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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: THE HELLER FAMILY FOUNDATION

A Employer identification number: 52-2034432

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

Room/suite

B Telephone number (see instructions): ( ) -

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

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)* ▶ $ 1,587,951.

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,046.	2,046.		ATCH 1
	4 Dividends and interest from securities	62,140.	62,140.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,711.			
	b Gross sales price for all assets on line 6a 196,393.				
	7 Capital gain net income (from Part IV, line 2)		44,389.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-6,501.	-6,501.		
	12 **Total.** Add lines 1 through 11	101,396.	102,074.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	1,420.	1,420.		
	c Other professional fees (attach schedule)				
	17 Interest ATCH 5	118.	118.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	322.	322.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	15,300.	15,300.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,160.	17,160.		
	25 Contributions, gifts, grants paid	99,200.			99,200.
	26 **Total expenses and disbursements** Add lines 24 and 25	116,360.	17,160.	0	99,200.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-14,964.			
	b **Net investment income** (if negative, enter -0-)		84,914.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	394,523.	173,616.	173,616.
	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 schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	542,927.	757,911.	929,583.
	c Investments - corporate bonds (attach schedule) ATCH 9	51,231.	13,355.	25,140.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	419,288.	459,612.	459,612.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,407,969.	1,404,494.	1,587,951.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	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. ▶ X			
	27 Capital stock, trust principal, or current funds	1,407,969.	1,404,494.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,407,969.	1,404,494.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,407,969.	1,404,494.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,407,969.
2	Enter amount from Part I, line 27a	2	-14,964.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	11,489.
4	Add lines 1, 2, and 3	4	1,404,494.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,404,494.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	44,389.
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	-14,980.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	86,533.	1,615,861.	0.053552
2010	66,000.	1,561,365.	0.042271
2009	77,500.	1,446,201.	0.053589
2008	45,750.	1,545,512.	0.029602
2007	125,140.	1,706,336.	0.073338

2	**Total** of line 1, column (d)	2	0.252352
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	0.050470
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,604,511.
5	Multiply line 4 by line 3	5	80,980.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	849.
7	Add lines 5 and 6	7	81,829.
8	Enter qualifying distributions from Part XII, line 4	8	99,200.

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 ▶ [X] and enter 1% of Part I, line 27b	1	849.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	849.
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	849.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,393.		
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	2,393.
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	1,544.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,544. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,DC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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 ▶ RODERICK HELLER III Telephone no. ▶

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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?	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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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)	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 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.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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
ATCH 12		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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	972,848.
b	Average of monthly cash balances	1b	227,634.
c	Fair market value of all other assets (see instructions)	1c	428,463.
d	**Total** (add lines 1a, b, and c)	1d	1,628,945.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,628,945.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	24,434.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,604,511.
6	**Minimum investment return.** Enter 5% of line 5	6	80,226.

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	80,226.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	849.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	849.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	79,377.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	79,377.
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	79,377.

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	99,200.
b	Program-related investments - total from Part IX-B	1b	
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	99,200.
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	849.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	98,351.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				79,377.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			68,699.	
b Total for prior years: 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 99,200.				
a Applied to 2011, but not more than line 2a			68,699.	
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				30,501.
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				48,876.
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)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

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

RODERICK HELLER III

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

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
ATCH 13				
Total . . . . ▶ **3a**				99,200.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,046.	
4 Dividends and interest from securities			14	62,140.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-6,501.	
8 Gain or (loss) from sales of assets other than inventory			18	44,389.	
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)				102,074.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 102,074.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/13 Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
K. McKenna	Kristen L McKenna	5/14/13	X	P00708363

Firm's name ▶ ROSEMCKENNA, PLLC — Firm's EIN ▶ 45-4149985

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MERRILL LYNCH					VAR	VAR
39,667.		43,718.					-4,051.	
		MERRILL LYNCH PROPERTY TYPE: SECURITIES				P	VAR	VAR
123,847.		113,518.					10,329.	
		THE BURTON PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR	VAR
							282.	
		THE BURTON PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR	VAR
							47,248.	
		ENTERPRISE PRODUCTS PARTNERS, LP PROPERTY TYPE: SECURITIES				P	VAR	VAR
							1,792.	
		AMERITRADE PROPERTY TYPE: SECURITIES				P	VAR	VAR
32,879.		44,090.					-11,211.	
TOTAL GAIN(LOSS)							44,389.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH	1,670.	1,670.
KINDER MORGAN ENERGY PARTNERS LP	207.	207.
ENTERPRISE PRODUCTS PARTNERS	8.	8.
LINN ENERGY	53.	53.
THE BURTON PARTNERSHIP	96.	96.
TD AMERITRADE	12.	12.
TOTAL	2,046.	2,046.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BURTON PARTNERSHIP	10,710.	10,710.
KINDER MORGAN ENERGY PARTNERS LP	108.	108.
MERRILL LYNCH	51,109.	51,109.
TD AMERITRADE	210.	210.
ENTERPRISE PRODUCTS PARTNERS, LP	3.	3.
TOTAL	62,140.	62,140.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN ENERGY PARTNERS	-7,237.	-7,237.
LINN ENERGY, LLC	5,634.	5,634.
ENTERPRISE PRODUCTS PARTNERS LP	-5,021.	-5,021.
TD AMERITRADE - OTHER INCOME	300.	300.
THE BURTON PARTNERSHIP (QP), LP	-177.	-177.
TOTALS	-6,501.	-6,501.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES		1,420.	1,420.		
	TOTALS	1,420.	1,420.		

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN	111.	111.
THE BURTON PARTNERSHIP	7.	7.
TOTALS	118.	118.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN FOREIGN TAXES	21.	21.
BURTON FOREIGN TAXES PAID	10.	10.
ML FOREIGN TAXES PAID	291.	291.
TOTALS	322.	322.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN - SEC 59(E)(2)	885.	885.
MERRILL LYNCH ACCOUNT FEE	180.	180.
LINN ENERGY - SEC 59(E)(2)	13,599.	13,599.
BURTON PTNERSHIP PORTFOLIO EXP	636.	636.
TOTALS	15,300.	15,300.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH-SEE ATTACHED	717,620.	902,631.
TD AMERITRADE - SEE ATTACHED	40,291.	26,952.
TOTALS	757,911.	929,583.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH-SEE ATTACHED	13,355.	25,140.
TOTALS	13,355.	25,140.

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		1.51	1.51			
70	ML BANK DEPOSIT PROGRAM	12/27/12	70.00	70.00			0.10
24,523	ISA STATE BANK OF INDIA		24,523.00	24,523.00			14.71
	Total Cash and Money Funds		**24,594.51**	**24,594.51**			**14.81**
	Corporate Bonds						
1,000	METLIFE INC 3M LIBOR +100, 4% FLOOR NON-CUM FLOAT RATE PFD	12/29/08	13,355.35	25,140.00	11,784.65		1,012.00
	Total Corporate Bonds		**13,355.35**	**25,140.00**	**11,784.65**	**0.00**	**1,012.00**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
297	ABBOTT LABS	01/13/12	16,512.58	19,453.50	2,940.92	167.00
203	ABBOTT LABS	01/13/12	11,282 74	13,296.50	2,013.76	114.00
500	ANNALY CAP MGMT INC	01/14/10	8,739.20	7,020.00	(1,719.20)	900.00
1,500	ANNALY CAP MGMT INC	09/19/11	27,200.20	21,060.00	(6,140.20)	2,700.00

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HE HELLER FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
700	ANNALY CAP MGMT INC	04/02/12	11,153.55	9,828.00	(1,325.55)	1,260.00
300	ANNALY CAP MGMT INC	04/02/12	4,779.00	4,212.00	(567.00)	540 00
500	BANK OF NOVA SCOTIA	05/07/09	16,024.00	28,940.00	12,916.00	1,150.00
250	BANK OF NOVA SCOTIA	03/13/12	13,672.83	14,470.00	797.17	575.00
250	BANK OF NOVA SCOTIA	03/30/12	14,116.33	14,470.00	353.67	575.00
250	BANK OF NOVA SCOTIA	07/26/12	12,665.35	14,470.00	1,804.65	575.00
250	BANK OF NOVA SCOTIA	12/18/12	14,512.85	14,470.00	(42.85)	575.00
250	BERKSHIRE HATHAWAYINC DEL CL B NEW	01/14/10	16,585.35	22,425.00	5,839.65	
100	BERKSHIRE HATHAWAYINC DEL CL B NEW	08/09/11	7,072.35	8,970.00	1,897 65	
100	BERKSHIRE HATHAWAYINC DEL CL B NEW	09/19/11	7,027.35	8,970.00	1,942.65	
50	BERKSHIRE HATHAWAYINC DEL CL B NEW	11/25/11	3,700.35	4,485.00	784.65	
100	BERKSHIRE HATHAWAYINC DEL CL B NEW	03/27/12	8,248.35	8,970.00	721.65	
100	BERKSHIRE HATHAWAYINC DEL CL B NEW	08/21/12	8,623.35	8,970.00	346.65	

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THE HELLER FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	BERKSHIRE HATHAWAYINC DEL CL B NEW	12/18/12	9,075.35	8,970.00	(105.35)	
300	CAPITALSOURCE INC	01/21/11	2,313.59	2,274 00	(39.59)	12.00
1,700	CAPITALSOURCE INC	01/21/11	13,107 00	12,886.00	(221.00)	68.00
500	CAPSTEAD MORTGAGE CP NEW	08/17/10	6,065 35	5,735 00	(330.35)	600.00
500	CAPSTEAD MORTGAGE CP NEW	01/19/11	6,362.45	5,735.00	(627.45)	600.00
1,000	CAPSTEAD MORTGAGE CP NEW	06/01/11	13,345.25	11,470.00	(1,875.25)	1,200.00
700	CAPSTEAD MORTGAGE CP NEW	11/25/11	8,307.28	8,029 00	(278.28)	840.00
300	CAPSTEAD MORTGAGE CP NEW	11/25/11	3,558.00	3,441.00	(117.00)	360.00
2,100	FIRST POTOMAC RLTY TR REIT	12/16/08	14,558.35	25,956.00	11,397 65	1,680.00
400	FIRST POTOMAC RLTY TR REIT	12/16/08	2,776.00	4,944.00	2,168.00	320.00
1,000	FIRST POTOMAC RLTY TR REIT	11/10/10	15,935.25	12,360.00	(3,575.25)	800.00
500	FIRST POTOMAC RLTY TR REIT	08/09/11	5,942.15	6,180.00	237.85	400.00
800	LINN ENERGY LLC	05/05/08	17,450.07	28,192.00	10,741.93	2,320.00
200	LINN ENERGY LLC	05/05/08	4,361.18	7,048.00	2,686.82	580.00

PLEASE SEE REVERSE SIDE

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EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
400	LINN ENERGY LLC	10/17/08	5,288 00	14,096.00	8,808.00	1,160.00
100	LINN ENERGY LLC	10/17/08	1,327.05	3,524.00	2,196.95	290.00
900	LINN ENERGY LLC	12/29/08	12,749.35	31,716.00	18,966.65	2,610.00
100	LINN ENERGY LLC	12/29/08	1,416.00	3,524.00	2,108.00	290 00
500	LINN ENERGY LLC	01/06/09	8,115.30	17,620.00	9,504.70	1,450.00
500	MONTPELIER RE HLDGS LTD	10/09/12	11,519.27	11,430.00	(89.27)	230.00
500	MONTPELIER RE HLDGS LTD	11/06/12	10,903.16	11,430.00	526 84	230.00
870	ONEBEACON INSURANCE GRP	05/20/09	8,861.95	12,093.00	3,231.05	731.00
130	ONEBEACON INSURANCE GRP	05/20/09	1,326.00	1,807.00	481.00	110.00
1,000	ONEBEACON INSURANCE GRP	11/24/09	14,005.35	13,900.00	(105.35)	840.00
310	ONEBEACON INSURANCE GRP	04/21/11	4,212 05	4,309 00	96.95	261.00
100	ONEBEACON INSURANCE GRP	04/21/11	1,358.00	1,390.00	32.00	84.00
590	ONEBEACON INSURANCE GRP	04/21/11	8,018.10	8,201.00	182.90	496.00
700	ONEBEACON INSURANCE GRP	06/01/11	10,416.00	9,730.00	(686.00)	588.00
100	ONEBEACON INSURANCE GRP	06/01/11	1,494.35	1,390.00	(104.35)	84.00
137	ONEBEACON INSURANCE GRP	06/01/11	2,041.30	1,904.30	(137.00)	116.00
63	ONEBEACON INSURANCE GRP	06/01/11	939.33	875.70	(63.63)	53.00

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THE HELLER FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
1,000	ONEBEACON INSURANCE GRP	11/25/11	14,090.75	13,900.00	(190.75)	840.00
100	RITE AID CORPORATION	02/07/11	137.10	136.00	(1.10)	
100	RITE AID CORPORATION	02/07/11	131 99	136.00	4.01	
4,800	RITE AID CORPORATION	02/07/11	6,336.00	6,528.00	192.00	
2,600	RITE AID CORPORATION	08/09/11	2,876.38	3,536.00	659.62	
2,400	RITE AID CORPORATION	08/09/11	2,669.35	3,264.00	594.65	
5,000	RITE AID CORPORATION	07/26/12	6,242.85	6,800 00	557.15	
900	KINDER MORGAN ENERGY PARTNERS LP	02/08/05	40,860.00	71,811.00	30,951.00	4,537.00
100	KINDER MORGAN ENERGY PARTNERS LP	02/08/05	4,539.00	7,979.00	3,440.00	504 00
500	KINDER MORGAN ENERGY PARTNERS LP	11/25/11	37,680.35	39,895.00	2,214.65	2,521.00
1,000	ENTERPRISE PRDTS PRTN LP L P	03/27/08	29,315.35	50,080.00	20,764.65	2,800.00
500	ENTERPRISE PRDTS PRTN LP L P	10/17/08	11,934.55	25,040.00	13,105.45	1,300.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
500	ENTERPRISE PRDTS PRTN LP L P	03/02/09	9,974.25	25,040.00	15,065.75	1,300.00
400	ENTERPRISE PRDTS PRTN LP L P	11/25/11	17,803.96	20,032.00	2,228.04	1,040.00
100	ENTERPRISE PRDTS PRTN LP L P	11/25/11	4,456.35	5,008.00	551.65	260.00
	Total Equities		**618,111.79**	**795,825.00**	**177,713.21**	**43,436.00**
	Mutual Funds/Closed End Funds/UIT					
750	STANDARD&POORS DEP RCPT	01/06/12	99,507.73	106,807.50	7,299.77	2,328.00
	Total Mutual Funds/Closed End Funds/UIT		**99,507.73**	**106,807.50**	**7,299.77**	**2,328.00**

Statement for Account # 863-908563
12/01/12 - 12/31/12

Account Positions										
Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Margin										
BAJA MINING CORP COM	BAJFF	60,000	$ 0 1092	$ 6,552.00	03/27/12	$ 21,831 47	$ 0.36	$ (15,279.47)	$ -	-
RITE AID CORP COM	RAD	15,000	1 36	20,400.00	12/21/12	18,459.99	1.23	1,940 01	-	-
Total Stocks				**$26,952.00**		**$40,291.46**		**$(13,339.46)**	**$0.00**	**0.0%**

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SPDR GOLD TRUST		
THE BURTON PARTNERSHIP	459,612.	459,612.
TOTALS	459,612.	459,612.

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		11,489.
	TOTAL	11,489.

THE HELLER FAMILY FOUNDATION

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
RODERICK HELLER III 1344 CARNTON LANE FRANKLIN, TN 37064	DIRECTOR	0	0	0
ELIZABETH ANNE HELLER 252 WARREN STREET BROOKLYN, NY 11201	DIRECTOR	0	0	0
CAROLYNN AYRES HELLER 9 BEECHDALE ROAD BALTIMORE, MD 21210	DIRECTOR	0	0	0
RODERICK HELLER IV 55 AGNES STREET OAKLAND, CA 94618	DIRECTOR	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIGHTHOUSE COMMUNITY CHARTER SCHOOL 444 HEGENBERGER ROAD OAKLAND, CA 94621	NONE PUBLIC CHARITY	GENERAL USE	2,500.
FAIR CHANCE 2001 S STREET NW SUITE 310 WASHINGTON, DC 20009	NONE PUBLIC CHARITY	GENERAL USE	2,000.
WETA 3939 CAMPBELL AVE ARLINGTON, VA 22206	NONE PUBLIC CHARITY	GENERAL USE	2,000.
BETH ISRAEL MEDICAL CENTER 555 WEST 57TH STREET 18TH FLOOR NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL USE	2,000.
OAKLAND CHILDREN'S HOSPITAL PO BOX 2054 OAKLAND, CA 94604-2054	NONE PUBLIC CHARITY	GENERAL USE	1,000.
CALICO CENTER 524 ESTUDILLO AVENUE SAN LEANDRO, CA 94577	NONE PUBLIC CHARITY	GENERAL USE	1,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROLAND PARK COMMUNITY FOUNDATION P.O. BOX 16214 BALTIMORE, MD 21210	NONE PUBLIC CHARITY	GENERAL USE	8,000.
CARNTON PLANTATION 1345 CARNTON LANE FRANKLIN, TN 37064	NONE PUBLIC CHARITY	GENERAL USE	20,000.
LAND TRUST FOR TENNESSEE 209 10TH AVENUE SOUTH SUITE 511 NASHVILLE, TN 37203	NONE PUBLIC CHARITY	GENERAL USE	12,700.
MOUNT VERNON ESTATE, MUSEUMS, AND GARDENS MOUNT VERNON LADIES' ASSOCIATION PO BOX 110 MOUNT VERNON, VA 22121	NONE PUBLIC CHARITY	GENERAL USE	2,000.
MY OWN MONTESSORI 5723 OAK GROVE AVENUE OAKLAND, CA 94618	NONE PUBLIC CHARITY	GENERAL USE	1,000.
HILLCREST ELEMENTARY PTA 30 MARGUERITE DRIVE OAKLAND, CA 94618	NONE PUBLIC CHARITY	GENERAL USE	1,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
B.R.A.C USA 110 WILLIAM STREET 29TH FLOOR NEW YORK, NY 10038	NONE PUBLIC CHARITY	GENERAL USE	2,000.
ROOM TO READ 111 SUTTER STREET 16TH FLOOR SAN FRANCISCO, CA 94104	NONE PUBLIC CHARITY	GENERAL USE	1,000.
FRIENDS OF EDNA'S MATERNITY HOSPITAL PO BOX 49146 BLAINE, MN 55449	NONE PUBLIC CHARITY	GENERAL USE	1,000.
FRANKLIN'S CHARGE 604 WEST MAIN STREET FRANKLIN, TN 37064	NONE PUBLIC CHARITY	GENERAL USE	40,000.
		TOTAL CONTRIBUTIONS PAID	99,200.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: THE HELLER FAMILY FOUNDATION

Employer identification number: 52-2034432

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,980.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-14,980.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	59,369.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	59,369.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

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Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			-14,980.
14	Net long-term gain or (loss):				
a	Total for year	14a			59,369.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			44,389.

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

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE HELLER FAMILY FOUNDATION

Employer identification number: 52-2034432

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MERRILL LYNCH			39,667.	43,718.	-4,051.
THE BURTON PARTNERSHIP					282.
AMERITRADE			32,879.	44,090.	-11,211.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -14,980.

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

Schedule D-1 (Form 1041) 2012

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a MERRILL LYNCH			123,847.	113,518.	10,329.
THE BURTON PARTNERSHIP					47,248.
ENTERPRISE PRODUCTS PARTNERS, LP					1,792.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 59,369.

TD AMERITRADE CLEARING INC — Account 863908563

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

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

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of * stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
IRIDIUM COMMUNICATIONS INC WARRANT EXP 02/14/2013 / CUSIP 46269C110 / Symbol IRDMW							
10/15/12	10,000 000	11,889 74	VARIOUS	24,999.52	-13,109 78	Sale	
MONTPELIER RE HOLDINGS LTD COM / CUSIP G62185106 / Symbol MRH							
07/24/12	1,000 000	20,989 53	03/20/12	19,090 00	1,899 53	Sale	
	Totals:	**32,879.27**		**44,089.52**	**-11,210.25**		

Merrill Lynch

THE HELLER FAMILY FOUNDATION

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
25,000 0000	MONTPELIER RE HOL 6 12% 13	03/12/09	03/13/12	26,000.00	18,937.85	7,062.15 LT
25,000.0000	MONTPELIER RE HOL 6.12% 13	03/12/09	03/13/12	26,000.00	18,937.85	7,062.15 LT
200.0000	CISCO SYSTEMS INC COM	01/03/12	03/30/12	4,155.06	3,797.35	357.71 ST
100.0000	SPDR GOLD TRUST	08/11/11	05/25/12	15,161.31	17,159.43	(1,998.12) ST
100.0000	OPKO HEALTH INC	02/07/11	07/26/12	431.12	446.35	(15.23) LT
1,900.0000	OPKO HEALTH INC	02/07/11	07/26/12	8,191.28	8,417.00	(225.72) LT
400 0000	OPKO HEALTH INC	11/25/11	07/26/12	1,724.48	1,985.31	(260.83) ST
100 0000	OPKO HEALTH INC	11/25/11	07/26/12	431.13	495.00	(63.87) ST
200 0000	MONTPELIER RE HLDGS LTD	12/02/10	07/24/12	4,114.56	3,998.23	116.33 LT

PLEASE SEE REVERSE SIDE

Merrill Lynch

EMA Fiscal Statement

'HE HELLER FAMILY FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
800.0000	MONTPELIER RE HLDGS LTD	12/02/10	07/24/12	16,487.63	15,992.92	494.71 LT
2,000.0000	CAPITALSOURCE INC	01/21/11	10/26/12	15,400.55	15,423.91	(23.36) LT
1,000.0000	CAPSTEAD MORTGAGE CP NEW	10/14/09	10/26/12	12,078.88	13,885.35	(1,806.47) LT
100.0000	HAVERTY FURNITURE CO	01/13/12	10/26/12	1,435.62	1,265.35	170.27 ST
100.0000	ANNALY CAP MGMT INC	01/14/10	11/06/12	1,514.18	1,748.00	(233.82) LT
900.0000	ANNALY CAP MGMT INC	01/14/10	11/06/12	13,627.63	15,730.56	(2,102.93) LT
1,000.0000	TECO ENERGY INC	01/05/12	12/18/12	16,759.65	19,015.35	(2,255.70) ST