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: ESTHER L. HEIT FOUNDATION

A Employer identification number: 75-2392220

Number and street (or P O box number if mail is not delivered to street address): 7017 BATTLE CREEK ROAD

Room/suite:

B Telephone number (see instructions): 817-334-0066

City or town, state, and ZIP code: FORT WORTH, TX 76116

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: ☒ 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)* ▶ $ 1,124,585

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

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

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

		Line	Description	(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	8,737	8,737	N/A	
	4		Dividends and interest from securities	27,865	27,865		
	5a		Gross rents				
		b	Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10				
		b	Gross sales price for all assets on line 6a				
	7		Capital gain net income (from Part IV, line 2)		20,031		
	8		Net short-term capital gain				
	9		Income modifications				
	10a		Gross sales less returns and allowances				
		b	Less: Cost of goods sold				
		c	Gross profit or (loss) (attach schedule)	0			
	11		Other income (attach schedule) O&G ROYALTIES $5,668 MISCELLANEOUS $27	5,695	5,695		
	12		**Total.** Add lines 1 through 11	42,297	62,328	0	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc.				
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule) THE BLUM FIRM, P C	1,492	1,492		
		b	Accounting fees (attach schedule)				
		c	Other professional fees (attach schedule) INVESTMT MGR	11,330	5,665		5,665
	17		Interest				
	18		Taxes (attach schedule) (see instructions) PROPERTY TAXES ($70) + FOREIGN TAXES ($821)	891	891		
	19		Depreciation (attach schedule) and depletion	850	850		
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)				
	24		**Total operating and administrative expenses.** Add lines 13 through 23	14,563	8,898	0	5,665
	25		Contributions, gifts, grants paid	47,250			47,250
	26		**Total expenses and disbursements.** Add lines 24 and 25	61,813	8,898	0	52,915
	27		Subtract line 26 from line 12:				
		a	**Excess of revenue over expenses and disbursements**	(19,516)			
		b	**Net investment income** (if negative, enter -0-)		53,430		
		c	**Adjusted net income** (if negative, enter -0-)			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	50,039	190,868	190,868
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)	633,138	519,272	596,024
c	Investments—corporate bonds (attach schedule)	294,211	268,613	292,014
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) COMMODITIES	50,000	50,000	41,709
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ROYALTY INTERESTS)	75,547	74,697	3,970
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,102,935	1,103,450	1,124,585
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.			
27	Capital stock, trust principal, or current funds	1,102,935	1,103,450	
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)	1,102,935	1,103,450	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,102,935	1,103,450	

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	1,102,935
2	Enter amount from Part I, line 27a	2	(19,516)
3	Other increases not included in line 2 (itemize) ▶ CAPITAL GAINS - SEE PART IV	3	20,031
4	Add lines 1, 2, and 3	4	1,103,450
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	1,103,450

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 US TRUST ATTACHED - SHORT TERM	P	VARIOUS	VARIOUS
b	SEE US TRUST ATTACHED - LONG TERM	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DISTRIBUTIONS	P	VARIOUS	VARIOUS
d	STOCK BASIS ADJUSTMENT	P	VARIOUS	VARIOUS
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	125,704		121,469	4,235
b	105,052		90,889	14,163
c	1,748		0	1,748
d	0		115	(115)
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	20,031
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 (col (b) divided by col (c))
2011	53,092	1,085,241	0.0489
2010	52,917	1,080,282	0.0490
2009	60,245	1,008,507	0.0597
2008	61,340	1,163,235	0.0527
2007	53,218	1,330,611	0.0400

2	**Total** of line 1, column (d)	2	0.2503
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	0.05006
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,081,936
5	Multiply line 4 by line 3	5	54,162
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	534
7	Add lines 5 and 6	7	54,696
8	Enter qualifying distributions from Part XII, line 4	8	52,915

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,069
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	1,069
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,069
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 671		
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	671
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	398
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** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for 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. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
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) ▶ TEXAS			
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 ▶ NONE

14 The books are in care of ▶ CAROL MIDDLETON Telephone no. ▶ 817-334-0066
Located at ▶ 7017 BATTLE CREEK ROAD, FORT WORTH, TX ZIP+4 ▶ 76116-9302

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 | 0

			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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		X

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
SEE STATEMENT ATTACHED				

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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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	973,423
b	Average of monthly cash balances	1b	120,454
c	Fair market value of all other assets (see instructions)	1c	4,535
d	**Total** (add lines 1a, b, and c)	1d	1,098,412
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	1,098,412
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	16,476
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,081,936
6	**Minimum investment return.** Enter 5% of line 5	6	54,097

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	54,097
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,069		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,069
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	53,028
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	53,028
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	53,028

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	52,915
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	52,915
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,915

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				53,028
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			47,199	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 0				
b	From 2008 0				
c	From 2009 0				
d	From 2010 0				
e	From 2011 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 52,915				
a	Applied to 2011, but not more than line 2a			47,199	
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				5,716
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	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				47,312
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 0				
b	Excess from 2009 . . . 0				
c	Excess from 2010 0				
d	Excess from 2011 0				
e	Excess from 2012 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ NOT APPLICABLE

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)

NOT APPLICABLE

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.

NOT APPLICABLE

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*				
SEE STATEMENT ATTACHED				
Total . . . . . . ▶ **3a**				0
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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					8,737
4 Dividends and interest from securities					27,865
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					20,031
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a O&G ROYALTIES					5,668
b MISCELLANEOUS INCOME					27
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	62,328

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 62,328

(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.)
3,4,8,11	ONLY SOURCES OF INCOME FOR FOUNDATION

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
		NOT APPLICABLE	

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
	NOT APPLICABLE	

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

Carol S. Middleton 5/15/13 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARVIN E. BLUM	Marvin E. Blum	5/13/13		P00173205
Firm's name ► THE BLUM FIRM, P.C.			Firm's EIN ► 75-1765077	
Firm's address ► 777 MAIN ST, #700, FORT WORTH, TX 76102			Phone no 817-334-0066	

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Summary by Account

Jan. 01, 2012 through Dec. 31, 2012

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB

Summary by Account

		Current Period			Year to Date	
Sub-Account Number	*Sub-Account Name*	*Account Value Beginning 01/01/2012*	*Account Value Ending 12/31/2012*	*Change in Account Value Since 01/01/2012*	*Account Value Beginning 01/03/2012*	*Change in Account Value Since 01/03/2012*
30-02-200-0862300	IM ESTHER L HEIT FOUNDATION	$672,877.71	$824,874.72	$151,997.01	$672,877.71	$151,997.01
30-02-200-0864751	IM ESTHER L HEIT FDN-SCH-LCV	269,261.93	288,435.09	19,173.16	269,261.93	19,173.16
30-02-200-0864769	IM ESTHER L HEIT FDN-EAM-SCC	123,713.27	0.00	-123,713.27	123,713.27	-123,713.27
Combined Account Total:		**$1,065,852.91**	**$1,113,309.81**	**$47,456.90**	**$1,065,852.91**	**$47,456.90**

• Market Value includes accrued income unless otherwise noted.

H50356702

Settlement Date

Account Summary

Jan. 01, 2012 through Dec. 31, 2012

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB

Market Value $1,113,309.81

Account Activity

Description	Current Period	YTD Since 01/03/12
Beginning Market Value	**$1,065,852.91**	**$1,065,852.91**
Income	36,221.27	36,221.27
Deposits	145,365.69	145,365.69
Disbursements	-189,649.91	-189,649.91
Bank Fees	-10,377.27	-10,377.27
Change in Market Value	65,897.12	65,897.12
Ending Market Value	**$1,113,309.81**	**$1,113,309.81**
Change in Account Value	47,456.90	47,456.90

Realized Gain/Loss Summary

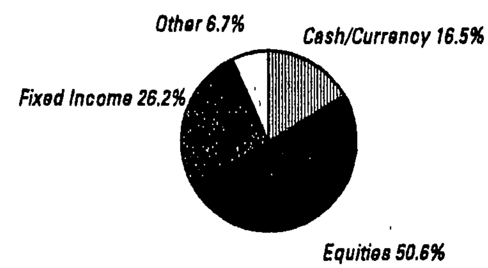
Description	Current Period	Fiscal YTD
Short-term	$4,235.16	$4,235.16
Long-term	15,779.77	15,779.77
Net Total	**$20,014.93**	**$20,014.93**

Income Summary

Description	Current Period	YTD Since 01/03/12
Dividends - Taxable	$27,483.82	$27,483.82
Interest - Taxable	8,737.45	8,737.45
Total Income	**$36,221.27**	**$36,221.27**

Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	$183,562.96	$183,557.28	$42.62	0.02%
Equities	562,998.63	502,368.48	19,204.09	3.41
Fixed Income	292,014.29	268,613.23	11,361.01	3.93
Real Estate	33,025.39	16,903.60	680.27	2.06
Tangible Assets	41,708.54	50,000.00	1,105.53	2.65
Total Assets	**$1,113,309.81**	**$1,021,442.59**	**$32,393.52**	**2.92%**
Total	**$1,113,309.81**	**$1,021,442.59**	**$32,393.52**	



Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart.

The amounts sh... throughout this statement should not be used in the preparation of tax documents. Detail sp...ying taxable nature of income will be provided with year-end tax documentation Please co...t your tax advisor.

H50356704

Settlement Date

Portfolio Detail

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0862300 IM ESTHER L HEIT FOUNDATION

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
0.000	BOFA CASH RESERVES TRUST CLASS (Income Investment)	097100788	$0.00	$0.06	$0.00	$0.00	$0.00	0.00%
172,504.150	BOFA CASH RESERVES TRUST CLASS	097100788	172,504.15	4.77	172,504.15 / 1.000	0.00	32.78	0.01
	Total Cash Equivalents		**$172,504.15**	**$4.83**	**$172,504.15**	**$0.00**	**$32.78**	**0.01%**
Total Cash/Currency			**$172,504.15**	**$4.83**	**$172,504.15**	**$0.00**	**$32.78**	**0.01%**
Equities								
International Developed								
3,000.000	ISHARES INC MSCI AUSTRALIA INDEX FUND Ticker: EWA	464286103 OEQ	$75,420.00 / 25.140	$0.00	$73,455.00 / 24.485	$1,965.00	$4,053.00	5.37%
2,700.000	ISHARES INC MSCI CDA INDEX FUND Ticker: EWC	464286509 OEQ	76,680.00 / 28.400	0.00	78,069.69 / 28.915	-1,389.69	1,601.10	2.08
900.000	ISHARES MSCI SINGAPORE INDEX FUND Ticker: EWS	464286673 OEQ	12,321.00 / 13.690	0.00	12,315.60 / 13.684	5.40	487.80	3.95
	Total International Developed		**$164,421.00**	**$0.00**	**$163,840.29**	**$580.71**	**$6,141.90**	**3.73%**
Emerging Markets								
300.000	ISHARES INC MSCI BRAZIL FREE INDEX FUND Ticker: EWZ	464286400 OEQ	$16,782.00 / 55.940	$38.75	$23,107.50 / 77.025	-$6,325.50	$470.70	2.80%

(2)Industry Sector Codes
CND = Consumer Discretionary, CNS = Consumer Staples, ENR = Energy
FIN = Financials, HEA = Health Care, IND = Industrials
IFT = Information Technology, MAT = Materials, OEQ = Other Equities
TEL = Telecommunication Services, UTL = Utilities

Settlement Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0862300 IM ESTHER L HEIT FOUNDATION

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Emerging Markets (cont)								
200.000	ISHARES MSCI CHILE INVESTABLE MARKET INDEX FUND Ticker: ECH	464286640 OEQ	12,648.00 63.240	4.37	15,096.84 75.484	-2,448.84	193.80	1.53
200.000	ISHARES MSCI SOUTH KOREA INDEX FUND Ticker: EWY	464286772 OEQ	12,670.40 63.352	0.00	10,840.46 54.202	1,829.94	73.00	0.57
900.000	ISHR MSCI TAIWAN INDEX FUND Ticker: EWT	464286731 OEQ	12,258.00 13.620	0.00	12,532.50 13.925	-274.50	243.90	1.99
1,500.000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	66,795.00 44.530	0.00	60,285.00 40.190	6,510.00	1,462.50	2.19
	Total Emerging Markets		**$121,153.40**	**$43.12**	**$121,862.30**	**-$708.90**	**$2,443.90**	**2.01%**
Total Equities			**$285,574.40**	**$43.12**	**$285,702.59**	**-$128.19**	**$8,585.80**	**3.00%**
Fixed Income								
Investment Grade Taxable								
5,000.000	***2013*** HOUSEHOLD FIN CORP NT DTD 07/21/03 4.750% DUE 07/15/13 Moody's: BAA1 S&P: A	441812KD5	$5,104.35 102.087	$109.51	$4,944.90 98.898	$159.45	$237.50	4.65% 0.79
5,000.000	UNITED STATES TREAS NT DTD 08/15/03 4.250% DUE 08/15/13 Moody's: AAA S&P: AA+	912828BH2	5,126.35 102.527	80.26	4,909.38 98.188	216.97	212.50	4.14 0.16
25,000.000	***2014*** PFIZER INC NT DTD 02/03/04 4.500% DUE 02/15/14 Moody's: A1 S&P: AA	717081AR4	26,129.00 104.516	425.00	25,333.75 101.335	795.25	1,125.00	4.30 0.50

Portfolio Detail

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0862300 IM ESTHER L HEIT FOUNDATION

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
5,000.000	CITIGROUP INC SUB NT DTD 09/16/04 5.000% DUE 09/15/14 Moody's: BAA3 S&P: BBB+	172967CQ2	5,260.45 105.209	73.61	4,992.35 99.847	268.10	250.00	4.75 1.81
25,000.000	*2015* MERCK & CO INC NT DTD 02/17/05 4.750% DUE 03/01/15 Moody's: AA3 S&P: AA	589331AK3	27,252.00 109.008	395.83	24,984.50 99.938	2,267.50	1,187.50	4.35 0.59
25,000.000	*2016* CISCO SYS INC NT DTD 02/22/06 5.500% DUE 02/22/16 Moody's: A1 S&P: A+	17275RAC6	28,576.25 114.305	492.70	25,514.75 102.059	3,061.50	1,375.00	4.81 0.90
25,000.000	*2017* FEDERAL HOME LN BKS CONS BD DTD 05/02/07 4.875% DUE 05/17/17 Moody's: AAA S&P: AA+	3133XKQX6	29,461.00 117.844	148.96	25,629.10 102.516	3,831.90	1,218.75	4.13 0.81
50,000.000	*2019* ORACLE CORP SR UNSECD NT DTD 07/08/09 5.000% DUE 07/08/19 Moody's: A1 S&P: A+	68389XAG0	60,044.50 120.089	1,201.39	52,304.50 104.609	7,740.00	2,500.00	4.16 1.82
9,066.183	PIMCO TOTAL RETURN FUND INSTL	693390700	101,903.90 11.240	229.23	100,000.00 11.030	1,903.90	3,254.76	3.19
	Total Investment Grade Taxable		**$288,857.80**	**$3,156.49**	**$268,613.23**	**$20,244.57**	**$11,361.01**	**3.93%**
Total Fixed Income			**$288,857.80**	**$3,156.49**	**$268,613.23**	**$20,244.57**	**$11,361.01**	**3.93%**

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0862300 IM ESTHER L HEIT FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Real Estate								
Public REITs								
2,298.218	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	$33,025.39 14.370	$0.00	$16,903.60 7.355	$16,121.79	$680.27	2.06%
	Total Public REITs		**$33,025.39**	**$0.00**	**$16,903.60**	**$16,121.79**	**$680.27**	**2.06%**
Total Real Estate			**$33,025.39**	**$0.00**	**$16,903.60**	**$16,121.79**	**$680.27**	**2.06%**
Tangible Assets								
Commodities								
6,281.407	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	$41,708.54 6.640	$0.00	$50,000.00 7.960	-$8,291.46	$1,105.53	2.65%
	Total Commodities		**$41,708.54**	**$0.00**	**$50,000.00**	**-$8,291.46**	**$1,105.53**	**2.65%**
Total Tangible Assets			**$41,708.54**	**$0.00**	**$50,000.00**	**-$8,291.46**	**$1,105.53**	**2.65%**
Total Portfolio			**$821,670.28**	**$3,204.44**	**$793,723.57**	**$27,946.71**	**$21,765.39**	**2.64%**
Accrued Income			$3,204.44					
Total			**$824,874.72**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

H50356718

Settlement Date

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0864751 IM ESTHER L HEIT FDN-SCH-LCV

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
41.400	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$41.40	$0.00	$41.40 1.000	$0.00	$0.04	0.09%
11,011.730	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	11,011.73	0.85	11,011.73 1.000	0.00	9.80	0.08
	Total Cash Equivalents		**$11,053.13**	**$0.85**	**$11,053.13**	**$0.00**	**$9.84**	**0.08%**
Total Cash/Currency			**$11,053.13**	**$0.85**	**$11,053.13**	**$0.00**	**$9.84**	**0.08%**

Equities

(2)Industry Sector Codes

CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
310.000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	$9,746.40 31.440	$136.40	$5,996.24 19.343	$3,750.16	$545.60	5.59%
300.000	AT&T INC Ticker: T	00206R102 TEL	10,113.00 33.710	0.00	7,191.00 23.970	2,922.00	540.00	5.34
90.000	BOEING CO Ticker: BA	097023105 IND	6,782.40 75.360	0.00	3,965.36 44.060	2,817.04	174.60	2.57
100.000	CHEVRON CORP Ticker: CVX	166764100 ENR	10,814.00 108.140	0.00	6,460.00 64.600	4,354.00	360.00	3.32
304.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	5,973.42 19.649	0.00	5,895.08 19.392	78.34	170.24	2.85
164.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	9,510.36 57.990	0.00	7,187.37 43.825	2,322.99	432.96	4.55
160.000	DOMINION RES INC VA NEW Ticker: D	25746U109 UTL	8,288.00 51.800	0.00	6,762.67 42.267	1,525.33	337.60	4.07
177.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	7,961.19 44.979	0.00	6,313.16 35.668	1,648.03	304.44	3.82

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0864751 IM ESTHER L HEIT FDN-SCH-LCV

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
456.000	GENERAL ELEC CO Ticker: GE	369604103 IND	9,571.44 20.990	86.64	13,714.09 30.075	-4,142.65	346.56	3.62
170.000	HEINZ H J CO Ticker: HNZ	423074103 CNS	9,805.60 57.680	0.00	6,213.50 36.550	3,592.10	350.20	3.57
332.000	INTEL CORP Ticker: INTC	458140100 IFT	6,845.84 20.620	0.00	6,843.38 20.613	2.46	298.80	4.36
120.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	5,276.29 43.969	0.00	5,477.80 45.648	-201.51	144.00	2.72
120.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	8,412.00 70.100	0.00	7,024.05 58.534	1,387.95	292.80	3.48
130.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	10,975.90 84.430	96.20	9,012.20 69.325	1,963.70	384.80	3.50
86.000	KRAFT FOODS GROUP INC Ticker: KRFT	50076Q106 CNS	3,910.42 45.470	43.00	2,860.76 33.265	1,049.66	172.00	4.39
230.000	LILLY ELI & CO Ticker: LLY	532457108 HEA	11,343.60 49.320	0.00	11,056.51 48.072	287.09	450.80	3.97
230.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	9,416.20 40.940	98.90	7,198.95 31.300	2,217.25	395.60	4.20
305.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	8,146.46 26.710	0.00	7,169.91 23.508	976.55	280.60	3.44
260.000	MONDELEZ INTL INC Ticker: MDLZ	609207105 CNS	6,617.83 25.453	33.80	5,332.94 20.511	1,284.89	135.20	2.04
130.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	8,994.70 69.190	0.00	6,211.79 47.783	2,782.91	312.00	3.46
120.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	10,036.80 83.640	102.00	4,714.78 39.290	5,322.02	408.00	4.06
158.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	9,094.48 57.560	79.00	8,109.81 51.328	984.67	316.00	3.47
90.000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	6,463.80 71.820	0.00	3,567.67 39.641	2,896.13	165.60	2.56

Portfolio Detail

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0864751 IM ESTHER L HEIT FDN-SCH-LCV

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
230.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	9,952.10 43.270	0.00	6,726.96 29.248	3,225.14	473.80	4.76
100.000	3M CO Ticker: MMM	88579Y101 IND	9,285.00 92.850	0.00	5,820.23 58.202	3,464.77	236.00	2.54
	Total U.S. Large Cap		**$213,337.23**	**$675.94**	**$166,826.21**	**$46,511.02**	**$8,028.20**	**3.76%**
U.S. Mid Cap								
120.000	GENUINE PARTS CO Ticker: GPC	372460105 CND	$7,629.60 63.580	$59.40	$4,979.74 41.498	$2,649.86	$237.60	3.11%
	Total U.S. Mid Cap		**$7,629.60**	**$59.40**	**$4,979.74**	**$2,649.86**	**$237.60**	**3.11%**
International Developed								
201.000	ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM Ticker: AZN	046353108 HEA	$9,501.27 47.270	$0.00	$9,369.62 46.615	$131.65	$572.85	6.02%
110.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	25243Q205 CNS	12,823.80 116.580	0.00	6,444.90 58.590	6,378.90	305.14	2.37
174.000	HSBC HLDGS PLC SPON ADR NEW UNITED KINGDOM Ticker: HBC	404280406 FIN	9,234.18 53.070	0.00	7,483.92 43.011	1,750.26	435.00	4.71
100.000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL B UNITED KINGDOM Ticker: RDS/B	780259107 ENR	7,089.00 70.890	0.00	7,249.33 72.493	-160.33	344.00	4.85
250.000	UNILEVER N V NEW NEW YORK SHSADR NETHERLANDS Ticker: UN	904784709 CNS	9,575.00 38.300	0.00	5,944.65 23.779	3,630.35	260.50	2.72

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account: 30-02-200-0864785 ESTHER L HEIT FOUNDATION COMB
Sub-Account: 30-02-200-0864751 IM ESTHER L HEIT FDN-SCH-LCV

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
290.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209 TEL	7,305.10 25.190	150.59	8,367.52 28.854	-1,062.42	435.00	5.95
	Total International Developed		**$55,528.35**	**$150.59**	**$44,859.94**	**$10,668.41**	**$2,352.49**	**4.23%**
Total Equities			**$276,495.18**	**$885.93**	**$216,665.89**	**$59,829.29**	**$10,618.29**	**3.84%**
Total Portfolio			**$287,548.31**	**$886.78**	**$227,719.02**	**$59,829.29**	**$10,628.13**	**3.69%**
Accrued Income			$886.78					
Total			**$288,435.09**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
AGILENT TECHNOLOGIES INC	A	00846U101	6	12/21/11	01/03/12	$219.48	$205.06	$14.42
ACACIA RESH CORP AR ACACIA	ACTG	003881307	9	04/05/11	01/03/12	$337.66	$335.59	$2.07
ACACIA RESH CORP AR ACACIA	ACTG	003881307	1	10/17/11	01/03/12	$37.52	$37.61	$-0.09
CARMAX INC	KMX	143130102	1	10/17/11	01/05/12	$30 14	$28.00	$2.14
CARMAX INC	KMX	143130102	3	11/15/11	01/05/12	$90.41	$85.32	$5.09
CARMAX INC	KMX	143130102	66	07/25/11	01/05/12	$1,989.06	$2,131.12	$-142.06
INTERCONTINENTALEXCHANGE INC	ICE	45865V100	1	11/15/11	01/05/12	$115 41	$126.59	$-11.18
WOLVERINE WORLD WIDE INC COM	WWW	978097103	2	06/14/11	01/05/12	$66 94	$85.44	$-18.50
TOWERS WATSON & CO	TW	891894107	1	11/15/11	01/05/12	$58.88	$64 94	$-6.06
TOWERS WATSON & CO	TW	891894107	18	06/30/11	01/05/12	$1,059.80	$1,184.24	$-124.44
SLM CORP	SLM	78442P106	11	11/15/11	01/10/12	$152.85	$152.46	$0.39
SLM CORP	SLM	78442P106	90	10/18/11	01/10/12	$1,250 56	$1,198.26	$52.30
SLM CORP	SLM	78442P106	2	10/17/11	01/10/12	$27.79	$26.62	$1.17
EQT CORP	EQT	26884L109	1	11/15/11	01/13/12	$48.43	$63.25	$-14.82
EQT CORP	EQT	26884L109	19	09/07/11	01/13/12	$920.21	$1,176.48	$-256.27
CASH AMER INVTS INC	CSH	14754D100	2	11/15/11	01/19/12	$83.87	$106 70	$-22.83
CASH AMER INVTS INC	CSH	14754D100	35	10/11/11	01/19/12	$1,467.81	$1,901.32	$-433.51
LABORATORY CORP AMER HLDGS NE	LH	50540R409	1	08/30/11	01/20/12	$88.13	$93 09	$-4.96
LABORATORY CORP AMER HLDGS NE	LH	50540R409	23	08/01/11	01/20/12	$2,027.03	$2,042.48	$-15.45

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SOLUTIA INC NEW	SOA	834376501	2	10/17/11	01/30/12	$54.76	$30.54	$24.22
SOLUTIA INC NEW	SOA	834376501	4	11/15/11	01/30/12	$109 51	$66.52	$42.99
SOTHEBYS HLDGS INC CL A	BID	835898107	40	11/16/11	01/30/12	$1,324.53	$1,261.62	$62.91
PLANTRONICS INC NEW	PLT	727493108	36	05/09/11	02/09/12	$1,345.74	$1,353.55	$-7.81
PLANTRONICS INC NEW	PLT	727493108	2	11/15/11	02/09/12	$74.76	$69.16	$5.60
FOSSIL INC	FOSL	349882100	15	12/14/11	02/14/12	$1,679.09	$1,213.80	$465.29
GARDNER DENVER	GDI	365558105	4	02/14/12	02/15/12	$292.60	$291.63	$0.97
RELIANCE STEEL & ALUM CO	RS	759509102	28	11/22/11	02/16/12	$1,505.53	$1,223.07	$282.46
COMERICA INC	CMA	200340107	50	10/31/11	03/02/12	$1,478 39	$1,297.76	$180.63
COMERICA INC	CMA	200340107	2	11/15/11	03/02/12	$59.14	$51.70	$7.44
VAIL RESORTS INC	MTN	91879Q109	27	01/20/12	03/16/12	$1,229 62	$1,191.50	$38.12
VAIL RESORTS INC	MTN	91879Q109	4	02/16/12	03/16/12	$182 17	$166.75	$15.42
VAIL RESORTS INC	MTN	91879Q109	1	01/05/12	03/16/12	$45.54	$38.44	$7.10
CULLEN FROST BANKERS INC	CFR	229899109	1	09/09/11	03/20/12	$59.04	$53.27	$5.77
CULLEN FROST BANKERS INC	CFR	229899109	25	08/11/11	03/20/12	$1,476.10	$1,232.95	$243.15
FIFTH THIRD BANCORP	FITB	316773100	95	01/05/12	03/26/12	$1,345.14	$1,235.42	$109.72
GARDNER DENVER	GDI	365558105	16	02/14/12	03/28/12	$1,014.27	$1,166.53	$-152.26
GARDNER DENVER	GDI	365558105	18	10/21/11	03/28/12	$1,141.06	$1,306.52	$-165.46
WASTE CONNECTIONS INC	WCN	941053100	1	10/17/11	04/03/12	$31.52	$34.25	$-2.73
WASTE CONNECTIONS INC	WCN	941053100	8	05/19/11	04/03/12	$252.14	$260.74	$-8.60
WASTE CONNECTIONS INC	WCN	941053100	45	06/08/11	04/03/12	$1,418.28	$1,375.78	$42.50
WASTE CONNECTIONS INC	WCN	941053100	3	11/15/11	04/03/12	$94.55	$97.44	$-2.89
MDC PARTNERS INC CL A SUB VTG	MDCA	552697104	85	11/02/11	04/09/12	$896.14	$1,250.29	$-354.15
MDC PARTNERS INC CL A SUB VTG	MDCA	552697104	4	11/15/11	04/09/12	$42.17	$57.72	$-15.55
WILEY JOHN & SONS INC CL A	JW A	968223206	3	11/15/11	04/19/12	$136.47	$149.01	$-12.54
ASCENA RETAIL GROUP INC	ASNA	04351G101	80	01/05/12	04/24/12	$1,587.22	$1,286.40	$300.82
MEDNAX INC	MD	58502B106	1	11/15/11	04/30/12	$69.86	$69.68	$0.18
CHURCH & DWIGHT INC	CHD	171340102	1	11/15/11	05/02/12	$50.53	$44.40	$6.13

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CHURCH & DWIGHT INC	CHD	171340102	29	11/10/11	05/02/12	$1,465.49	$1,269.17	$196.32
ANSYS INC	ANSS	03662Q105	1	09/28/11	05/03/12	$61 42	$60.38	$1 04
ANSYS INC	ANSS	03662Q105	1	11/15/11	05/03/12	$61.43	$59.32	$2.11
ANSYS INC	ANSS	03662Q105	11	08/30/11	05/03/12	$675.67	$579.13	$96.54
CROWN HLDGS INC COM 144A	CCK	228368106	54	12/16/11	05/04/12	$1,958.07	$1,816.06	$142.01
CHECK POINT SOFTWARE TECH LTOR	CHKP	M22465104	1	11/15/11	05/08/12	$54.66	$58.62	$-3.96
ROSETTA RES INC	ROSE	777779307	1	09/15/11	05/10/12	$41.45	$58.06	$-16.61
ROSETTA RES INC	ROSE	777779307	1	08/17/11	05/10/12	$41.45	$47.96	$-6.51
WYNDHAM WORLDWIDE CORP	WYN	98310W108	1	10/16/11	05/10/12	$51.56	$31.57	$19.99
ROSETTA RES INC	ROSE	777779307	29	08/08/11	05/10/12	$1,202 03	$1,256.49	$-54.46
TIM HORTONS INC	THI	88706M103	1	11/15/11	05/10/12	$54.98	$51.14	$3.84
TIM HORTONS INC	THI	88706M103	31	10/14/11	05/10/12	$1,704.42	$1,503.74	$200.68
WYNDHAM WORLDWIDE CORP	WYN	98310W108	2	07/13/11	05/10/12	$103.12	$68.14	$34.98
VAIL RESORTS INC	MTN	91879Q109	31	01/05/12	05/11/12	$1,315 17	$1,191.71	$123.46
NASDAQ STK MKT INC ACCREDITED	NDAQ	631103108	51	01/30/12	05/23/12	$1,103.50	$1,307.54	$-204.04
SIGNET GROUP PLC	SIG	G81276100	42	01/20/12	05/25/12	$1,861.82	$1,973.98	$-112.16
SIGNET GROUP PLC	SIG	G81276100	17	02/16/12	05/25/12	$753.59	$787.54	$-33.95
ALLIED WORLD ASSURANCE CO HLD(	AWH	H01531104	3	11/15/11	05/25/12	$227 54	$183.03	$44.51
ALLIED WORLD ASSURANCE CO HLD(	AWH	H01531104	23	10/17/11	05/25/12	$1,744.51	$1,289 17	$455.34
NIELSEN HLDGS N V	NLSN	N63218106	3	11/15/11	05/25/12	$83.20	$92.85	$-9.65
NIELSEN HLDGS N V	NLSN	N63218106	63	08/22/11	05/25/12	$1,747.22	$1,708.28	$38.94
AVAGO TECHNOLOGIES LTD	AVGO	Y0486S104	1	10/19/11	05/25/12	$33 13	$35.05	$-1.92
AVAGO TECHNOLOGIES LTD	AVGO	Y0486S104	53	07/28/11	05/25/12	$1,755.97	$1,838.78	$-82.81
AVAGO TECHNOLOGIES LTD	AVGO	Y0486S104	3	11/15/11	05/25/12	$99.39	$99.65	$-0.26
AVAGO TECHNOLOGIES LTD	AVGO	Y0486S104	16	08/26/11	05/25/12	$530.11	$495 20	$34.91
ACACIA RESH CORP AR ACACIA	ACTG	003881307	2	11/15/11	05/25/12	$70 14	$69.08	$1.06
ACACIA RESH CORP AR ACACIA	ACTG	003881307	18	11/21/11	05/25/12	$631.24	$563 32	$67.92
AGILENT TECHNOLOGIES INC	A	00846U101	4	01/31/12	05/25/12	$163.81	$170.45	$-6.64

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
AGILENT TECHNOLOGIES INC	A	00846U101	47	12/21/11	05/25/12	$1,924.80	$1,606.28	$318.52
AMETEK AEROSPACE PRODS INC	AME	031100100	2	11/15/11	05/25/12	$98.36	$83.90	$14.46
AMETEK AEROSPACE PRODS INC	AME	031100100	47	11/10/11	05/25/12	$2,311.55	$1,896.33	$415.22
AMPHENOL CORP NEW CL A	APH	032095101	3	11/15/11	05/25/12	$159.94	$142.17	$17.77
AMPHENOL CORP NEW CL A	APH	032095101	8	10/17/11	05/25/12	$426 51	$347.04	$79.47
AMPHENOL CORP NEW CL A	APH	032095101	3	10/19/11	05/25/12	$159.94	$127.19	$32.75
ANSYS INC	ANSS	03662Q105	25	08/30/11	05/25/12	$1,548.96	$1,316.22	$232.74
ASHLAND INC NEW	ASH	044209104	41	05/15/12	05/25/12	$2,633.78	$2,701.86	$-68.08
ASPEN TECHNOLOGY INC	AZPN	045327103	66	11/08/11	05/25/12	$1,443.98	$1,224.02	$219.96
ASPEN TECHNOLOGY INC	AZPN	045327103	6	11/15/11	05/25/12	$131.27	$107.94	$23.33
ASPEN TECHNOLOGY INC	AZPN	045327103	72	08/26/11	05/25/12	$1,575.25	$1,200.80	$374.45
AVNET INC	AVT	053807103	4	11/15/11	05/25/12	$122.53	$123.80	$-1.27
AVNET INC	AVT	053807103	9	10/19/11	05/25/12	$275.68	$260.89	$14.79
BE AEROSPACE INC	BEAV	073302101	2	11/15/11	05/25/12	$85 78	$77.88	$7.90
BE AEROSPACE INC	BEAV	073302101	1	10/17/11	05/25/12	$42.89	$34.70	$8.19
BIO RAD LABS INC CL A	BIO	090572207	1	11/15/11	05/25/12	$101 37	$99 20	$2.17
BIO RAD LABS INC CL A	BIO	090572207	1	10/17/11	05/25/12	$101.36	$94.06	$7.30
BORG-WARNER AUTOMOTIVE INC	BWA	099724106	1	11/15/11	05/25/12	$74.54	$67.33	$7.21
BORG-WARNER AUTOMOTIVE INC	BWA	099724106	27	09/09/11	05/25/12	$2,012.53	$1,770.52	$242.01
BRUNSWICK CORPORATION	BC	117043109	79	03/16/12	05/25/12	$1,743.18	$2,125.72	$-382.54
CARDTRONICS INC	CATM	14161H108	2	11/15/11	05/25/12	$56.18	$52 92	$3.26
CARDTRONICS INC	CATM	14161H108	52	10/04/11	05/25/12	$1,460.59	$1,052.23	$408.36
CEPHEID	CPHD	15670R107	2	11/15/11	05/25/12	$76.60	$67.58	$9.02
CHARTER COMMUNICATIONS INC DE	CHTR	16117M305	33	01/13/12	05/25/12	$2,112.94	$1,892.81	$220.13
DAVITA INC	DVA	23918K108	26	09/15/11	05/25/12	$2,125.71	$1,924.62	$201.09
DAVITA INC	DVA	23918K108	1	11/15/11	05/25/12	$81.76	$73.90	$7.86
DISH NETWORK CORP CL A	DISH	25470M109	2	10/17/11	05/25/12	$56.47	$54.86	$1.61
DISH NETWORK CORP CL A	DISH	25470M109	70	10/07/11	05/25/12	$1,976.37	$1,789.64	$186.73

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
DISH NETWORK CORP CL A	DISH	25470M109	3	11/15/11	05/25/12	$84.70	$71.49	$13.21
DONALDSON INC	DCI	257651109	37	05/22/12	05/25/12	$1,335.30	$1,314.00	$21.30
ELIZABETH ARDEN INC	RDEN	28660G106	23	05/21/12	05/25/12	$809.81	$812.65	$-2.84
ELIZABETH ARDEN INC	RDEN	28660G106	13	05/18/12	05/25/12	$457.72	$456.49	$1.23
EVERCORE PARTNERS INC CL A	EVR	29977A105	19	05/25/11	05/25/12	$469.65	$682.31	$-212.66
EVERCORE PARTNERS INC CL A	EVR	29977A105	3	11/15/11	05/25/12	$74.16	$82.80	$-8.64
EVERCORE PARTNERS INC CL A	EVR	29977A105	4	10/17/11	05/25/12	$98.87	$97.64	$1.23
FEI CO	FEIC	30241L109	41	05/03/12	05/25/12	$1,866.07	$2,077.25	$-211.18
FEI CO	FEIC	30241L109	13	05/10/12	05/25/12	$591.68	$595.54	$-3.86
FEI CO	FEIC	30241L109	5	05/11/12	05/25/12	$227.57	$228.84	$-1.27
FINISH LINE INC CL A	FINL	317923100	58	02/21/12	05/25/12	$1,269 59	$1,373 57	$-103.98
FINISH LINE INC CL A	FINL	317923100	40	03/30/12	05/25/12	$875.58	$872.20	$3.38
FIRST FINL BANCORP	FFBC	320209109	41	03/09/12	05/25/12	$664 55	$702.38	$-37.83
FIRST FINL BANCORP	FFBC	320209109	15	03/12/12	05/25/12	$243.13	$254.89	$-11.76
FIRST FINL BANCORP	FFBC	320209109	26	03/08/12	05/25/12	$421.42	$437.13	$-15.71
FIRST HORIZON NATL CORP	FHN	320517105	133	03/26/12	05/25/12	$1,159.02	$1,418.62	$-259.60
FIRST REP BK SAN FRANCISCO	FRC	33616C100	53	03/23/12	05/25/12	$1,743 29	$1,691.09	$52.20
FLOWERS FOODS INC	FLO	343498101	4	11/15/11	05/25/12	$83 46	$82.48	$0.98
FLOWERS FOODS INC	FLO	343498101	92	11/14/11	05/25/12	$1,919 51	$1,881.51	$38.00
FOREST CITY ENTERPRISES INC	FCE A	345550107	98	01/06/12	05/25/12	$1,339.63	$1,149.54	$190.09
GRAPHIC PACKAGING HLDG CO	GPK	388689101	154	07/18/11	05/25/12	$774.94	$792.70	$-17.76
GRAPHIC PACKAGING HLDG CO	GPK	388689101	26	11/15/11	05/25/12	$130.83	$113.62	$17.21
GRAPHIC PACKAGING HLDG CO	GPK	388689101	3	10/17/11	05/25/12	$15.10	$11 85	$3.25
HEXCEL CORP NEW	HXL	428291108	50	01/13/12	05/25/12	$1,226.62	$1,264.14	$-37.52
HUNT J B TRANSPORTATION SERVIC	JBHT	445658107	3	08/13/11	05/25/12	$169.57	$143.00	$26.57
HUNT J B TRANSPORTATION SERVIC	JBHT	445658107	23	07/15/11	05/25/12	$1,300.04	$1,083.41	$216.63
IAC / INTERACTIVECORP	IACI	44919P508	4	11/15/11	05/25/12	$179.04	$166.32	$12.72
IAC / INTERACTIVECORP	IACI	44919P508	32	06/01/11	05/25/12	$1,432.29	$1,185.91	$246.38

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
INTERCONTINENTALEXCHANGE INC	ICE	45865V100	11	05/02/12	05/25/12	$1,376.33	$1,408.59	$-32.26
INTERNATIONAL GAME TECHNOLOG'	IGT	459902102	136	02/16/12	05/25/12	$1,926.40	$2,043.17	$-116.77
ITC HLDGS CORP	ITC	465685105	1	10/17/11	05/25/12	$69.24	$73.86	$-4.62
ITC HLDGS CORP	ITC	465685105	1	11/15/11	05/25/12	$69.24	$73.66	$-4.42
ITC HLDGS CORP	ITC	465685105	30	07/12/11	05/25/12	$2,077.15	$2,167.04	$-89.89
LAM RESH CORP	LRCX	512807108	33	12/16/11	05/25/12	$1,268.26	$1,188.96	$79.30
LAREDO PETE HLDGS INC	LPI	516806106	63	05/10/12	05/25/12	$1,341.17	$1,441.98	$-100.81
LIBERTY MEDIA CORP NEW	LMCA	530322106	0 88	11/15/11	05/25/12	$74 44	$68.82	$5.62
MSC INDL DIRECT INC CL A	MSM	553530106	1	11/15/11	05/25/12	$72.64	$68.57	$4.07
MSC INDL DIRECT INC CL A	MSM	553530106	30	09/15/11	05/25/12	$2,179.15	$1,877.11	$302.04
MYLAN LABS INC	MYL	628530107	62	01/27/12	05/25/12	$1,339.17	$1,318 43	$20.74
OXFORD INDS INC	OXM	691497309	43	04/23/12	05/25/12	$1,877.77	$2,021.16	$-143.39
PALL CORP	PLL	696429307	23	03/08/12	05/25/12	$1,311.64	$1,397.78	$-86.14
PALL CORP	PLL	696429307	32	12/13/11	05/25/12	$1,824.88	$1,856.87	$-31.99
PIONEER NAT RES CO	PXD	723787107	13	01/06/12	05/25/12	$1,288.14	$1,227.32	$60.82
PROASSURANCE CORP	PRA	74267C106	1	11/15/11	05/25/12	$87.89	$77.54	$10.35
ROPER INDS INC NEW	ROP	776696106	21	04/03/12	05/25/12	$2,101.84	$2,077 10	$24.74
SS&C TECHNOLOGIES HLDGS INC	SSNC	78467J100	10	05/16/12	05/25/12	$231.22	$243.23	$-12.01
SS&C TECHNOLOGIES HLDGS INC	SSNC	78467J100	46	05/15/12	05/25/12	$1,063.63	$1,111.07	$-47.44
ST JUDE MEDICAL INC	STJ	790849103	3	11/15/11	05/25/12	$118.42	$118.59	$-0.17
ST JUDE MEDICAL INC	STJ	790849103	1	10/17/11	05/25/12	$39.47	$38.00	$1.47
TEAM HEALTH HOLDINGS INC	TMH	87817A107	1	06/04/11	05/25/12	$22.48	$21.99	$0.49
TEAM HEALTH HOLDINGS INC	TMH	87817A107	2	11/15/11	05/25/12	$44.96	$39.98	$4.98
TERADATA CORP DEL	TDC	88076W103	32	11/03/11	05/25/12	$2,252.27	$1,834 19	$418.08
TERADATA CORP DEL	TDC	88076W103	2	11/15/11	05/25/12	$140.77	$113.78	$26.99
TESCO CORP	TESO	88157K101	1	06/16/11	05/25/12	$12.18	$17.39	$-5.21
TESCO CORP	TESO	88157K101	5	11/15/11	05/25/12	$60.91	$63.00	$-2.09
TIDEWATER INC	TDW	886423102	2	11/15/11	05/25/12	$91.36	$97.40	$-6.04

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
VERISK ANALYTICS INC	VRSK	92345Y106	2	11/15/11	05/25/12	$95.50	$75.18		$20.32
VERISK ANALYTICS INC	VRSK	92345Y106	48	10/04/11	05/25/12	$2,291.95	$1,622.95		$669.00
WELLCARE HEALTH PLANS INC	WCG	94946T106	23	05/03/12	05/25/12	$1,322.01	$1,413.42		$-91.41
RELIANCE STEEL & ALUM CO	RS	759509102	26	05/25/12	05/29/12	$1,272.67	$1,250.49		$22.18
RELIANCE STEEL & ALUM CO	RS	759509102	37	04/27/12	05/29/12	$1,811.11	$2,074.18		$-263.07
Total short term gain/loss from sales:						$125,704.16	$121,469 00		$4,235.16

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
WOLVERINE WORLD WIDE INC COM	WWW	978097103	33	08/31/09	01/05/12	$1,104.56	$821.99		$282.57
INTERCONTINENTALEXCHANGE INC	ICE	45865V100	10	01/03/11	01/05/12	$1,154.05	$1,199.76		$-45.71
ROCK-TENN CO CL A	RKT	772739207	26	01/28/10	01/06/12	$1,601.87	$1,096.86		$505.01
SLM CORP	SLM	78442P106	27	04/08/10	01/10/12	$375.17	$351.67		$23.50
SOLUTIA INC NEW	SOA	834376501	65	07/01/10	01/30/12	$1,779.62	$811.71		$967.91
SOLUTIA INC NEW	SOA	834376501	28	06/04/10	01/30/12	$766.60	$411.03		$355.57
INTERCONTINENTALEXCHANGE INC	ICE	45865V100	10	11/11/09	01/30/12	$1,150.81	$1,094.44		$56.37
INTERCONTINENTALEXCHANGE INC	ICE	45865V100	1	01/03/11	01/30/12	$115.08	$119.98		$-4.90
NOKIA CORP ADR	NOK	654902204	410	01/09/09	04/10/12	$2,089.11	$6,345.82		$-4,256.71
WILEY JOHN & SONS INC CL A	JW A	968223206	5	03/31/10	04/19/12	$227.44	$216.07		$11.37
WILEY JOHN & SONS INC CL A	JW A	968223206	25	03/25/10	04/19/12	$1,137.22	$1,061.51		$75.71
HCP INC	HCP	40414L109	200	06/29/10	04/25/12	$8,129.04	$6,262.68	*	$1,866.36
MEDNAX INC	MD	58502B106	20	02/05/10	04/30/12	$1,397.23	$1,074.81		$322.42
MEDNAX INC	MD	58502B106	9	03/18/10	04/30/12	$628.75	$531.29		$97.46
CHECK POINT SOFTWARE TECH LTOR	CHKP	M22465104	1	01/10/11	05/08/12	$54.66	$44.55		$10.11
CHECK POINT SOFTWARE TECH LTOR	CHKP	M22465104	30	10/12/10	05/08/12	$1,639.74	$1,168.39		$471.35
WYNDHAM WORLDWIDE CORP	WYN	98310W108	23	02/08/11	05/10/12	$1,185.90	$705.41		$480.49

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
AVNET INC	AVT	053807103	76	01/28/11	05/25/12	$2,327 97	$2,669.09	$-341.12
WILEY JOHN & SONS INC CL A	JW A	968223206	15	02/13/06	05/25/12	$674.08	$580.36	$93.72
WILEY JOHN & SONS INC CL A	JW A	968223206	15	03/25/10	05/25/12	$674.09	$636.90	$37.19
TIDEWATER INC	TDW	886423102	36	01/27/11	05/25/12	$1,644.44	$2,074.01	$-429.57
TESCO CORP	TESO	88157K101	90	08/11/10	05/25/12	$1,096 36	$1,052.68	$43.68
TESCO CORP	TESO	88157K101	41	05/18/11	05/25/12	$499.45	$764 91	$-265.46
ALLIED WORLD ASSURANCE CO HLD(	AWH	H01531104	25	01/14/10	05/25/12	$1,896.21	$1,161.40	$734.81
ALLIED WORLD ASSURANCE CO HLD(	AWH	H01531104	5	01/13/10	05/25/12	$379.24	$232.01	$147.23
ACACIA RESH CORP AR ACACIA	ACTG	003881307	31	04/05/11	05/25/12	$1,087.15	$1,155.91	$-68.76
AMPHENOL CORP NEW CL A	APH	032095101	55	10/03/05	05/25/12	$2,932.24	$1,111.82	$1,820.42
WYNDHAM WORLDWIDE CORP	WYN	98310W108	46	02/08/11	05/25/12	$2,277.61	$1,410.81	$866.80
AVNET INC	AVT	053807103	1	01/30/11	05/25/12	$30.63	$33.99	$-3.36
BE AEROSPACE INC	BEAV	073302101	39	04/06/11	05/25/12	$1,672.67	$1,443.30	$229.37
BIO RAD LABS INC CL A	BIO	090572207	1	04/15/10	05/25/12	$101 36	$108.49	$-7.13
BIO RAD LABS INC CL A	BIO	090572207	10	11/07/08	05/25/12	$1,013.65	$700.30	$313.35
CEPHEID	CPHD	15670R107	45	04/21/11	05/25/12	$1,723.46	$1,382.06	$341.40
EVERCORE PARTNERS INC CL A	EVR	29977A105	41	05/11/11	05/25/12	$1,013.47	$1,469.32	$-455.85
GRAPHIC PACKAGING HLDG CO	GPK	388689101	390	05/06/11	05/25/12	$1,962.51	$2,226.16	$-263.65
HUNT J B TRANSPORTATION SERVIC	JBHT	445658107	33	04/08/11	05/25/12	$1,865.28	$1,462 16	$403.12
IAC / INTERACTIVECORP	IACI	44919P508	47	03/15/11	05/25/12	$2,103.67	$1,395.69	$707.98
LIBERTY MEDIA CORP NEW	LMCA	530322106	26.12	02/14/11	05/25/12	$2,207.01	$2,132 94	$74.07
MONOTYPE IMAGING HLDGS INC	TYPE	61022P100	7	06/13/08	05/25/12	$95.56	$116.48	$-20.92
MONOTYPE IMAGING HLDGS INC	TYPE	61022P100	82	05/15/08	05/25/12	$1,119.42	$1,230.00	$-110.58
MONOTYPE IMAGING HLDGS INC	TYPE	61022P100	70	07/17/08	05/25/12	$955.60	$821 02	$134.58
OIL STS INTL INC	OIS	678026105	1	03/17/11	05/25/12	$67.92	$83 70	$-15 78
OIL STS INTL INC	OIS	678026105	15	02/16/11	05/25/12	$1,018 77	$1,117.46	$-98.69
OIL STS INTL INC	OIS	678026105	13	02/14/11	05/25/12	$882.94	$946.96	$-64.02
PROASSURANCE CORP	PRA	74267C106	20	05/05/09	05/25/12	$1,757.75	$896.73	$861.02

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SLM CORP	SLM	78442P106	113	04/08/10	05/25/12	$1,535.77	$1,471.79	$63.98
ST JUDE MEDICAL INC	STJ	790849103	7	03/24/10	05/25/12	$276.32	$283.92	$-7.60
ST JUDE MEDICAL INC	STJ	790849103	25	02/19/10	05/25/12	$986.86	$967.75	$19.11
TEAM HEALTH HOLDINGS INC	TMH	87817A107	63	05/06/11	05/25/12	$1,416.21	$1,385.92	$30.29
FEDERAL HOME LN MTG CORP	FHLM18	3137EABP3	25000	08/27/08	06/11/12	$30,300.50	$25,598.03	$4,702.47
PHILLIPS 66	PSX	718546104	60	11/04/09	06/11/12	$1,963.46	$1,424.47	$538.99
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	185	10/03/05	09/13/12	$6,234.91	$4,438.15	$1,796.76
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	43	10/06/08	09/13/12	$1,449.20	$839.67	$609.53
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	37	10/06/08	09/14/12	$1,240.89	$722.51	$518.38
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.67	06/09/08	10/30/12	$30.65	$22.19	$8.46
Total long term gain/loss from sales:						$105,052.13	$90,889.03	$14,163.10

ESTHER L. HEIT FOUNDATION
2012 FORM 990-PF

PART VIII, LINE 1 - LIST OF ALL OFFICERS AND DIRECTORS

Name and Address	Title and Avg. Hrs. Per Week	Compensation	Contributions to Employee Plans	Expense Account
Carol Heit Middleton 7017 Battle Creek Road Fort Worth, TX 76116	Director/President 1 hr/week	0	0	0
Mary Lou Lubbers 4280 Trinity Mills #608 Dallas, TX 75287	Director/Secretary 1 hr/week	0	0	0
Charles J. Middleton 7017 Battle Creek Rd. Fort Worth, TX 76116	Director/Treasurer 1 hr/week	0	0	0
John A. Heit 6940 Buckthorn NW Rochester, MN 55901	Director/Vice-President 1 hr/week	0	0	0
James M. Heit 6138 S. 102nd Avenue Omaha, NE 68127	Director	0	0	0
Carol A. Hicks 19601 Eagle Nest Court Canyon, TX 79015	Director	0	0	0
James P. Hicks 19601 Eagle Nest Court Canyon, TX 79015	Director	0	0	0

ESTHER L. HEIT FOUNDATION
2012 FORM 990-PF

PART XV, LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

	Recipient Name And Address	Purpose	Amount
1.	Texas A&M University MSC Abbott Family Conference 1237 TAMU College Station, TX 77843	General Fund	2,000
2.	Ridglea United Methodist Church 6036 Lock Avenue Fort Worth, TX 76116	General Fund	4,500
3.	Civic League Day Nursery 427 Sixth Avenue, SW Rochester, MN 55901	General Fund	3,000
4.	Arts Council of Fort Worth 1300 Gendy Street Fort Worth, TX 76107	General Fund	2,000
5.	Hope & Healing Place 1721 S. Tyler Amarillo, TX 79102	General Fund	3,000
6.	Benbrook Comunity Center/YMCA 1899 Winscott Road Benbrook, TX 76126	General Fund	5,000
7.	Operation Kindness 3201 Earhart Carrollton, TX 75006	General Fund	1,000
8.	The Salvation Army Fort Worth Corps P. O. Box 99400 Fort Worth, TX 76199	General Fund	3,000
9.	Guardianship Services P.O. Box 11481 Fort Worth, TX 76110	General Fund	1,000

PART XV, LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (continued)

	Recipient Name and Address	Purpose	Amount
10.	Meals on Wheels Tarrant County, Texas 320 South Freeway Fort Worth, TX 76104	General Fund	2,000
11.	Union Gospel Mission of Tarrant County P.O. Box 2144 Fort Worth, TX 76113	General Fund	2,000
12.	Tarrant Area Food Bank P.O. Box 11527 Fort Worth, TX 761110	General Fund	3,000
13.	Mission Aviation Fellowship P. O. Box 47 Nampa, ID 83653	General Fund	2,250
14.	The Goodfellow Fund P. O. Box 1870 Fort Worth, TX 76101	General Fund	2,000
15.	West Aid Alliance 4701 Bryant Irvin Rd., Suite 100 Fort Worth, TX 76107	General Fund	3,000
16.	Susan G. Komen Cure P. O. Box 96216 Washington, DC 20090	General Fund	1,000
17	Down Syndrome Guild of Dallas 1702 N. Collins, Suite 170 Richardson, TX 75080	General Fund	1,000

PART XV, LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (continued)

	Recipient Name and Address	Purpose	Amount
18.	Presbyterian Night Shelter P.O. Box 2645 Fort Worth Texas 76113	General Fund	2,000
19.	Streams and Valleys P.O. Box 101373 Fort Worth, Texas 76185	General Fund	1,000
20.	Boy Scouts of America-Longhorn Council 850 Cannon Drive Hurst, TX 76054	General Fund	1,000
21.	Opening Doors For Women In Need 3507 Horne Street Fort Worth, Texas 76107	General Fund	1,000
22.	Texas A&M Foundation 401 George Bush Drive College Station, Texas 77840	Scholarship Fund	500
23.	Habitat For Humanity 121 Habitat Street Americus, Georgia 31709	General Fund	1,000
	TOTAL		**$47,250**