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

2012

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST		A Employer identification number 39-6713764
Number and street (or P.O. box number if mail is not delivered to street address) C/O BMO HARRIS BANK NA PO BOX 2980		B Telephone number (see the instructions) (262) 521-2332
City or town MILWAUKEE		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code WI 53201		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,836,389.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	1,876,346.			
2	Ch <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	80,464.	80,464.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	145,057.	U-6a Stmt		
b	Gross sales price for all assets on line 6a	957,403.			
7	Capital gain net income (from Part IV, line 2)		145,057.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
	See Line 11 Stmt	-13,949.			
12	Total. Add lines 1 through 11	2,087,918.	225,521.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) U-16c Stmt	27,449.	27,449.		
17	Interest				
18	Taxes (attach schedule)(see instrs) ESTIMATED EXCISE	190.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Line 23 Stmt	692.	692.		
24	Total operating and administrative expenses. Add lines 13 through 23	28,331.	28,141.		
25	Contributions, gifts, grants paid	496,000.			496,000.
26	Total expenses and disbursements. Add lines 24 and 25	524,331.	28,141.		496,000.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,563,587.			
b	Net investment income (if negative, enter -0-)		197,380.		
c	Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE EXPENSES

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	3,068,457.	4,692,586.	5,625,637.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	87,198.	30,932.	199,992.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe L-15 Stmt)	8,859.	10,760.	10,760.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	3,164,514.	4,734,278.	5,836,389.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
	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. X			
	27 Capital stock, trust principal, or current funds	3,164,514.	4,734,278.	
NET ASSETS OR FUND BALANCES	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,164,514.	4,734,278.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,164,514.	4,734,278.	

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	3,164,514.
2 Enter amount from Part I, line 27a	2	1,563,587.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	6,590.
4 Add lines 1, 2, and 3	4	4,734,691.
5 Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	413.
6 Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	4,734,278.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED SCHEDULE		P	01/01/10	12/31/12
b SANDUSKY HOLDINGS VOTING TR		P	01/01/10	12/31/12
c LONG TERM LOSS REPORTED FROM SANDUSKY HOLDINGS VOTING TR		P	01/01/10	12/31/12
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 925,986.		771,074.	154,912.
b 31,417.		31,857.	-440.
c 0.		9,415.	-9,415.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			154,912.
b			-440.
c			-9,415.
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	145,057.
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	191,500.	4,084,583.	0.046884
2010	190,071.	3,942,072.	0.048216
2009	168,003.	3,483,588.	0.048227
2008	184,567.	3,799,606.	0.048575
2007	214,122.	4,165,951.	0.051398

2 Total of line 1, column (d)	2	0.243300
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	0.048660
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,852,216.
5 Multiply line 4 by line 3	5	236,109.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,974.
7 Add lines 5 and 6	7	238,083.
8 Enter qualifying distributions from Part XII, line 4	8	496,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,974.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,974.
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	1,974.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,895.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,895.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	79.	
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 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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		
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PROVIDENT TRUST CO-MAX GREFIG</u> Telephone no <u>(262) 521-2332</u> Located at <u>N16 W23217 STONE RIDGE DR, STE 310 WAUKESHA WI</u> ZIP + 4 <u>53188</u>			
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 <u>15</u>			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**

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).

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b****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
KATHERINE HEIL 3150 E KENWOOD MILWAUKEE WI 53211	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

None

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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	1 a	4,926,108.
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	4,926,108.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	4,926,108.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	73,892.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,852,216.
6 Minimum investment return. Enter 5% of line 5	6	242,611.

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	242,611.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	1,974.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	1,974.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	240,637.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	240,637.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	240,637.

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	1 a	496,000.
b Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	496,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,974.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	494,026.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				240,637.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012.				
a From 2007	67,631.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	67,631.			
4 Qualifying distributions for 2012 from Part XII, line 4. \$ 496,000.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				240,637.
e Remaining amount distributed out of corpus	255,363.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	322,994.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	67,631.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	255,363.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	255,363.			

N/A

- (4) Gross investment income**

[illegible]

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				
UNITED PERFORMING ARTS FUND, INC 929 N WATER ST MILWAUKEE WI 53202	N/A	N/A	ART/CULTURE	3,500.
BOYS AND GIRLS CLUB OF GREATER MILW 1558 NORTH 6 STREET MILWAUKEE WI 53212	N/A	N/A	GENERAL	10,000.
CHARLES E. KUBLY FOUNDATION PO BOX 170284 MILWAUKEE WI 53217	N/A	N/A	MEDICAL	5,000.
88NINE RADIO MILWAUKEE 5312 W VLIET ST MILWAUKEE WI 53208	N/A	N/A	GENERAL	12,500.
LITERACY SERVICES OF WISCONSIN INC 2724 W WELLS ST MILWAUKEE WI 53208	N/A	N/A	EDUCATIONAL	1,500.
MILWAUKEE ART MUSEUM 700 N ART MUSEUM DR MILWAUKEE WI 53202	N/A	N/A	ARTS	9,000.
PENFIELD CHILDREN'S CENTER 833 N 26 ST MILWAUKEE WI 53233	N/A	N/A	GENERAL	2,500.
PLANNED PARENTHOOD OF WISCONSIN 302 N JACKSON ST MILWAUKEE WI 53203	N/A	N/A	GENERAL	7,000.
UNITED WAY FUND OF GREATER MILWAUKEE 225 E VINE ST MILWAUKEE WI 53212	N/A	N/A	GENERAL	10,000.
See Line 3a statement				435,000.
Total			3 a	496,000.
b Approved for future payment				
Total			3 b	

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) Exclu- sion 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			14	80,464.	
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			18	145,057.	
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)				225,521.	
13	Total. Add line 12, columns (b), (d), and (e)				13	225,521.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2012

Name of the organization

ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST

Employer identification number

39-6713764

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)(____) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of ☒ \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use ~~exclusively~~ for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use ~~exclusively~~ for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for ~~exclusively~~ religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST

39-6713764

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN E HEIL ADMIN TR C/O BMO HARRIS BANK NA, PO BOX 2980 MILWAUKEE WI 53201	\$ 909,027.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ANN HEIL MARITAL TRUST #2 C/O BMO HARRIS BANK NA, PO BOX 2980 MILWAUKEE WI 53201	\$ 493,941.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ANN HEIL MARITAL TRUST #2 C/O BMO HARRIS BANK NA, PO BOX 2980 MILWAUKEE WI 53201	\$ 498,284.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST

39-6713764

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	10000 PAR VALUE AMGEN INC SR NT 1.875% DUE 11/15/14 ACCR 14.58	\$ 10,178.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20000 PAR VALUE AMVESCAP PLC SR NT 5.375% DUE 2/27/13 ACCR 316.53	\$ 20,871.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20000 PAR VALUE INVESCO PLC NEW 5.375% DUE 12/15/14 ACCR 531.53	\$ 22,132.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	15000 PAR VALUE ECOLAB INC NT 4.35% DUE 12/8/21 ACCR 9.06	\$ 16,539.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	30000 PAR VALUE FNMA 5.00% DUE 5/11/17 ACCR 137.50	\$ 35,896.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20000 PAR VALUE GENERAL ELEC CAP CORP 5.625% DUE 5/1/18 ACCR 131.25	\$ 22,835.	06/13/12

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST

39-6713764

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	15000 PAR VALUE GILEAD SCIENCES SR NT 3.05% DUE 12/1/16 ACCR 15.25	\$ 15,868.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	15000 PAR VALUE GLAXOSMITHKLINE CAP PLC 1.5% DUE 5/8/17 ACCR 21.25	\$ 15,051.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20000 PAR VALUE HEWLETT PACKARD CO 3.00% DUE 9/15/16 ACCR 146.67	\$ 20,637.	06/13/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	30000 PAR VALUE JPMORGAN CHASE & CO 4.35% DUE 8/15/21 ACCR 427.75	\$ 31,695.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	15000 PAR VALUE REGIONAL TRANSN AUTH 2.843% DUE 7/1/12 ACCR 191.90	\$ 15,203.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20000 PAR VALUE TORONTO DOMINION BANK 2.375% DUE 10/19/16 ACCR 71.25	\$ 20,626.	06/13/12

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST

39-6713764

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	90000 PAR VALUE US TREASURY 4.125% DUE 5/15/15 ACCR 302.65	\$ 99,964.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	30000 PAR VALUE US TREASURY 5.125% DUE 5/15/16 ACCR 125.34	\$ 35,408.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	75000 PAR VALUE US TREASURY 4.625% DUE 2/15/17 ACCR 1143.54	\$ 89,679.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	20000 PAR VALUE WELLS FARGO STEP CPN 6/15/16 ACCR 179.72	\$ 21,359.	06/13/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name	Employer Identification Number
ANN E. & JOSEPH F. HEIL, JR. CHARITABLE TRUST	39-6713764

Asset Information:

Description of Property	SEE ATTACHED SCHEDULE	
Date Acquired	01/01/10	How Acquired Purchased
Date Sold	12/31/12	Name of Buyer
Sales Price	925,986.	Cost or other basis (do not reduce by depreciation) 771,074.
Sales Expense		Valuation Method
Total Gain (Loss)	154,912.	Accumulation Depreciation
Description of Property	SANDUSKY HOLDINGS VOTING TRUST	
Date Acquired	01/01/10	How Acquired Purchased
Date Sold	12/28/12	Name of Buyer
Sales Price	31,417.	Cost or other basis (do not reduce by depreciation) 31,857.
Sales Expense		Valuation Method
Total Gain (Loss)	-440.	Accumulation Depreciation
Description of Property	LONG TERM CAP LOSS REPORTED FROM SANDUSKY HOLDINGS VOTING TR	
Date Acquired	01/01/10	How Acquired Purchased
Date Sold	12/31/12	Name of Buyer
Sales Price	0.	Cost or other basis (do not reduce by depreciation) 9,415.
Sales Expense		Valuation Method
Total Gain (Loss)	-9,415.	Accumulation Depreciation
Description of Property		
Date Acquired		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)		Accumulation Depreciation
Description of Property		
Date Acquired		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)		Accumulation Depreciation
Description of Property		
Date Acquired		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)		Accumulation Depreciation
Description of Property		
Date Acquired		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)		Accumulation Depreciation
Description of Property		
Date Acquired		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)		Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
SHW ENTERPRISES	-13,400.		
SANDUSKY VOTING TRUST	-549.		
Total	-13,949.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN ADR FEE	20.	20.		
SANDUSKY MISC	663.	663.		
SHW ENTERPRISES	9.	9.		
Total	692.	692.		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

CHANGE IN ACCRUALS	6,229.
PRIOR YEAR ACCRUED INT PAID ON PUR	361.
Total	6,590.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

NONDEDUCTIBLE EXPENSES SHW ENTERPRISES	412.
ROUNDING	1.
Total	413.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
WISCONSIN HUMANE SOCIETY 4500 W WISCONSIN AVE MILWAUKEE WI 53208	N/A	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 1,500.
MILWAUKEE BALLET 504 W NATIONAL AVE MILWAUKEE WI 53204	N/A	N/A	ARTS	Person or Business <input checked="" type="checkbox"/> 70,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
TREY MCINTYRE PROJECT PO BOX 2698 BOISE ID 83701	N/A	N/A	ARTS	Person or Business <input checked="" type="checkbox"/> 25,000.
DISCOVERY WORLD 500 North Harbor Drive MILWAUKEE WI 53202	N/A	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 5,000.
MILWAUKEE FILM 229 E WISCONSIN AVE STE 200 MILWAUKEE WI 53202	N/A	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 25,000.
DANCE WORKS 1661 N WATER ST MILWAUKEE WI 53202	N/A	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 1,500.
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK RD MILWAUKEE WI 53226	N/A	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 300,000.
MILWAUKEE INSTITUTE OF ART & DESIGN 273 E ERIE ST MILWAUKEE WI 53202	N/A	N/A	EDUCATIONAL	Person or Business <input checked="" type="checkbox"/> 5,000.
NOTRE DAME MIDDLE SCHOOL 1420 W SCOTT ST MILWAUKEE WI 53204	N/A	N/A	EDUCATIONAL	Person or Business <input checked="" type="checkbox"/> 1,500.

Total

435,000.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ARISTON WEALTH MANAG	INVESTMENT ADVISORY	2,767.	2,767.		
BANK OF NEW YORK	INVESTMENT ADVISORY	1,562.	1,562.		
PROVIDENT TRUST	INVESTMENT/CUSTODIAL	23,120.	23,120.		

Total

27,449.27,449.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED	4,692,586.	5,625,637.
Total	<u>4,692,586.</u>	<u>5,625,637.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SHW Enterprises LLC	30,932.	199,992.
Total	<u>30,932.</u>	<u>199,992.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ACCRUED INCOME	8,859.	10,760.	10,760.
Total	<u>8,859.</u>	<u>10,760.</u>	<u>10,760.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
CASH	1,407,310.
SECURITIES	469,036.
Total	1,876,346.

01/30/2013

PAYER:

Provident Trust Company
N16 W23217 Stone Ridge Dr, Suite 310
Waukesha WI 53188
262-521-2300

RECIPIENT:

Heil Family Foundation
7560 N. River Rd
Milwaukee WI 53217

PAYER'S FEDERAL ID:

39-2002404

RECIPIENT'S FEDERAL ID:

39-6713764

Account Number :

The Heil Family Foundation Agency

PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

2012 Form 1099 - B
OMB No. 1545-0715

Reported To IRS: Gross Proceeds Less Commissions And Option Premiums

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
03*162b8/	Angen Inc	03/22/2012	11/09/2011	28000 000000	28,571 20	28,073 36	0 00	0 00	No
4282368P7/	Hewlett Packard Co	08/07/2012	09/15/2011	18000 000000	18,509 76	18,041 40	0 00	0 00	No
4282368P7/	Hewlett Packard Co	08/16/2012	09/13/2011	20000 000000	20,278 80	19,956 80	0 00	0 00	No
4282368P7/	Hewlett Packard Co	08/16/2012	09/15/2011	5000 000000	5,069 70	5,011 50	0 00	0 00	No

Total Short Term Sales Reported on 1099-B

Report on Form 8949, Part I, with Box B checked

Long Term Sales (Box 1c checked as LT)

71,000.000 72,429.46 71,083.06 0.00 0.00

69373UAB3/	Paccar Inc	02/15/2012	02/10/2009	39000 000000	39,000 00	38,957 88	0 00	0 00	No
G1151C101ACN	Accenture PLC	03/23/2012	04/27/2009	780 000000	50,264 17	22,671 01	0 00	0 00	No
G1151C101ACN	Accenture PLC	03/23/2012	04/29/2009	180 000000	11,599 42	5,247 23	0 00	0 00	No
456788108/INFY	Infosys Limited	04/11/2012	10/25/2007	1070 000000	60,609 97	52,169 35	0 00	0 00	No

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
456788108/INFY	Infosys Limited	04/12/2012	11/06/2007	730 000000	40,937 48	33,213 61	0 00	0 00	No
456788108/INFY	Infosys Limited	04/12/2012	12/11/2007	160 000000	8,972 60	7,166 87	0 00	0 00	No
456788108/INFY	Infosys Limited	04/12/2012	10/25/2007	160 000000	8,972 60	7,801 02	0 00	0 00	No
872540109/TJX	TJX Companies Inc	05/15/2012	06/01/2009	1220 000000	51,505 41	18,560 04	0 00	0 00	No
872540109/TJX	TJX Companies Inc	05/15/2012	05/27/2009	920 000000	38,840 15	13,774 33	0 00	0 00	No
872540109/TJX	TJX Companies Inc	05/30/2012	05/27/2009	640 000000	26,451 19	9,582 14	0 00	0 00	No
456788108/INFY	Infosys Limited	06/19/2012	12/11/2007	270 000000	11,990 54	12,094 08	0 00	0 00	No
456788108/INFY	Infosys Limited	06/19/2012	08/08/2008	170 000000	7,549 60	7,054 54	0 00	0 00	No
456788108/INFY	Infosys Limited	06/26/2012	08/08/2008	540 000000	22,941 98	22,408 54	0 00	0 00	No
759911S76/	Regional Transprt'n Auth IL 2	07/01/2012	02/20/2011	15000 000000	15,000 00	15,040 20	0 00	0 00	No
92826C639v	Visa Inc Class A shs	07/26/2012	05/27/2009	320 000000	40,248 06	21,672 58	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/16/2012	09/21/2010	145 000000	7,748 27	7,791 37	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/17/2012	09/21/2010	455 000000	24,549 29	24,448 77	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/20/2012	09/17/2010	865 000000	46,807 13	45,590 65	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/21/2012	09/17/2010	360 000000	19,329 95	18,974 15	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/21/2012	09/23/2010	190 000000	10,201 92	9,985 33	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/22/2012	09/23/2010	185 000000	9,827 48	9,722 56	0 00	0 00	No
03235EAP5/	AMVESCAP PLC	12/10/2012	02/20/2011	20000 000000	21,970 40	21,111 00	0 00	0 00	No
03235eak6/03235eak6	Investco Ltd	12/10/2012	07/28/2011	20000 000000	20,215 40	20,786 00	0 00	0 00	No
Total Long Term Sales Reported on 1099-B					103,360.00	595,533.01	445,823.25	0.00	
Report on Form 8949, Part II, with Box B checked									

Covered (Box 6b checked - Basis reported to IRS)

Short Term Sales (Box 1c checked as ST)

478366107/JCI	Johnson Controls Inc	01/20/2012	10/25/2011	850 000000	26,674 36	27,685 01	0 00	0 00	No
478366107/JCI	Johnson Controls Inc	01/20/2012	09/21/2011	2800 000000	87,868 47	80,276 00	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/17/2012	06/25/2012	205 000000	11,060 67	10,928 96	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/20/2012	06/25/2012	245 000000	13,257 51	13,061 44	0 00	0 00	No
12572Q105/CME	CME Group Inc	08/22/2012	10/19/2011	400 000000	21,248 60	20,848 51	0 00	0 00	No
91324P102/UNH	UnitedHealth Group Inc	11/09/2012	07/19/2012	1850 000000	97,913 49	101,408 12	0 00	0 00	No

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
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Total Short Term Sales Reported on 1099-B
Report on Form 8949, Part I, with Box A checked

6.350.0000 258,023.10 254,208.04 0.00 0.00

Summary of Form 1099-B

1e	Quantity Sold	180,710.00
2a	Stock/Bond Proceeds	\$ 925,985.57
3	Cost or Other Basis	\$ 771,114.35
4	FEDERAL INCOME TAX WITHHELD	\$ 0.00
5	Wash Sale Loss Disallowed	\$ 0.00
7	Bartering	\$ 0.00
9	Profit (Loss) This Calendar Year	\$ 0.00
10	Unrealized Profit (Loss) Last Year	\$ 0.00
11	Unrealized Profit (Loss) This Year	\$ 0.00
12	Aggregate Profit (Loss)	\$ 0.00
15	STATE TAX WITHHELD	\$ 0.00

2nd TIN Notice : No

THIS IS IMPORTANT TAX INFORMATION AND IS BEING FURNISHED TO THE INTERNAL
REVENUE SERVICE. IF YOU ARE REQUIRED TO FILE A RETURN, A NEGLIGENCE PENALTY OR
OTHER SANCTION MAY BE IMPOSED ON YOU IF THIS INCOME IS TAXABLE AND THE IRS
DETERMINES THAT IT HAS NOT BEEN REPORTED.

December 01, 2012 To December 31, 2012

Account Name : The Heil Family Foundation Agency

Account No

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Avg Unit Cost	Cost Basis	Unit Price	Market Value	Pct Assets	Current Yield
Common Stock							
3,160	Accenture PLC	37.89	119,720.55	66.50	210,140.00	3.61%	1.13%
2,230	Apache Corp	88.05	196,353.07	78.50	175,055.00	3.00%	0.76%
5,030	Cognizant Tech Solutions Cl A	40.93	205,899.25	73.88	371,616.40	6.38%	0.00%
4,820	Express Scripts Holdings Co	21.61	104,143.16	54.00	260,280.00	4.47%	0.00%
2,200	Fastera Company	24.93	54,855.03	46.65	102,630.00	1.76%	1.71%
1,750	Franklin Resources Inc	106.96	187,172.15	125.70	219,975.00	3.78%	0.70%
390	Google Inc Cl A	547.48	213,518.09	707.38	275,878.20	4.74%	0.00%
2,580	Heartland Express Inc	13.81	35,636.39	13.07	33,720.60	0.58%	0.61%
3,710	Helmerich & Payne	53.30	197,755.41	56.01	207,797.10	3.57%	0.36%
2,020	Jacobs Engineering Group Inc	27.87	56,298.73	42.57	85,991.40	1.48%	0.00%
7,670	Oracle Corp	25.79	197,821.40	33.32	255,564.40	4.39%	0.00%
3,410	PNC Fin'l Services	54.11	184,506.69	58.31	198,837.10	3.41%	0.69%
4,600	TJX Companies Inc	23.38	107,570.28	42.45	195,270.00	3.35%	0.57%
1,480	UnitedHealth Group Inc	52.35	77,477.50	54.24	80,275.20	1.38%	0.06%
1,530	Visa Inc Class A shs	64.98	99,420.45	151.58	231,917.40	3.98%	0.33%
Totals			2,038,148.15		2,904,947.80	49.88%	0.39%
Corporate Bonds							
10,000	Amgen Inc	99.98	9,997.90	102.27	10,227.00	0.18%	1.83%
100,000	Berkshire Hathaway Inc	100.23	100,227.00	105.28	105,280.00	1.81%	3.04%
93,000	Shell International Finance	101.86	94,727.94	105.94	98,524.20	1.69%	2.93%
100,000	HSBC Fin Corp	96.84	96,836.00	108.40	108,400.00	1.86%	4.61%
67,000	Westpac Banking	100.01	67,009.38	105.62	70,765.40	1.21%	2.84%
20,000	Wells Fargo & Co Step	101.51	20,301.20	108.11	21,622.00	0.37%	3.40%
98,000	JPMorgan Chase	100.54	98,529.20	105.95	103,831.00	1.78%	2.97%
20,000	Toronto-Dominion	99.44	19,888.80	105.08	21,016.00	0.36%	2.26%
15,000	Gilead Sciences	99.84	14,975.40	107.10	16,065.00	0.28%	2.85%
15,000	Glaxo Smithkline	99.64	14,946.15	101.45	15,217.50	0.26%	1.48%
5,000	Amgen Inc	99.88	4,994.10	103.59	5,179.50	0.09%	2.05%

Port Sum and Holdings - HLDPI

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December 01, 2012 To December 31, 2012

Account Name : The Heil Family Foundation Agency

Account No

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Avg Unit Cost	Unit Price	Cost Basis	Market Value	Pct Assets	Current Yield
20,000	General Elec Cap Corp	107 57	118 75	21,513 00	23,750 00	0 41%	4 74%
30,000	JP Morgan Chase & Co	99 52	111 82	29,856 00	33,546 00	0 58%	3 89%
15,000	Ecolab	108 37	111 62	16,255 55	16,743 00	0 29%	3 90%
Totals				610,057.62	650,166.60	11.17%	3.30%
<u>U S Government Notes & Bonds</u>							
110,000	US Treasury Note	105 39	102 53	115,929 69	112,783 00	1 94%	4 15%
100,000	US Treasury Note	102 31	103 52	102,312 50	103,520 00	1 78%	4 11%
90,000	US Treasury Note	106 71	108 99	96,038 15	98,091 00	1 68%	3 78%
30,000	US Treasury Note	110 86	115 63	33,257 44	34,689 00	0 60%	4 43%
100,000	U S Treasury Notes	101 22	109 70	101,218 75	109,700 00	1 88%	2 96%
75,000	US Treasury Note	109 66	116 56	82,243 84	87,420 00	1 50%	3 97%
Totals				531,000.37	546,203.00	9.38%	3.83%
<u>U S Government Agency Bonds</u>							
100,000	FHLB	100 25	108 56	100,250 00	108,560 00	1 86%	4 15%
30,000	FNMA	109 56	118 33	32,868 60	35,499 00	0 61%	4 23%
Totals				133,118.60	144,059.00	2.47%	4.16%
<u>Money Market Funds</u>							
1,380,260 86	Northern Institutional Treasury Portfolio	100 00	100 00	1,380,260 86	1,380,260 86	23 69%	0 01%
Totals				1,380,260.86	1,380,260.86	23.69%	0.01%