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 DEC 1, 2011 , and ending NOV 30, 2012

Name of foundation
HEUER FOUNDATION 16376-0
C/O WILMINGTON TRUST COMPANY

A Employer identification number
51-0255378

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 NORTH MARKET STREET DE3-C070

B Telephone number
(302)651-1343

City or town, state, and ZIP code
WILMINGTON, DE 19890-001

C If exemption application is pending, check here ▶ [ ]

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: [X] 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) ▶$ 2,417,695.

J Accounting method: [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,970.	78,910.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	32,268.			
	b Gross sales price for all assets on line 6a 390,042.				
	7 Capital gain net income (from Part IV, line 2)		32,268.		
	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)				
	11 Other income	1,798.	597.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	113,036.	111,775.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	56,131.	28,065.		28,066.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	275.	275.		0.
	c Other professional fees STMT 4	775.	0.		35,775.
	17 Interest				
	18 Taxes STMT 5	3,196.	2,246.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	410.	410.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,787.	30,996.		63,841.
	25 Contributions, gifts, grants paid	312,000.			312,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	372,787.	30,996.		375,841.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<259,751.>			
	b **Net investment income** (if negative, enter -0-)		80,779.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	123,743.	43,026.	43,026.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	2,312,888.	1,698,118.	1,896,322.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	0.	429,144.	478,347.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,436,631.	2,170,288.	2,417,695.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,436,631.	2,170,288.	
	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**	2,436,631.	2,170,288.	
	31 **Total liabilities and net assets/fund balances**	2,436,631.	2,170,288.	

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	2,436,631.
2	Enter amount from Part I, line 27a	2	<259,751.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,176,880.
5	Decreases not included in line 2 (itemize) ▶ COMMON TRUST FUND ADJUSTMENT	5	6,592.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,170,288.

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	SHORT TERM GAINS FROM COMMON TRUST FUND	P		
b	LONG TERM GAINS FROM COMMON TRUST FUND	P		
c	SEE ATTACHED	P		
d	CAPITAL GAINS DIVIDENDS			
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	1,312.			1,312.
b	9,363.			9,363.
c	378,245.		357,774.	20,471.
d	1,122.			1,122.
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				1,312.
b				9,363.
c				20,471.
d				1,122.
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	32,268.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	374,377.	2,950,460.	.126888
2009	325,252.	2,934,060.	.110854
2008	210,233.	2,754,611.	.076320
2007	241,209.	3,587,030.	.067245
2006	409,212.	4,126,187.	.099174

2	Total of line 1, column (d)	2	.480481
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	.096096
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,587,213.
5	Multiply line 4 by line 3	5	248,621.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	808.
7	Add lines 5 and 6	7	249,429.
8	Enter qualifying distributions from Part XII, line 4	8	375,841.

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	808.
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	808.
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	808.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,991.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,991.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,183.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,183. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILMINGTON TRUST CO Telephone no. ▶ (302) 651-1343

Located at ▶ 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0900

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 N/A

			Yes	No
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		X
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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 ▶ ______, ______, ______, ______			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 STATEMENT 9		56,131.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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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	2,470,310.
b	Average of monthly cash balances	1b	156,302.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,626,612.
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	2,626,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,399.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,587,213.
6	**Minimum investment return.** Enter 5% of line 5	6	129,361.

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	129,361.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 808.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	808.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	128,553.
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	128,553.

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	375,841.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	375,841.
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	5	808.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	375,033.

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				128,553.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 208,349.				
b From 2007 65,898.				
c From 2008 210,233.				
d From 2009 181,249.				
e From 2010 227,972.				
f Total of lines 3a through e	893,701.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 375,841.				
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				128,553.
e Remaining amount distributed out of corpus	247,288.			
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	1,140,989.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	208,349.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	932,640.			
10 Analysis of line 9:				
a Excess from 2007 65,898.				
b Excess from 2008 210,233.				
c Excess from 2009 181,249.				
d Excess from 2010 227,972.				
e Excess from 2011 247,288.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABRAHAM LINCOLN FOUNDATION 140 SOUTH BROAD STREET PHILADELPHIA, PA 19102	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSE	10,000.
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSE	10,000.
ACADEMY OF VOCAL ARTS 1920 SPRUCE STREET PHILADELPHIA, PA 19103	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	25,000.
ANGEL TREE 7852 STATE HWY 56 NORWOOD , NY 13135	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	500.
BALDWIN SCHOOL 701 W. MONTGOMERY AVENUE BRYN MAWR, PA 19010	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSE	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	312,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	78,970.	
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			14	1,798.	
8 Gain or (loss) from sales of assets other than inventory			18	32,268.	
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)		0.		113,036.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 113,036.

(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).

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

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

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

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

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
N/A		

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] 12/5/13 ▶ OFFICER, WILM TRUST, TRUSTEE

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ 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.	

Form **990-PF** (2011)

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S HOSPITAL PENN 1000 PENN SQ EAST, STE 8050 PHILADELPHIA, PA 19102	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
CNY ARTS COUNCIL 9200 SIXTY RD PHOENIX, NY 13135	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	500.
COMMUNITY FOOD CONNECTIONS P.O. BOX 22216 PHOENIX, AZ 85028	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	10,000.
DAVIS & ELKINS COLLEGE 100 CAMPUS DRIVE ELKINS, WV 26241	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
EMERALD KIDSPORTS 2190 POLK ST EUGENE, OR 97405	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
FALLSTON BOYS LACROSSE 1681 CAMPBELL RD FOREST HILL, MD 21050	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	7,500.
FIRST BOOK 1319 F STREET NW SUITE 1000 WASHINGTON, DC 20004	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	3,000.
HAWK MOUNTAIN SANCTUARY 1700 HAWK MOUNTAIN ROAD KEMPTON, PA 19529	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	6,500.
HEREDITARY NEUROPATHY FOUNDATION P O BOX 287103 NEW YORK, NY 10128	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	15,000.
JEANETTE PRESBYTERIAN CHURCH	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
Total from continuation sheets				260,500.

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KIPS BAY BOYS AND GIRLS CLUB 1930 RANDALL AVENUE BRONX, NY 10473	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	2,000.
LEGACY YOUTH AND TENNIS 4842 RIDGE AVENUE PHILADELPHIA, PA 19129	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
LUDINGTON LIBRARY STONY BROOK, NY 11790	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	5,000.
MEMORIAL SLOANE KETTERING NEW YORK, NY 10075	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	4,000.
NATURAL LANDS TRUST MEDIA, PA 19063	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,500.
NORFOLK HEPBURN LIBRARY NORFOLK, NY 13667	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
OLIVET COLLEGE OLIVET, MI 49076	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST STREET SUITE 210 PHILADELPHIA, PA 19102	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	70,000.
SAMARITAN COUNSELING CENTER 2911 ZELDA ROAD MONTGOMERY, AL 36106	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
ST PAULS EPISCOPAL CHURCH 414 EAST BROAD STREET WESTFIELD , NJ 87090	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSE	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST PAULS EPISCOPAL CHURCH OF RIVERSIDE 200 RIVERSIDE AVENUE RIVERSIDE, CA 06878	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	5,000.
ST. JOSEPH'S COLLEGE PO BOX 870 RENSSELAER, IN 47978	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	1,000.
STONY BROOK SCHOOL	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	10,000.
SWEET BRIAR COLLEGE 764 ELIJAH ROAD SWEET BRIAR, VA 24595	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	5,000.
THE CLINIC 143 CHURCH STREET PHOENIXVILLE, PA 19460	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	2,000.
UNION LEAGUE OF PHILADELPHIA 140 SOUTH BROAD STREET PHILADELPHIA, PA 19102	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	100,000.
WINSTON SCHOOL 8565 EWING HALSELL SAN ANTONIO, TX 78229	NONE	TAX EXEMPT CHARITY	GENERAL PURPOSES	2,500.
Total from continuation sheets				

016376-000
Heuer Foundation

Grants Paid	2012		Heuer Fdn	016376-000, -001	
11/19/2012	Opera Company of Philadelphia			50,000.00	
5/22/2012	Opera Company of Philadelphia			20,000.00	
11/19/2012	The Abraham Lincoln Fdn			10,000.00	
11/19/2012	the Barnes Fdn			10,000.00	
11/19/2012	Union League of Philadelphia			100,000.00	
11/19/2012	Ludington Library			5,000.00	
11/19/2012	First Book			3,000.00	
11/19/2012	Stony Brook School			10,000.00	
11/19/2012	St. Paul's Episcopal Church (CT)			5,000.00	
11/19/2012	St. Paul's Episcopal Church (NJ)			2,000.00	
11/19/2012	Sweet Briar College			5,000.00	
11/19/2012	The Baldwin School			6,000.00	
11/19/2012	Memorial Sloane Kettering			2,000.00	
9/26/2012	Memorial Sloane Kettering			2,000.00	
11/19/2012	The academy of Vocal Arts			25,000.00	
11/19/2012	The winston School			2,500.00	
11/19/2012	Kips Bay Boys and Girls Club			2,000.00	
11/19/2012	Angel Tree			500.00	
11/19/2012	CNY Arts council			500.00	
11/19/2012	Samaritan Counseling Center			1,000.00	
11/19/2012	Davis & Elkins college			1,000.00	
11/19/2012	Olivet college			1,000.00	
11/19/2012	Norfolk Hepburn Library			1,000.00	
11/19/2012	Emerald Kids Sports			1,000.00	
11/19/2012	Legacy Youth Tennis & Education			1,000.00	
11/19/2012	Hawk Mountain			6,500.00	
11/19/2012	Jeanette Presbyterian Church			1,000.00	
11/19/2012	St. Joseph's college			1,000.00	
11/19/2012	The children's Hospital Penn			1,000.00	
11/19/2012	Natural Lands Trust			1,500.00	
11/19/2012	The Clinic			2,000.00	
11/19/2012	Ed Snider Youth Hockey Fund			10,000.00	
11/19/2012	Hereditary Neuropathy Fdn			15,000.00	
11/19/2012	Fallston Boys Lacrosse			7,500.00	
				312,000.00	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DIVIDENDS	1,077.	1,077.	0.
CAPITAL GAIN DIVIDENDS (1250)	45.	45.	0.
CORPORATE INTEREST	8,708.	0.	8,708.
DOMESTIC DIVIDENDS	46,321.	0.	46,321.
FOREIGN DIVIDENDS	20,703.	0.	20,703.
MUNICIPAL INTEREST	60.	0.	60.
OTHER INTEREST	59.	0.	59.
US GOV INTEREST	3,119.	0.	3,119.
TOTAL TO FM 990-PF, PART I, LN 4	80,092.	1,122.	78,970.

FORM 990-PF	OTHER INCOME	STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NONTAXABLE DIVIDENDS	100.	0.	
REFUND	1,101.	0.	
AMERICAN CAMPUS COMMUNITIES REIT	219.	219.	
MUTUAL FUNDS	378.	378.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,798.	597.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEE	275.	275.		0.
TO FORM 990-PF, PG 1, LN 16B	275.	275.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE MEETING	775.	0.		35,775.
TO FORM 990-PF, PG 1, LN 16C	775.	0.		35,775.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX WITHELD	2,246.	2,246.		0.
FEDERAL ESTIMATES PAID	950.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,196.	2,246.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMON TRUST FUND EXPENSES	410.	410.		0.
TO FORM 990-PF, PG 1, LN 23	410.	410.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	1,698,118.	1,896,322.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,698,118.	1,896,322.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON TRUST FUND	COST	319,788.	329,177.
PARTNERSHIPS (4) PER O L PORTFOLIO	COST	116,075.	149,170.
PARTNERSHIPS DISTRIBUTIONS OF CASH CODE 955	COST	<6,719.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		429,144.	478,347.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON , DE 19890	TRUSTEE 1.00	21,131.	0.	0.
CHARLOTTE WATTS 1015 FARMAL CT YARDLEY, PA 19067	TRUSTEE 1.00	5,000.	0.	0.
ROBERT WATTS 1015 FARMAL CT YARDLEY, PA 19067	TRUSTEE 1.00	5,000.	0.	0.
WILLIAM WATSON (DECEASED) 1 OLD GULPH ROAD GLADWYNE, PA 19035	TRUSTEE 1.00	5,000.	0.	0.
JAMES JOHNSTON 7804 CRESHEIM ROAD PHILADELPHIA, PA 19118	TRUSTEE 1.00	5,000.	0.	0.
JENNIFER WATTY 220 LENOX AVENUE WESTFIELD, NJ 07090	TRUSTEE 1.00	5,000.	0.	0.
GABRIELLE CROUCHLY 23 TERRACE AVE RIVERSIDE, CT 06878	TRUSTEE 1.00	5,000.	0.	0.

W. STEVEN WOODWARD 201 KING OF PRUSIA RD. STE 100 KING OF PRUSSIA, PA 06878	TRUSTEE 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		56,131.	0.	0.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
346. COCA COLA CO COM	05/19/2011	08/24/2012	13,287.00	11,843.00	1,444.00
1812.276 HARBOR INTERNATIONAL CL I	11/03/2011	11/12/2012	106,000.00	101,796.00	4,204.00
4774.898 WILMINGTON MULTI-MGR REAL ASSET - I	12/10/2009	11/07/2012	70,000.00	60,498.00	9,502.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			189,287.00	174,137.00	15,150.00
Totals			189,287.00	174,137.00	15,150.00

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
384. BOEING CO COM	11/03/2011	08/24/2012	27,137.00	25,019.00	2,118.00
210. CATERPILLAR INC	11/03/2011	08/10/2012	18,483.00	20,028.00	-1,545.00
272. COCA COLA CO COM	11/03/2011	08/24/2012	10,445.00	9,280.00	1,165.00
861. DUKE ENERGY CORP	11/03/2011	12/29/2011	18,922.00	17,782.00	1,140.00
45. ENTERPRISE PRODUCTS PARTNERS LP	11/03/2011	03/16/2012	2,293.00	1,932.00	361.00
445. EQUITY RESIDENTIAL REIT	11/03/2011	08/24/2012	27,036.00	26,105.00	931.00
.6667 KRAFT FOODS GROUP INC	11/03/2011	10/24/2012	31.00	25.00	6.00
32. MAGELLAN MIDSTREAM PARTNERS L.P.	11/03/2011	03/16/2012	2,277.00	2,002.00	275.00
276. MORGAN STANLEY GROUP INC	11/03/2011	08/10/2012	3,997.00	4,891.00	-894.00
150. PPG INDUSTRIES COMMON	11/03/2011	08/24/2012	16,345.00	13,196.00	3,149.00
.5 PHILLIPS 66	11/03/2011	05/04/2012	17.00	17.00	
102. PHILLIPS 66	11/03/2011	08/24/2012	4,194.00	3,420.00	774.00
122. SOUTHERN CO COM	11/03/2011	01/06/2012	5,423.00	5,230.00	193.00
.9483 SOUTHERN COPPER CORP	11/03/2011	04/10/2012	28.00	30.00	-2.00
1005. SUPERVALU INC COMMON	11/03/2011	07/13/2012	2,588.00	8,002.00	-5,414.00
740. TAIWAN SEMICONDUCTOR SPON ADR	11/03/2011	08/24/2012	10,549.00	9,526.00	1,023.00
199. TOTAL SA SPONSORED ADR	11/03/2011	03/28/2012	10,056.00	10,343.00	-287.00
179. V F CORP	11/03/2011	08/24/2012	26,863.00	25,026.00	1,837.00
51. WESTERN GAS PARTNERS LP	11/03/2011	03/16/2012	2,274.00	1,784.00	490.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			188,958.00	183,638.00	5,320.00
Totals			188,958.00	183,638.00	5,320.00

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Heuer Foundation 51 - 0255378 form 990PF page two part II Balance Sheet Detail

Accounts: 016376-000,016376-001 As of Date 11/30/2012

	Description	CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost	Unrealized Gain/Loss
	HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL	411511306	9,136.6290	559,983.99	42.36	61.290000	513,204 46	46,779.53
	ISHARES RUSSELL 2000 INDEX ETF	464287655	779 0000	63,940.32	4.84	82 080000	37,074.56	26,865.76
C T F	STATUTORY CONS. TR FUND FIX INC COMMON TRUST FUND	208993AA3	7,791.1657	329,176.75	24.90	42.250000	319,787.68	9,389 07
	VANGUARD FTSE EMERGING MARKETS ETF	922042858	1,810.0000	76,047 15	5 75	42.015000	73,834.25	2,212 90
	VANGUARD HIGH YIELD CORPORATE FUND CLASS ADMIRAL	922031760	27,612.8130	167,333.64	12.66	6.060000	127,295.07	40,038.57
	WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL SHARES	97181C431	7,314 0880	108,321 64	8.19	14 810000	92,669.49	15,652 15
CASH	WILMINGTON TRUST BANK DEPOSIT SWEEP	822200002	17,072.2100	17,072.21	1.29	1.000000	17,072.21	0.00
TOTAL □Principal Portfolio - USD			71,515.9057	1,321,875.70	100.00		1,180,937.72	140,937.98
TOTAL □016376-000			71,515.9057	1,321,875.70	100.00		1,180,937.72	140,937.98
	ALTRIA GROUP INC	02209S103	668 0000	22,585.08	2 06	33.810000	18,311 55	4,273 53
	AMERICAN CAMPUS COMMUNITIES INC REAL ESTATE INVESTMENT TRUST	24835100	648 0000	28,382 40	2.59	43 800000	25,707.78	2,674 62
	BRISTOL-MYERS SQUIBB CO	110122108	706.0000	23,036.78	2.10	32 630000	22,156.05	880.73
	CENTURYLINK INCORPORATED (FORMERLY CENTURYTEL INC)	156700106	372 0000	14,448 48	1.32	38 840000	13,564.05	884.43
	CHEVRON CORP	166764100	341 0000	36,040.29	3.29	105 690000	34,768.44	1,271 85
	CLOROX COMPANY	189054109	150 0000	11,452.50	1.05	76.350000	10,858.57	593.93
	CONOCOPHILLIPS	20825C104	205.0000	11,672.70	1.07	56.940000	10,899 40	773.30
P'ship	COPANO ENERGY LLC-UNITS	217202100	657 0000	20,715.21	1.89	31.530000	20,178.37	536.84
	DARDEN RESTAURANTS INC COM	237194105	210 0000	11,104.80	1 01	52 880000	10,983.48	121.32
	DOMINION RESOURCES INC	25746U109	224.0000	11,448.64	1.04	51 110000	11,516.40	(67 76)
	E I DUPONT DE NEMOURS & CO COMMON	263534109	683.0000	29,464.62	2 69	43.140000	33,256.98	(3,792 36)
P'ship	ENTERPRISE PRODUCTS PARTNERS LIMITED PARTNERSHIP	293792107	790.0000	40,945.70	3 74	51.830000	33,919.85	7,025.85
	GALLAGHER ARTHUR J & CO	363576109	680 0000	24,833.60	2.27	36 520000	20,850.50	3,983.10
	GENERAL ELECTRIC COMPANY	369604103	1,571.0000	33,195 23	3.03	21.130000	32,746.70	448.53
	GLACIER BANCORP INC NEW	37637Q105	1,017.0000	14,777 01	1.35	14.530000	13,467.79	1,309.22
	H & R BLOCK COMMON	93671105	660.0000	11,899.80	1 09	18 030000	10,813.84	1,085.96
	HEINZ H J CO COM	423074103	389 0000	22,740.94	2.08	58.460000	20,711.33	2,029.61
	INTEL CORP COM	458140100	728 0000	14,243 32	1.30	19.565000	17,328 22	(3,084 90)
	JOHNSON & JOHNSON	478160104	379 0000	26,427.67	2.41	69.730000	24,310.01	2,117.66
	JPMORGAN CHASE & CO	46625H100	861 0000	35,369 88	3.23	41.080000	33,208 62	2,161.26
	KRAFT FOODS GROUP INC	50076Q106	228 0000	10,314.72	0 94	45.240000	8,608 39	1,706.33
	LEGGETT & PLATT INC	524660107	459 0000	12,783.15	1.17	27.850000	10,952.42	1,830.73
	LILLY ELI & COMPANY COMMON	532457108	541 0000	26,530.64	2.42	49 040000	20,429.51	6,101 13
P'ship	MAGELLAN MIDSTREAM PARTNERS L.P.	559080106	1,078.0000	47,949.44	4.38	44 480000	33,717.97	14,231.47
	MATTEL COMMON	577081102	745 0000	27,944 95	2 55	37.510000	21,584 51	6,360.44
	MAXIM INTEGRATED PRODS INC COM	57772K101	386.0000	11,267.34	1.03	29 190000	10,907 78	359.56
	MDC HOLDINGS INC	552676108	407.0000	14,342.68	1.31	35.240000	13,795 98	546 70

Heuer Foundation 51 - 0255378 form 990PF page two part II Balance Sheet Detail

Accounts: 016376-000,016376-001 As of Date 11/30/2012

	Description	CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost	Unrealized Gain/Loss
	MERCK & COMPANY INC	58933Y105	611.0000	27,067.30	2 47	44.300000	21,099 36	5,967.94
	MICROCHIP TECHNOLOGY INC COM	595017104	287.0000	8,730 54	0.80	30 420000	9,911.40	(1,180.86)
	MONDELEZ INTERNATIONAL INC	609207105	686.0000	17,760.54	1 62	25.890000	16,084 74	1,675 80
	NEW YORK COMMUNITY BANCORP INC	649445103	2,006 0000	26,098.06	2.38	13 010000	25,835 94	262 12
	NEXTERA ENERGY INCORPORATED	65339F101	128.0000	8,794 88	0.80	68.710000	7,248 96	1,545.92
	OLD REPUBLIC INTL CORP COM	680223104	2,067.0000	21,682.83	1.98	10 490000	21,682 06	0.77
	ONEBEACON INSURANCE GROUP LTD	G67742109	1,138 0000	15,340 24	1 40	13 480000	16,856.63	(1,516 39)
	PACKAGING CORP OF AMER COM	695156109	398 0000	14,503 12	1.32	36.440000	10,297.26	4,205 86
	PAYCHEX INC COM	704326107	437.0000	14,219.98	1.30	32.540000	12,643.51	1,576 47
	PEOPLES UNITED FINANCIAL INC	712704105	1,967.0000	23,977.73	2.19	12.190000	25,231.66	(1,253 93)
	PHILIP MORRIS INTERNATIONAL INC	718172109	323 0000	29,031 24	2.65	89.880000	22,749.70	6,281.54
	ROYAL DUTCH SHELL PLC AMERICAN DEPOSITORY RECEIPTS CLASS A	780259206	231.0000	15,470.07	1 41	66.970000	16,304 11	(834 04)
	RPM INTERNATIONAL INC COMMON	749685103	817.0000	23,701.17	2 16	29 010000	18,727.68	4,973.49
	SONOCO PRODUCTS CO COM	835495102	436.0000	13,110.52	1.20	30.070000	13,730.73	(620 21)
	SOUTHERN CO COM	842587107	462.0000	20,120.10	1.84	43.550000	19,807.09	313.01
	SOUTHERN COPPER CORPORATION	84265V105	372 0000	13,503 60	1 23	36.300000	11,679.52	1,824 08
	SPECTRA ENERGY CORPORATION	847560109	795 0000	22,220.25	2.03	27.950000	22,913.89	(693.64)
	STARWOOD PROPERTY TRUST INCORPORATED	85571B105	703 0000	16,070.58	1 47	22 860000	16,381.85	(311 27)
	SYSCO CORP COMMON	871829107	495.0000	15,666 75	1 43	31.650000	13,777.09	1,889 66
	UNILEVER PLC SPONSORED ADR	904767704	742.0000	28,455.70	2.60	38 350000	24,539.80	3,915.90
	UNITED PARCEL SERVICE CL B	911312106	195 0000	14,256.45	1 30	73 110000	13,607.59	648 86
	VERIZON COMMUNICATIONS COM	92343V104	362 0000	15,971.44	1.46	44.120000	13,438.35	2,533.09
	WASTE MANAGEMENT INCORPORATED	94106L109	532 0000	17,327.24	1.58	32.570000	16,881.69	445.55
	WESTAR ENERGY INC	95709T100	394.0000	11,307.80	1 03	28.700000	10,871.45	436.35
P'ship	WESTERN GAS PARTNERS LP	958254104	808.0000	39,559.68	3.61	48.960000	28,258.49	11,301.19
CASH	WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	97181C308	25,735 5500	25,735.55	2 35	1 000000	25,735.55	0.00
TOTAL	**□Principal Portfolio - USD**		58,910.5500	1,095,600.93	100.00		995,850.59	99,750.34
CASH	WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	97181C308	218.7000	218 70	100.00	1.000000	218.70	0.00
TOTAL	**□Income Portfolio - USD**		218.7000	218.70	100.00		218.70	0.00
TOTAL	**□016376-001**		59,129.2500	1,095,819.63	100.00		996,069.29	99,750.34

		Market Value	Federal Tax Cost
TOTAL ALL PORTFOLIOS & ACCOUNTS per OLP		**$2,417,695**	**$2,177,007**
RECAP	CASH	43,026	43,026
	COMMON TRUST FUNDS	329,177	319,788
	PARTNERSHIPS (four)	149,170	116,075
	less distributions received code 955		-6,719
	ALL OTHER ASSETS	1,896,322	1,698,118
	total line 16 990pf page two balance sheet	2,417,695	2,170,288

Attachment to Form 990PF : Return of Private Foundation

Heuer Foundation 016376-000
EIN: 51 - 0255378

Capital Adjustments (year ending 11/30/2012)

Common Fund Distribution					
Income Summary (cash received code 986)		$	10,209.73		
Fund Sheet (Income reported)*	Less:		(21,912.84)		
			(11,703.11)		(11,703.11)
Common Fund Gain and Loss Difference					
Ending balance 11/30/2012		$	319,787.68		
Less: fund purchases	code 946				
Add: cost basis of CTF units sold this year					
Less: beginning balance 11/31/2011		$	(314,676.61)		
	Subtotal:	$	5,111.07	$	5,111.07
Common fund passed through loss (+)					
Common fund passed through gain (-)					
	subtotal:				
Net Capital Adjustment					(6,592.04)

*Details of tax attributes received from common trust funds

Corp int	$	8,489.44
Muni int	$	60.28
USGI	$	3,097.72
S/T gain	$	1,311.63
L/T gain	$	9,363.35
Expenses	$	(409.58)
Total	$	21,912.84