	1,239,761		
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,187,789	1,287,640		
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	1,187,789	1,287,640			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,187,789	1,287,640			

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	1,187,789
2	Enter amount from Part I, line 27a	2	102,143
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,289,932
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	2,292
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,287,640

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	130,583
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

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))
2010	50,575	1,250,550	0.040442
2009	45,509	1,127,209	0.040373
2008	62,175	1,387,238	0.044819
2007	65,250	1,580,379	0.041288
2006	92,050	1,456,396	0.063204

2	Total of line 1, column (d).	2	0.230126
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	0.046025
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,295,865
5	Multiply line 4 by line 3.	5	59,642
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,581
7	Add lines 5 and 6.	7	61,223
8	Enter qualifying distributions from Part XII, line 4.	8	55,632

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,162
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	3,162
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,162
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	581
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	6,781
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,619
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 3,619 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?		No
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)? <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>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IL _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of OLIN J HEESTAND JR Telephone no (312) 944-0912 Located at 41 E SCHILLER STREET CHICAGO IL ZIP+4 60610			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
16 At any time during calendar year 2011, 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	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
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 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 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 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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

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

Total number of others receiving over \$50,000 for professional services. **▶**

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

1	Expenses

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1 NONE	Amount

All other program-related investments See page 24 of the instructions

3	Amount

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	1,208,529
b	Average of monthly cash balances.	1b	107,070
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,315,599
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	1,315,599
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	19,734
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,295,865
6	Minimum investment return. Enter 5% of line 5.	6	64,793

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	64,793
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	3,162
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,162
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	61,631
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	61,631
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	61,631

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	55,632
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	55,632
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	55,632

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				61,631
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 22,310				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	22,310			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 55,632				
a Applied to 2010, but not more than line 2a			0	
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 2011 distributable amount.				55,632
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	5,999			5,999
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,311			
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	16,311			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

OLIN J HEESTAND JR

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 55,632
b <i>Approved for future payment</i>				
Total				3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
342 568 SHS VIRTUS INSIGHT TR	P		
66 SHS ISHARES FTSE/XINHUA CHINA 25 INDX FUND	P		
51 648 SHS MATTHEWS ASIAN FUNDS	P		
86 851 SHS ABERDEEN ASIA PACIFIC EX JAPAN	P		
95 SHS NOKIA CORP	P		
392 098 SHS HARDING LOEVNER FDS INC	P		
3,000 SHS JPM CHASE CAPITAL XXVIII	P		
6,000 SHS JPM CHASE CAPITAL XXIX	P		
40 SHS AVON PRODUCTS INC	P		
1 SH GOOGLE INC	P	2011-01-27	2011-04-18
463 470 SHS PIMCO EMERGING LOCAL BND FD	P		
336 069 SHS DREYFUS/LAUREL FDS TR PRM EMRGN	P		
6,598 985 SHS T ROWE PRICE INT'L FUNDS	P		
882 825 SHS JPM MID CAP VALUE FUND	P		
2,857 143 SHS JPM EM MKTS EQUITY FUND	P		
3,782 506 SHS JPM US LG CAP CORE PLUS FD	P		
1,630 798 SHS JPM STR INC OPP FD	P		
64 SHS YAHOO INC	P		
343 612 SHS PIMCO EMRGN MKTS CORP BND FD	P		
117 645 SHS T ROWE PRICE EMRGN MKTS STOCK FD	P		
139 SHS BANCO SANTANDER CENTRAL HISPANO	P		
BARCLAYS ARN SPX 07/21/2011 - REDEMPTION	P		
23 SHS WHIRLPOOL CORP	P		
3,298 611 SHS JPM STR INC OPP FD JPM SECURITIES	P		
BARCLAYS BRIC 98% PPN MD - REDEMPTION	P		
18 790 SHS JPM MID CAP VALUE FUND	P		
925 980 SHS JPM MID CAP VALUE FUND	P		
1,312 603 SHS JPM US LG CAP CORE PLUS FD	P		
53 SHS CITIGROUP INC	P		
5 SHS MASTERCARD INC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
27 SHS VISTEON CORP	P		
196 452 SHS DREYFUS/LAUREL FDS TR PRM EMRGN	P		
266 621 SHS PIMCO EMRGN LOCAL BOND FUND	P		
138 SHS ISHARES MSCI RUSSIA CAPPED INDEX FUND	P		
11 SHS KRAFT FOODS INC	P		
13 SHS PHILIP MORRIS INTERNATIONAL	P		
21 SHS KRAFT FOODS INC	P		
107 SHS CORNING INC	P		
286 738 SHS FRANKLIN TEMPLETON EMRG MKT DEBT OPP FD	P		
122 587 SHS DREYFUS/LAUREL FDS TR PRM EMRGN	P		
137 518 SHS DREYFUS/LAUREL FDS TR PRM EMRGN	P		
484 292 SHS JOHN HANCOCK II - EMG MKTS I	P		
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,042		3,014	28
2,838		2,920	-82
1,034		1,073	-39
1,037		1,034	3
858		967	-109
2,937		3,027	-90
77,632		75,000	2,632
151,656		150,000	1,656
1,124		1,160	-36
524		617	-93
5,075		5,044	31
5,078		5,030	48
130,000		122,823	7,177
22,000		20,133	1,867
69,000		25,563	43,437
80,000		55,678	24,322
19,537		19,602	-65
864		1,042	-178
3,900		3,986	-86
4,007		4,196	-189
1,595		1,636	-41
131,500		100,000	31,500
1,518		1,827	-309
38,000		39,649	-1,649
169,942		156,520	13,422
405		429	-24
19,936		21,118	-1,182
24,441		19,322	5,119
1,402		2,096	-694
1,588		1,293	295

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,188		1,825	-637
2,815		2,939	-124
2,834		2,901	-67
2,598		4,016	-1,418
389		366	23
923		855	68
742		693	49
1,563		1,975	-412
3,530		3,593	-63
1,632		1,816	-184
1,830		2,038	-208
4,378		5,603	-1,225
			8,110

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			28
			-82
			-39
			3
			-109
			-90
			2,632
			1,656
			-36
			-93
			31
			48
			7,177
			1,867
			43,437
			24,322
			-65
			-178
			-86
			-189
			-41
			31,500
			-309
			-1,649
			13,422
			-24
			-1,182
			5,119
			-694
			295

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-637
			-124
			-67
			-1,418
			23
			68
			49
			-412
			-63
			-184
			-208
			-1,225

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PARKWAYS FOUNDATION541 N FAIRBANKS COURT SUITE 850 CHICAGO,IL 60611	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,950
WESTERN RESERVE ACADEMY115 COLLEGE STREET HUDSON,OH 44236	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	10,000
ART INSTITUTE OF CHICAGO111 S MICHIGAN AVENUE CHICAGO,IL 60603	NONE	PUBLIC	FOR SUSTAINING FELLOWS	2,500
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVENUE CHICAGO,IL 60604	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	5,000
HARRIS SCHOOL - UNIVERSITY OF CHICAGO5801 S ELLIS STREET CHICAGO,IL 60637	NONE	PUBLIC	FOR HARRIS SCHOOL BUILDING CAMPAIGN	15,000
NEWBERRY LIBRARY60 WEST WALTON STREET CHICAGO,IL 60610	NONE	PUBLIC	FOR PRESIDENT'S FELLOWS	1,500
YOUTH GUIDANCE122 S MICHIGAN AVENUE CHICAGO,IL 60603	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
LYRIC OPERA20 N WACKER DRIVE SUITE 860 CHICAGO,IL 60606	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	2,482
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB,UT 84741	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
CHICAGO SHAKESPEARE THEATRE 800 EAST GRAND AVENUE CHICAGO,IL 60611	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
BREARLEY SCHOOL610 EAST 83RD STREET NEWYORK,NY 10028	NONE	PUBLIC	FOR SCHOLARSHIP FUND	1,000
FOURTH PRESBYTERIAN CHURCH 126 E CHESTNUT CHICAGO,IL 60611	NONE	PUBLIC	FOR OPERATING FUND (\$500) FOR PROJECT LIGHT (\$1,700) FOR ANNUAL FUND (\$2,000) UNRESTRICTED	4,200
FOUNDATION FIGHTING BLINDNESS11435 CRONHILL DRIVE OWINGS MILLS,MD 21117	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
JOFFREY BALLET OF CHICAGO10 E RANDOLPH STREET CHICAGO,IL 60601	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE,MD 208505168	NONE	PUBLIC	FOR "A HOME AWAY FROM HOME" FOR MILITARY PERSONNEL AND THEIR FAMILIES UNDERGOING MEDICAL TREATMENT FOR AN ILLNESS, DISEASE, OR INJURY	1,000
DOCTORS WITHOUT BORDERSUS HEADQUARTERS - 333 7TH AVENUE NEWYORK,NY 100015004	NONE	PUBLIC	FOR EMERGENY MEDICAL AID TO PEOPLE AFFECTED BY ARMED CONFLICT, EPIDEMICS, NATURAL AND MAN-MADE DISASTERS AND EXCLUSION FROM HEALTH CARE	1,000
HEALTHY KIDS CAMPAIGN175 N FRANKLIN SUITE 300 CHICAGO,IL 60606	NONE	PUBLIC	FOR PROMOTING CLEAN, HEALTHY ENVIRONMENTS IN SCHOOLS WHICH WILL ASSIST CHILDREN IN LEARNING TO BE CLEAN AND HEALTHY IN THEIR LIVES AND IN THEIR HOMES	1,000
ART RESOURCES IN TEACHING11 E ADAMS STREET SUITE 1600 CHICAGO,IL 60603	NONE	PUBLIC	FOR EDUCATION	2,000
LATIN SCHOOL OF CHICAGO59 W NORTH BOULEVARD CHICAGO,IL 60610	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
SAN DIEGO HOSPICE4311 THIRD AVENUE SAN DIEGO,CA 92103	NONE	PUBLIC	FOR HELPING TERMINALLY ILL PATIENTS DEAL WITH THEIR MEDICAL SITUATION IN A CALMER ENVIRONMENT THAN A HOSPITAL	1,000
Total				55,632

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

**TY 2011 Investments Corporate
Stock Schedule****Name:** THE HEESTAND FOUNDATION INC**EIN:** 36-3996303

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ICG (INTERNET CAPITAL GROUP)	2,191	1,544

TY 2011 Investments - Other Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JPM EMERGING MARKETS EQUITY FD		25,514	57,612
JPM MID CAP VALUE FUND		0	0
JPM US LG CAP CORE PLUS FUND		0	0
JPM CHASE CAPITAL XXVIII		0	0
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND		116,139	111,663
JPMORGAN CHASE FRN 3.000% NOTE		103,713	101,680
BARCLAYS BRIC 98% PPN MD 09/11		0	0
JPM CHASE CAPITAL XXIX		0	0
BARCLAYS ARN SPX 7/21/11		0	0
AVON PRODUCTS INC		0	0
CORNING INC		0	0
KRAFT FOODS INC		915	1,121
PHILIP MORRIS INTERNATIONAL		1,238	1,648
WHIRLPOOL CORP		0	0
MATTHEWS ASIAN FDS		6,126	4,264
ABERDEEN ASIA PACIFIC EX JAPAN		10,729	9,068
ANHEUSER BUSCH INBEV SA/NV		2,315	2,379
BUNGE LIMITED		2,153	1,888
ISHARES FTSE/XINHUA CHINA 25		0	0
JPMORGAN LATIN AMERICA FUND		5,908	4,891
NOKIA CORP		0	0
UNILEVER N V		2,107	2,337
VODAFONE GROUP PLC		2,069	2,102
DELAWARE EMERGING MARKETS FUND		26,652	21,790
HARDING LOEVNER FDS INC		0	0
JPMORGAN EMERGING MARKETS EQTY		15,954	13,559
T ROWE PRICE EMERGING MARKETS		21,757	18,235
VIRTUS INSIGHT TR		19,482	18,621
FRANKLIN TEMPLETON EMERGING		15,974	14,439
PIMCO EMERGING LOCAL BOND FUND		14,813	13,959
PIMCO EMERGING MARKETS		5,514	5,246
DREYFUS/LAUREL FUNDS		7,788	6,967
T ROWE PRICE INTN'L FUNDS		51,161	40,113
SPDR GOLD TRUST		171,367	161,565
BNP CONT BUFF NON NUCLEAR		125,000	109,346
BNP CONT BUFF EQ GDX		20,000	18,662
JPM STR INC OPP FD		205,422	194,354
JPMORGAN TR I		91,307	88,950
E I DU PONT DE NEMOURS & CO		1,182	1,007
GENERAL MOTORS CO		1,585	1,196
HSBC HOLDINGS PLC		1,947	1,372
NOVA-NORDISK A S		2,053	1,959
JOHN HANCOCK II-EMG MKTS-I		6,265	5,136
COLUMBIA ABSOLUTE RETURN EMRG		15,671	15,459

TY 2011 Land, Etc. Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

TY 2011 Other Decreases Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Description	Amount
DECEMBER 2010 BASIS ADJUSTMENT	2,292

TY 2011 Other Expenses Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	25	25		
JP MORGAN-FEES	4,000	4,000		

TY 2011 Taxes Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING	36	36		
ESTIMATED TAXES	300			

Additional Data

Software ID:

Software Version:

EIN: 36-3996303

Name: THE HEESTAND FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OLIN J HEESTAND JR 41 EAST SCHILLER CHICAGO,IL 60610	DIR/PRES 1 85	0	0	0
PATRICIA H HEESTAND 41 EAST SCHILLER CHICAGO,IL 60610	DIR/SEC 0 31	0	0	0
ALEXANDRA N HEESTAND 3151 N HONORE STREET CHICAGO,IL 60657	DIRECTOR 0 31	0	0	0
ANNE HEESTAND 464 PROSPECT STREET LA JOLLA,CA 92037	DIRECTOR 0 15	0	0	0
THADDAEUS PARKER 3151 N HONORE STREET CHICAGO,IL 60657	DIRECTOR 0 15	0	0	0