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

2011

For calendar year 2011 or tax year beginning January 1 **, 2011, and ending** December 31 **, 20**

Name of foundation	A Employer identification number
HEED FOUNDATION	94 3401972
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
2180 E Hemmi Rd	360 966 5421
City or town, state, and ZIP code	C If exemption application is pending, check here ▶ ☐
Bellingham WA 98226	

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 117,287.99

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	2,920.14	2,920.14		
	4	Dividends and interest from securities	3,177.16	3,177.16		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		19,834.86		
	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)	0			
	11	Other income (attach schedule)	7,334.12	7,334.12		
	12	**Total.** Add lines 1 through 11	13,431.42	33,266.28		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0		
	14	Other employee salaries and wages	0	0		
	15	Pension plans, employee benefits	0	0		
	16a	Legal fees (attach schedule)	0	0		
	b	Accounting fees (attach schedule)	0	0		
	c	Other professional fees (attach schedule)	3,642.22	3,642.22		
	17	Interest	0	0		
	18	Taxes (attach schedule) (see instructions)	161.25	161.25		
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy	0	0		
	21	Travel, conferences, and meetings	0	0		
	22	Printing and publications	0	0		
	23	Other expenses (attach schedule)	60.00	60.00		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,863.47	3,863.47		
	25	Contributions, gifts, grants paid	111,600.00			
	26	**Total expenses and disbursements.** Add lines 24 and 25	115,463.47	3,863.47		
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-102,032.05			
	b	**Net investment income** (if negative, enter -0-)		29,402.81		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
AUG 23 2012
OGDEN, UT
IRS-OSC

SCANNED SEP 11 2012

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	13,726.72	117,287.99	117,287.99
2	Savings and temporary cash investments	6,446.87	0	0
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
5	Grants receivable	0	0	0
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
8	Inventories for sale or use	0	0	0
9	Prepaid expenses and deferred charges	0	0	0
10a	Investments—U.S. and state government obligations (attach schedule)	101,582.53	0	0
b	Investments—corporate stock (attach schedule)	78,392.34	0	0
c	Investments—corporate bonds (attach schedule)	0	0	0
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
12	Investments—mortgage loans	0	0	0
13	Investments—other (attach schedule)	0	0	0
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
15	Other assets (describe ▶)	0	0	0
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	200,148.46	117,287.99	117,287.99
Liabilities 17	Accounts payable and accrued expenses	0	0	
18	Grants payable	0	0	
19	Deferred revenue	0	0	
20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
21	Mortgages and other notes payable (attach schedule)	0	0	
22	Other liabilities (describe ▶)	0	0	
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	0	0	
25	Temporarily restricted	0	0	
26	Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see instructions)	0	0	
31	**Total liabilities and net assets/fund balances** (see instructions)	200,148.46	117,287.99	

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	200,148.46
2	Enter amount from Part I, line 27a	2	-102,032.05
3	Other increases not included in line 2 (itemize) ▶ capital gain	3	19,171.58
4	Add lines 1, 2, and 3	4	117,287.99
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	117,287.99

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	attachment			
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	19,834.86
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	106,862.17	241,356.82	0.44276
2009	88,847.85	326,496.62	0.27212
2008	78,916.13	441,732.36	0.17865
2007	124,669.39	543,858.55	0.22923
2006	184,689.70	650,848.15	0.28337

2	**Total** of line 1, column (d)	2	1.40613
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	0.28123
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	149,076.09
5	Multiply line 4 by line 3	5	41,924.07
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	294.02
7	Add lines 5 and 6	7	42,218.09
8	Enter qualifying distributions from Part XII, line 4	8	111,600.00

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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 letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	294.02
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	0
3	Add lines 1 and 2		3	294.02
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	294.02
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 0		
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 0		
7	Total credits and payments. Add lines 6a through 6d		7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	294.02
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	0

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		✔
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		✔
	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		✔
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		✔
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		✔
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✔
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		✔
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		✔
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	✔	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Washington			
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	✔	
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)? *If "Yes," complete Part XIV*	9		✔
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✔

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 instructions)	11		✔
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✔
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✔	
	Website address ▶			
14	The books are in care of ▶ Gerald Peterson Telephone no. ▶			
	Located at ▶ 924 3rd Ave N Kent WA ZIP+4 ▶ 98032			
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			
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		✔
	See 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 instructions)?	1b		N/A
	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 2011?	1c		✔
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? ☐ Yes ☑ No If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		N/A
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? ☐ Yes ☑ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✔
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		✔

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 instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		n/a
	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? *If "Yes" to 6b, file Form 8870.*	6b		✔
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		n/a

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Herbert Strouss 6709 127pl SE Snohomish WA 98296	president 5			
Charles Strouss 9244 Point Drive NE Yarrow Point WA 98004	vice president 5			
Cory Carlson 2180 E Hemmi Rd, Bellingham WA 98226	secretary 5			
Gerald Peterson 924 3rd Ave N, Kent WA 98032	treasurer 5			

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		
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	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	129,974.87
b	Average of monthly cash balances	1b	21,371.41
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	151,346.28
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	151,346.28
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,270.19
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,076.09
6	**Minimum investment return.** Enter 5% of line 5	6	7,453.80

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

1	Minimum investment return from Part X, line 6	1	7,453.80
2a	Tax on investment income for 2011 from Part VI, line 5 . . . 2a 294.02		
b	Income tax for 2011. (This does not include the tax from Part VI.) . . . 2b 0		
c	Add lines 2a and 2b	2c	294.02
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,159.78
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	7,159.78
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,159.78

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	111,600.00
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	111,600.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	294.02
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	111,305.98

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,159.78
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years: 20___,20___,20___		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				111,600.00
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(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		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007 0				
b Excess from 2008 0				
c Excess from 2009 0				
d Excess from 2010 0				
e Excess from 2011 0				

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

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

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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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).)

N/A

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.

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

Cory Carlson 2180 E Hemmi Rd Bellingham WA 98226 (360)-739-2982

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

None

c Any submission deadlines:

None

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

Heed does not support artistic endeavors.

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				
INCOR PO 531 Kent WA 98032			Humanitarian relief	105,500.00
University Presbyterian Church 4540 15th Ave NE Seattle WA 98105			Mental health ministry	1,200.00
Trinity United Methodist Church 6512 23rd Ave NW Seattle, WA 98117			Mission to Ukraine	1,200.00
Mountain View Community Church 12033 Seattle Hill Rd Snohomish WA 98296			Humanitarian relief	1,200.00
Catholic Community Services 1133 Railroad Ave #100 Bellingham WA 98225			Humanitarian relief	500.00
Needs Care Day Care 7450 Latona Ave NE Seattle WA 98115			Humanitarian relief	1,500.00
Community Christian Ministries 516 S. Main St. Moscow, ID 83843			Student ministry	500.00
Total . . . . . . ▶ 3a				111,600.00
b Approved for future payment				
N/A				
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 instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 N/A

(See worksheet in line 13 instructions 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 instructions.)
	N/A

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)		✔
	(2) Other assets		1a(2)		✔
b	Other transactions:				
	(1) Sales of assets to a noncharitable exempt organization		1b(1)		✔
	(2) Purchases of assets from a noncharitable exempt organization		1b(2)		✔
	(3) Rental of facilities, equipment, or other assets		1b(3)		✔
	(4) Reimbursement arrangements		1b(4)		✔
	(5) Loans or loan guarantees		1b(5)		✔
	(6) Performance of services or membership or fundraising solicitations		1b(6)		✔
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c		✔

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

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) is based on all information of which preparer has any knowledge

[signature] 8/14/2012 Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Account management fee (CITICORP)	3,642.22
Total professional fees line 16 [c]	3,642.22

Foreign tax paid on foreign dividends	23.42
Federal income tax	137.83
Total Taxes Line 18	161.25

Bank of America fees and service charges	60.00
Total other expenses line 23	60.00

Misc income associated with closing CITICORP investment account.	7,334.12
Total other income line 11	7,334.12

Attachment Part IV Form 990-PF 2011
HEED Foundation EIN 94-3401972

	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost	(h) Gain or Loss
15 0000	HOME DEPOT INC	P	03/18/2008	02/22/11	570 88	00	397 40	173 48
65 0000	BANK OF AMERICA CORP	P	Various	08/09/11	448 16	00	803 40	-355 24
10 0000	BOEING CO	P	Various	11/17/11	659 98	00	636 12	23 86
20 0000	NORTHROP GRUMMAN CORP	P	03/23/2009	11/21/11	1,087 37	00	725 05	362 32
7000 0000	FEDERAL HOME LN MTG 4 125% 9/27/13	P	11/13/2008	01/14/2011	7,580 23	00	7,162 17	418 06
4 0000	BOEING CO	P	10/04/2005	01/24/2011	288 99	00	270 12	18 87
5 0000	DEERE & CO	P	12/03/2009	01/24/2011	448 84	00	271 87	176 97
10 0000	ALLIED WORLD ASS COM USD0 03	P	Various	02/22/2011	614 98	00	423 05	191 93
10 0000	CONOCOPHILLIPS	P	Various	02/22/2011	760 38	00	482 31	278 07
70 0000	ERICSSON (LM)TEL ADR-EACH REP 10 ORD	P	Various	02/22/2011	856 09	00	685 65	170 44
20 0000	HALLIBURTON CO	P	Various	02/22/2011	930 58	00	602 39	328 19
15 0000	TEXAS INSTRS INC	P	Various	02/22/2011	537 58	00	401 16	136 42
54 3393	WEYERHAEUSER CO	P	Various	02/22/2011	1,316 60	00	2,447 45	-1,130 85
30 0000	BANK OF AMERICA CORP	P	01/07/2009	02/22/2011	424 49	00	419 88	4 61
15 0000	FLUOR CORP NEW	P	01/07/2009	02/22/2011	1,059 57	00	721 18	338 39
25 0000	EBAY INC	P	02/04/2008	02/22/2011	841 48	00	722 43	119 05
45 0000	APPLIED MATERIALS INC	P	03/24/2005	02/22/2011	706 03	00	747 33	-41 30
5 0000	JOHNSON & JOHNSON	P	04/16/2004	02/22/2011	302 69	00	271 59	31 10
5 0000	PARKER HANNIFIN CORP	P	04/23/2009	02/22/2011	445 44	00	210 92	234 52
15 0000	J P MORGAN CHASE & CO F/K/A	P	06/11/2003	02/22/2011	691 03	00	451 88	239 15
10 0000	EMERSON ELEC CO	P	06/16/2003	02/22/2011	604 88	00	265 64	339 24
10 0000	HESS CORP	P	06/25/2009	02/22/2011	811 48	00	540 65	270 83
10 0000	DEVON ENERGY CORP NEW	P	08/11/2009	02/22/2011	872 98	00	642 49	230 49
1000 0000	FEDERAL HOME LN MTG CORP DTD 01/14/02	P	08/13/2007	02/22/2011	1,048 41	00	1,029 12	19 29
17 0000	BABCOCK & WILCOX CO NEW	P	11/14/2008	02/22/2011	549 08	00	135 67	413 41
5 0000	DEERE & CO	P	12/03/2009	02/22/2011	459 54	00	271 87	187 67
5 0000	UNITED STS STL CORP NEW	P	12/23/2009	02/22/2011	292 79	00	271 58	21 21
9000 0000	FEDERAL HOME LN MTG CORP DTD	P	08/13/2007	03/30/2011	9,386 28	00	9,262 11	124 17
10 0000	CHUBB CORP	P	Various	04/04/2011	618 98	00	293 57	325 41
15 0000	GLAXO WELLCOME PLC SPONSORED	P	Various	04/04/2011	589 33	00	630 39	-41 06
35 0000	SAFEWAY INC NEW	P	Various	04/04/2011	820 03	00	696 93	123 10
20 0000	VODAFONE GROUP SPD ADR REP 10	P	Various	04/04/2011	578 38	00	388 24	190 14
1000 0000	US TREASURY NOTES 4 875% 8/15/16	P	01/07/2010	04/04/2011	1,130 35	00	1,104 02	26 33
15 0000	GAP INC DEL	P	01/10/2008	04/04/2011	337 34	00	269 87	67 47
25 0000	ERICSSON (LM)TEL ADR-EACH REP	P	01/26/2010	04/04/2011	319 74	00	243 14	76 60
1000 0000	US TREASURY NTS 3 750% 11/15/18	P	02/26/2009	04/04/2011	1,052 54	00	1,066 09	-13 55
10 0000	NOVARTIS AG-ADR	P	03/07/2005	04/04/2011	545 58	00	490 56	55 02
10 0000	J P MORGAN CHASE & CO F/K/A	P	06/11/2003	04/04/2011	462 69	00	301 25	161 44
20 0000	AT&T INC	P	06/15/2009	04/04/2011	613 78	00	488 85	124 93
5 0000	JONES LANG LASALLE INC PAR 01	P	06/30/2009	04/04/2011	520 09	00	163 00	357 09
10 0000	WALT DISNEY CO	P	08/16/2002	04/04/2011	426 39	00	156 63	269 76
10 0000	HONEYWELL INTERNATIONAL INC	P	09/16/2002	04/04/2011	592 68	00	241 60	351 08
1 0000	BOEING CO	P	10/04/2005	04/04/2011	73 66	00	67 53	6 13
5 0000	FRANKLIN RES INC	P	10/31/2008	04/04/2011	633 98	00	338 59	295 39
10 0000	BAKER HUGHES INC	P	11/05/2008	04/04/2011	726 28	00	346 23	380 05
60 0000	LAWSON SOFTWARE INC NEW	P	Various	04/26/2011	666 42	00	271 04	395 38
4 0000	HUNTINGTON INGALLS INDS INC	P	03/23/2009	05/11/2011	155 20	00	93 17	62 03
1 0000	HUNTINGTON INGALLS INDS INC	P	03/23/2009	05/12/2011	38 54	00	23 29	15 25
2 0000	HALLIBURTON CO	P	11/05/2008	05/13/2011	92 05	00	38 98	53 07
1000 0000	FED NATL MTG ASSN 4 625% 10/15/13	P	03/04/2009	05/18/2011	1,089 84	00	1,089 38	46
8 0000	HALLIBURTON CO	P	11/05/2008	05/27/2011	400 21	00	155 90	244 31
10 0000	PARKER HANNIFIN CORP	P	04/22/2009	06/21/2011	855 42	00	420 08	435 34
14 0000	MCDERMOTT INTL INC	P	11/14/2008	06/29/2011	274 17	00	56 08	218 09
7 0000	MCDERMOTTINTLINC	P	11/14/2008	06/29/2011	137 08	00	28 04	109 04
5 0000	MCDERMOTT INTL INC	P	11/14/2008	06/30/2011	98 98	00	20 03	78 95
6 0000	MCDERMOTT INTL INC	P	11/14/2008	06/30/2011	118 77	00	24 03	94 74
10 0000	MCDERMOTT INTL INC	P	11/14/2008	06/30/2011	197 96	00	40 06	157 90
15 0000	ERICSSON (LM)TELADR-EACH REP 10 ORD	P	01/26/2010	07/01/2011	215 15	00	145 88	69 27
5 0000	BABCOCK & WILCOX CO NEW	P	11/14/2008	07/01/2011	138 76	00	39 91	98 85
5 0000	MCDERMOTT INTL INC	P	11/14/2008	07/01/2011	99 30	00	20 03	79 27
13 0000	MCDERMOTT INTL INC	P	11/14/2008	07/01/2011	258 18	00	52 07	206 11
1 0000	BABCOCK & WILCOX CO NEW	P	11/14/2008	07/05/2011	27 42	00	7 98	19 44
5 0000	MCDERMOTT INTL INC	P	11/14/2008	07/05/2011	98 77	00	20 03	78 74
10 0000	MCDERMOTT INTL INC	P	11/14/2008	07/06/2011	198 56	00	40 06	158 50
4 0000	BABCOCK & WILCOX CO NEW	P	11/14/2008	07/07/2011	109 14	00	31 92	77 22
10 0000	BABCOCK & WILCOX CO NEW	P	11/14/2008	07/14/2011	264 82	00	79 81	185 01
1000 0000	US TREASURY NOTES 4 875% 8/15/16	P	01/07/2010	07/28/2011	1,164 84	00	1,104 02	60 82
5 0000	BAKER HUGHES INC	P	11/05/2008	08/03/2011	358 53	00	173 11	185 42
5 0000	HALLIBURTON CO	P	11/05/2008	08/03/2011	261 08	00	97 44	163 64
10 0000	CHUBB CORP	P	Various	08/12/2011	605 68	00	258 23	347 45
15 0000	EBAY INC	P	Various	08/12/2011	458 24	00	408 72	49 52
15 0000	MATTEL INC	P	Various	08/12/2011	366 14	00	299 91	66 23
25 0000	MERCK & CO INC NEW	P	Various	08/12/2011	796 23	00	946 13	-149 90
25 0000	UNILEVER PLC SPNSRD ADR NEW	P	Various	08/12/2011	818 49	00	542 92	275 57
1000 0000	U S TREASURY NOTES 4 875% 8/15/16	P	01/07/2010	08/12/2011	1,192 93	00	1,104 02	88 91
3000 0000	US TREASURY NTS 3 750% 11/15/18	P	02/26/2009	08/12/2011	3,444 61	00	3 198 29	246 32
3000 0000	FED NATL MTG ASSN 4 625% 10/1 5/13	P	03/04/2009	08/12/2011	3,275 89	00	3,268 14	7 75
10 0000	MICROSOFT CORP	P	03/10/2004	08/12/2011	252 29	00	256 78	-4 49
10 0000	APPLIED MATERIALS INC	P	03/24/2005	08/12/2011	175 65	00	249 11	-73 46
10 0000	NOVARTIS AG-ADR	P	03/24/2008	08/12/2011	554 48	00	490 00	64 48
15 0000	VODAFONE GROUP SPD ADR REP 1 0 ORD SH	P	04/15/2002	08/12/2011	407 54	00	288 99	118 55
15 0000	JOHNSON & JOHNSON	P	04/16/2004	08/12/2011	958 33	00	814 76	143 57
45 0000	CISCO SYS INC	P	12/22/2005	08/12/2011	717 73	00	776 89	-59 16
1000 0000	US TREASURY NTS 3 750% 11/15/18	P	02/26/2009	09/27/2011	1 153 75	00	1,066 09	87 66
10 0000	AT&T INC	P	06/15/2009	10/31/2011	294 23	00	244 42	49 81
5 0000	CONOCOPHILLIPS	P	Various	11/17/2011	347 44	00	226 55	120 89
20 0000	HOME DEPOT INC	P	Various	11/17/2011	747 79	00	507 45	240 34
10 0000	NUCORCORP	P	Various	11/17/2011	380 90	00	462 22	-81 33
20 0000	SAFEWAY INC NEW	P	Various	11/17/2011	382 60	00	396 89	-14 30
20 0000	TEXAS INSTRS INC	P	Various	11/17/2011	606 18	00	484 24	121 95
1000 0000	U S TREASURY NOTES 4 875% 8/15/16	P	01/07/2010	11/17/2011	1,190 55	00	1,104 03	86 52
10 0000	GAP INC DEL	P	01/10/2008	11/17/2011	192 19	00	179 91	12 28
2000 0000	FED NATL MTG ASSN 4 625% 10/15/13	P	03/04/2009	11/17/2011	2,154 65	00	2,178 76	-24 11
15 0000	MICROSOFT CORP	P	03/10/2004	11/17/2011	384 74	00	385 16	- 42
5 0000	ALLIED WORLD ASS COM USD0 03	P	03/14/2007	11/17/2011	299 69	00	209 95	89 74
10 0000	NORTHROP GRUMMAN CORP	P	03/23/2009	11/17/2011	567 38	00	362 53	204 85
10 0000	APPLIED MATERIALS INC	P	03/24/2005	11/17/2011	114 60	00	166 07	-51 47
10 0000	MERCK & CO INC NEW	P	03/31/2008	11/17/2011	346 09	00	376 86	-30 77
50 0000	KEYCORP (NEW) F/K/A SOCIETY CORP	P	06/04/2009	11/17/2011	358 49	00	274 15	84 34
10 0000	EMERSON ELEC CO	P	06/16/2003	11/17/2011	496 09	00	265 63	230 46
5 0000	HESS CORP	P	06/25/2009	11/17/2011	308 54	00	270 32	38 22
5 0000	NOBLE ENERGY INC	P	06/30/2010	11/17/2011	468 29	00	304 20	164 09
10 0000	EBAY INC	P	07/17/2008	11/17/2011	296 19	00	239 49	56 70
5 0000	WALT DISNEY CO	P	08/16/2002	11/17/2011	175 25	00	78 31	96 94
15 0000	WEYERHAEUSER CO	P	09/01/2010	11/17/2011	243 44	00	237 20	6 24
1000 0000	US TREAS NTS 3 000% 2/28/17	P	09/10/2010	11/17/2011	1,105 31	00	1,055 44	49 87
10 0000	HONEYWELL INTERNATIONAL INC	P	09/16/2002	11/17/2011	524 98	00	241 61	283 37
1000 0000	US TREASURY NTS 3 750% 11/15/18	P	10/26/2009	11/17/2011	1,159 84	00	1,019 06	140 78
1000 0000	U S TREASURY NOTES 2 625% 1 1/1 5/20	P	11/16/2010	11/17/2011	1,069 69	00	976 03	93 66
3000 0000	US TREASURY NOTES 2 625%	P	11/18/2010	11/17/2011	3,204 38	00	2,928 07	276 31
5 0000	DEERE & CO	P	12/03/2009	11/17/2011	374 49	00	271 87	102 62

Attachment Part IV Form 990-PF 2011
HEED Foundation EIN 94-3401972

20 0000	CISCO SYS INC	P	12/22/2005	11/17/2011	366 99	00	345 28	21 71
5 0000	CHUBB CORP	P	02/27/2003	11/17/2011	325 84	00	117 37	208 47
10 0000	CARNIVAL CORP PAIRED CTF 1 COM CARNI	P	04/20/2009	11/17/2011	308 39	00	255 18	53 21
15 0000	ALLIED WORLD ASS COM USD0 03	P	Vanous	11/21/2011	887 53	00	601 67	285 86
115 0000	APPLIED MATERIALS INC	P	Vanous	11/21/2011	1,250 27	00	1,563 24	-312 97
15 0000	BOEING CO	P	Vanous	11/21/2011	964 50	00	846 39	118 11
25 0000	CARNIVAL CORP PAIRED CTF 1 COM CARNI	P	Vanous	11/21/2011	797 24	00	587 15	210 09
60 0000	CISCO SYS INC	P	Vanous	11/21/2011	1,069 77	00	1,026 53	43 24
15 0000	CONOCOPHILLIPS	P	Vanous	11/21/2011	1,022 68	00	679 22	343 46
15 0000	DEERE & CO	P	Vanous	11/21/2011	1,080 42	00	814 99	265 43
20 0000	DEVON ENERGY CORP NEW	P	Vanous	11/21/2011	1,238 37	00	1,241 98	-3 61
45 0000	EBAY INC	P	Vanous	11/21/2011	1,289 23	00	1,066 43	222.80
10 0000	EMCOR GROUP INC	P	Vanous	11/21/2011	239 30	00	232 78	6 52
120 0000	ERICSSON (LM)TEL ADR-EACH REP 10 ORD	P	Vanous	11/21/2011	1,158 31	00	1,138 14	20 17
10 0000	FRANKLIN RES INC	P	Vanous	11/21/2011	959 98	00	639 40	320 58
20 0000	HESS CORP	P	Vanous	11/21/2011	1,156 77	00	1,044 72	112 05
20 0000	HONEYWELL INTERNATIONAL INC	P	Vanous	11/21/2011	1,010 38	00	475 78	534 60
10 0000	JONES LANG LASALLE INC PAR 01	P	Vanous	11/21/2011	562 38	00	325 15	237 23
40 0000	MATTEL INC	P	Vanous	11/21/2011	1,103 57	00	788 30	315 27
40 0000	MERCK & CO INC NEW	P	Vanous	11/21/2011	1,367 97	00	1,328 38	39 59
80 0000	MORGAN STANLEY DEAN WITTER	P	Vanous	11/21/2011	1,081 58	00	2,394 53	-1,312 95
15 0000	NUCOR CORP	P	Vanous	11/21/2011	555 88	00	677 02	-121 14
4 0000	PEBBLEBROOK HOTEL TR	P	Vanous	11/21/2011	70 00	00	68 62	1 38
80 0000	SAFEWAY INC NEW	P	Vanous	11/21/2011	1,511 19	00	1,554 77	-43 58
45 0000	TEXAS INSTRS INC	P	Vanous	11/21/2011	1,313 07	00	921 77	391 30
40 0000	UNILEVER PLC SPNSRD ADR NEW	P	Vanous	11/21/2011	1,267 56	00	829 52	438 04
30 0000	UNITED STS STL CORP NEW	P	Vanous	11/21/2011	718 49	00	1,521 51	-803 02
45 0000	VODAFONE GROUP SPD ADR REP 10 ORD SH	P	Vanous	11/21/2011	1,193 82	00	823 92	369 90
3000 0000	US TREASURY NOTES 4 875% 8/15/16	P	01/07/2010	11/21/2011	3,563 79	00	3,312 07	251 72
30 0000	GAP INC DEL	P	01/10/2008	11/21/2011	543 88	00	539 73	4 15
10 0000	JACOBS ENGR GROUP INC	P	01/13/2009	11/21/2011	393 49	00	476 46	-82 97
20 0000	GLAXO WELLCOME PLC SPONSORED ADR	P	01/20/2010	11/21/2011	852 18	00	840 41	11 77
15 0000	FLUOR CORP NEW	P	02/09/2009	11/21/2011	768 13	00	624 58	143 55
20 0000	CHUBB CORP	P	02/27/2003	11/21/2011	1,287 77	00	469 49	818 28
7000 0000	FED NATL MTG ASSN 4 625% 10/1 5/13	P	03/04/2009	11/21/2011	7,540 72	00	7,625 66	-84 94
40 0000	MICROSOFT CORP	P	03/10/2004	11/21/2011	1,249 97	00	1,283 88	-33 91
15 0000	APPLIED MATERIALS INC	P	03/24/2005	11/21/2011	171 89		260 20	-88 31
25 0000	NOVARTIS AG-ADR	P	03/24/2005	11/21/2011	1,345 22	00	1,180 63	164 59
10 0000	BHP BILLITON LTD 00	P	03/25/2009	11/21/2011	690 78	00	456 13	234 65
25 0000	JOHNSON & JOHNSON	P	04/16/2004	11/21/2011	1,575 21	00	1,357 94	217 27
15 0000	DOVER CORP	P	05/24/2007	11/21/2011	760 63	00	743 25	17 38
75 0000	KEYCORP (NEW) F/K/A SOCIETY CORP	P	06/04/2009	11/21/2011	526 48	00	411 22	115 26
65 0000	J P MORGAN CHASE & CO F/K/A	P	06/11/2003	11/21/2011	1,940 21	00	1,958 12	-17 91
20 0000	EMERSON ELEC CO	P	06/16/2003	11/21/2011	964 78	00	531 27	433 51
30 0000	AT&T INC	P	06/17/2009	11/21/2011	847 18	00	727 76	119 42
30 0000	HOME DEPOT INC	P	06/23/2008	11/21/2011	1,107 27	00	749 98	357 29
5 0000	NOBLE ENERGY INC	P	06/29/2010	11/21/2011	438 14	00	301 93	136 21
25 0000	WALT DISNEY CO	P	08/16/2002	11/21/2011	860 23	00	391 56	468 67
65 0000	WEYERHAEUSER CO	P	09/01/2010	11/21/2011	1,032 83	00	1,027 87	4 96
2000 0000	US TREASNTS 3 000% 2/28/17	P	09/10/2010	11/21/2011	2 205 86	00	2,110 87	94 99
10 0000	SCHLUMBERGER LTD	P	10/17/2008	11/21/2011	688 29	00	512 30	175 99
7000 0000	US TREASURY NOTES 3 750 11/15/18	P	10/26/2009	11/21/2011	8 099 49	00	7,133 44	966 05
15 0000	BAKER HUGHES INC	P	11/05/2008	11/21/2011	774 43	00	519 34	255 09
25 0000	HALLIBURTON CO	P	11/05/2008	11/21/2011	850 73	00	487 18	363 55
5 0000	BLACKROCK INC	P	11/09/2010	11/21/2011	777 08	00	831 38	-54 30
TOTAL LONG TERM CAPITAL GAIN OR LOSS					152,655 97		132,821 10	19,834 86

Attachment Part IV Form 990-PF 2011
HEED Foundation EIN 94-3401972

15 0000	BANK OF NEW YORK MELLON CORP	P	Vanous	02/22/2011	370 00	00	463 34	93 27
25 0000	MORGAN STANLEY DEAN WITTER	P	04/09/2010	02/22/2011	792 72	00	739 48	-53 24
5 0000	UNITED STS STL CORP NEW	P	04/30/2010	02/22/2011	274 94	00	292 79	17 85
1000 0000	FED HOME LN MTG CORP 4 500% 1/15/13	P	08/11/2010	02/22/2011	1,089 50	00	1,069 59	-19 91
13 6607	WEYERHAEUSER CO	P	09/01/2010	02/22/2011	216 02	00	330 99	114 97
2000 0000	US TREAS NTS 1 375% 1 1/1 5/12	P	12/09/2010	02/22/2011	2,029 06	00	2,026 56	-2 50
5 0000	BANK OF NEW YORK MELLON CORP	P	08/30/2010	03/11/2011	122 52	00	145 10	22 58
16 0000	BANK OF NEW YORK MELLON CORP	P	Vanous	03/14/2011	391 34	00	460 79	69 45
16 0000	BANK OF NEW YORK MELLON CORP	P	Vanous	03/15/2011	388 73	00	460 79	72 06
3 0000	BANK OF NEW YORK MELLON CORP	P	08/31/2010	03/17/2011	72 55	00	86 39	13 84
20 0000	BANK OF NEW YORK MELLON CORP	P	Vanous	03/18/2011	483 40	00	578 88	95 48
5 0000	US BANCORP DEL COM NEW	P	Vanous	04/04/2011	134 74	00	132 50	-2 24
10 0000	U S BANCORP DEL COM NEW	P	01/03/2011	04/04/2011	264 99	00	269 99	-5 00
2000 0000	FEDL NATL MTG ASSN 1 625% 10/26/15	P	01/14/2011	04/04/2011	1,959 74	00	1,952 92	-6 82
5 0000	ALLIED WORLD ASS COM USD0 03	P	03/16/2011	04/04/2011	317 29	00	311 64	5 65
2000 0000	FEDL HOME LN MTG COR 1 375% 2/25/14	P	03/30/2011	04/04/2011	2,000 31	00	2,002 02	1 71
5 0000	NOBLE ENERGY INC	P	07/01/2010	04/04/2011	305 90	00	485 89	179 99
2000 0000	FED HOME LN MTG CORP 4 500% 1/15/13	P	08/11/2010	04/04/2011	2,179 00	00	2,133 18	-45 82
1000 0000	USTREASNTS 3 000% 2/28/17	P	08/20/2010	04/04/2011	1,065 90	00	1,025 00	-40 90
4 0000	BOEING CO	P	09/21/2010	04/04/2011	256 92	00	294 63	37 71
2 0000	BLACKROCK INC	P	11/09/2010	04/04/2011	332 55	00	402 13	69 58
1000 0000	US TREASURY NOTES 2 625% 11/15/20	P	11/16/2010	04/04/2011	974 68	00	935 16	-39 52
2000 0000	US TREAS NTS 1 375% 1 1/15/12	P	12/09/2010	04/04/2011	2,029 06	00	2,025 78	-3 28
7000 0000	FED HOME LN MTG CORP 4 500% 1/15/13	P	08/11/2010	05/05/2011	7,626 50	00	7,469 98	-156 52
8000 0000	US TREAS NTS 3 000% 2/28/17	P	Vanous	05/25/2011	8,506 25	00	8,410 63	-95 63
3000 0000	US TREAS NTS 1 375% 11/15/12	P	12/09/2010	07/06/2011	3,043 59	00	3,044 06	47
10 0000	BANK OF AMERICA CORP	P	06/10/2011	08/09/2011	68 95	00	108 83	-39 88
9 0000	MATTEL INC	P	Vanous	08/12/2011	208 34	00	219 69	11 35
2000 0000	U S TREASURY NOTES 2 625% 11/15/20	P	Vanous	08/12/2011	1,952 86	00	2,080 16	127 30
3000 0000	FEDL HOME LN MTG CORP DISC 2/07/12	P	05/05/2011	08/12/2011	2,997 00	00	2,997 37	37
3000 0000	FEDL HOME LN MTG COR 1 375% 2/25/14	P	05/25/2011	08/12/2011	3,035 94	00	3,072 92	36 98
3000 0000	FEDL NATL MTG ASSN 1 625% 10/26/15	P	05/25/2011	08/12/2011	2,987 04	00	3,088 71	101 67
5 0000	MICROSOFT CORP	P	06/30/2011	08/12/2011	126 15	00	129 94	-3 79
15 0000	J P MORGAN CHASE & CO F/K/A	P	08/09/2011	08/12/2011	549 43	00	532 65	16 78
1000 0000	USTREASNTS 3 000% 2/28/17	P	09/10/2010	08/12/2011	1,055 44	00	1,100 31	44 87
2000 0000	USTREASNTS 1 375% 11/15/12	P	12/09/2010	08/12/2011	2,029 06	00	2,030 08	1 02
8 0000	MASCO CORPORATION	P	Vanous	09/01/2011	69 06	00	104 25	-35 19
11 0000	TOLL BROS INC	P	01/04/2011	09/01/2011	184 61	00	214 56	-29 95
2 0000	MASCO CORPORATION	P	01/04/2011	09/02/2011	16 10	00	26 04	-9 94
4 0000	TOLL BROS INC	P	01/04/2011	09/02/2011	65 01	00	78 02	-13 01
2 0000	MASCO CORPORATION	P	01/04/2011	09/06/2011	76 80	00	130 19	-53 39
6000 0000	FEDL HOME LN MTG CORP DISC 2/07/12	P	05/05/2011	09/16/2011	5,994 00	00	5,995 17	1 17
45 0000	ANNALY CAPITOL MGMT INC	P	07/12/2011	10/04/2011	673 25	00	811 75	-138 50
5 0000	AT&T INC	P	07/29/2011	10/31/2011	147 11	00	146 00	1 11
5 0000	APACHE CORP	P	07/21/2011	11/02/2011	487 61	00	640 44	-152 83
2000 0000	FEDL HOME LN MTG COR 1 375% 2/25/14	P	Vanous	11/17/2011	2,012 14	00	2,032 34	20 19
10 0000	HALLIBURTON CO	P	Vanous	11/17/2011	371 40	00	349 75	21 64
20 0000	U S BANCORP DEL COM NEW	P	Vanous	11/17/2011	506 58	00	535 90	-29 32
2000 0000	FEDL NATL MTG ASSN 1 625% 10/26/15	P	05/25/2011	11/17/2011	1,991 36	00	2,046 52	55 16
5 0000	WALT DISNEY CO	P	06/03/2011	11/17/2011	175 25	00	196 97	-21 73
5 0000	GAPING DEL	P	07/27/2011	11/17/2011	96 10	00	96 47	- 37
10 0000	WEYERHAEUSER CO	P	08/02/2011	11/17/2011	162 30	00	190 00	-27 70
5 0000	BAKER HUGHES INC	P	08/10/2011	11/17/2011	279 44	00	293 01	-13 57
5000 0000	FEDL NATL MTG ASSN 2 375% 4/11/16	P	09/16/2011	11/17/2011	2,115 32	00	2,106 86	-8 46
5 0000	DEVON ENERGY CORP NEW	P	11/02/2011	11/17/2011	320 44	00	326 38	-5 94
1000 0000	US TREAS NTS 1 375% 11/15/12	P	12/09/2010	11/17/2011	1,014 53	00	1,012 31	-2 22
5 0000	US BANCORP DEL COM NEW	P	12/31/2010	11/17/2011	134 74	00	126 65	-8 09
10 0000	GREENHILL&COINC	P	Vanous	11/21/2011	369 60	00	496 97	-127 37
5 0000	JONES LANG LASALLE INC PAR 01	P	Vanous	11/21/2011	281 20	00	456 14	-174 94
12 0000	KLA-TENCOR CORP COM 00	P	Vanous	11/21/2011	525 10	00	477 53	47 57
28 0000	OSHKOSH TRUCK CORP CL B	P	Various	11/21/2011	553 00	00	962 60	-409 60
2 0000	OSHKOSH TRUCK CORP CLB	P	Vanous	11/21/2011	69 99	00	39 50	-30 49
28 0000	PEBBLEBROOK HOTEL TR	P	Vanous	11/21/2011	489 99	00	561 35	-71 36
28 0000	PLANTRONICS INC NEW 00	P	Vanous	11/21/2011	166 45	00	165 06	1 39
5 0000	SOTHEBY'S HLDGS INC CL A	P	Vanous	11/21/2011	139 74	00	158 55	-18 81
15 0000	SOUTHWESTERN ENERGY CO	P	Vanous	11/21/2011	564 72	00	558 16	6 56
45 0000	SYMANTEC CORP	P	Vanous	11/21/2011	709 64	00	850 87	-141 23
9000 0000	U S TREAS NTS 1 375% 11/15/12	P	Vanous	11/21/2011	9,130 32	00	9,111 98	-18 34
5 0000	US BANCORP DEL COM NEW	P	Vanous	11/21/2011	1,308 06	00	1,233 97	-74 09
6000 0000	FEDL NATL MTG ASSN 1 625% 10/26/15	P	01/14/2011	11/21/2011	5,902 11	00	6,131 02	228 91
7000 0000	FEDL HOME LN MTG COR 1 375% 2/25/14	P	03/30/2011	11/21/2011	7,001 09	00	7,112 91	111 82
10 0000	MORGAN STANLEY DEAN WITTER	P	04/04/2011	11/21/2011	135 20	00	272 21	-137 01
5 0000	SCHLUMBERGER LTD	P	06/10/2011	11/21/2011	344 14	00	420 57	-76 43
15 0000	FIRST REP BK SAN FRAN CALI N	P	07/01/2011	11/21/2011	425 99	00	470 45	-44 46
2000 0000	U S TREASURY NOTES 2 625% 11/15/20	P	07/06/2011	11/21/2011	1,941 67	00	2,136 25	194 58
5 0000	UNITED STS STL CORP NEW	P	07/28/2011	11/21/2011	119 75	00	202 82	-83 07
1000 0000	FEDL NATL MTG ASSN 2 375% 4/11/16	P	09/16/2011	11/21/2011	2,115 32	00	2,103 18	-12 14
5 0000	HALLIBURTON CO	P	10/17/2011	11/21/2011	170 15	00	173 88	-3 73
TOTAL SHORT TERM CAPITAL GAIN OR LOSS					**101,594 79**		**104,466.42**	**-663.28**
TOTAL CAPITAL GAIN OR LOSS					**254,250 76**		**237,287 52**	**19,171 58**

2011 990-PF HEED Foundation EIN 94-3401972

Package Content

1) Form 990-PF
2) Check
3) Attachment, part I
4) Attachment, part IV

NOTE: No contributions, gifts, grants, etc were received, therefore Schedule B is not included.