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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE HEESTAND FOUNDATION INC		A Employer identification number 36-3996303
% OLIN J HEESTAND JR		B Telephone number (see instructions) (312) 944-0912
Number and street (or P O box number if mail is not delivered to street address) 1448 N LAKE SHORE DR UNIT 15-C Suite	Room/suite	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60610		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,225,541	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18	18		
	4 Dividends and interest from securities.	24,680	24,680		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	31,906			
	b Gross sales price for all assets on line 6a 718,494				
	7 Capital gain net income (from Part IV, line 2)		31,906		
	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)					
12 Total. Add lines 1 through 11	56,604	56,604			
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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	389	389		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,272	5,272		
	24 Total operating and administrative expenses. Add lines 13 through 23	5,661	5,661		0
	25 Contributions, gifts, grants paid	51,500			51,500
26 Total expenses and disbursements. Add lines 24 and 25	57,161	5,661		51,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-557				
b Net investment income (if negative, enter -0-)		50,943			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	45,166	13,839	13,839	
	2 Savings and temporary cash investments	219,294	33,717	33,717	
	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)	2,191 <input checked="" type="checkbox"/>	2,191	3,726	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	974,573 <input checked="" type="checkbox"/>	1,191,110	1,174,259	
	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)	1,241,224	1,240,857	1,225,541		
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		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,241,224	1,240,857		
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	1,241,224	1,240,857			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,241,224	1,240,857			

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	1,241,224
2	Enter amount from Part I, line 27a	2	-557
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	190
4	Add lines 1, 2, and 3	4	1,240,857
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	1,240,857

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	31,906
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 page 18 of 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))
2012	58,797	1,255,076	0.046847
2011	55,632	1,295,865	0.04293
2010	50,575	1,250,550	0.040442
2009	45,509	1,127,209	0.040373
2008	62,175	1,387,238	0.044819
2	Total of line 1, column (d).		2 0.215411
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 0.043082
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 1,221,394
5	Multiply line 4 by line 3.		5 52,620
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 509
7	Add lines 5 and 6.		7 53,129
8	Enter qualifying distributions from Part XII, line 4.		8 51,500

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,019
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	1,019
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	1,019
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,416
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	3,416
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,397
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 2,397 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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
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? <i>If "No," attach explanation .</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of OLIN J HEESTAND JR Telephone no (312) 944-0912 Located at 1448 N LAKE SHORE DR UNIT 15-C CHICAGO IL ZIP +4 60610			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
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 2013?	1c			No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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 2013?	4b			No

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

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 NONE	
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 page 24 of the instructions	
3 _____	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,010,248
b	Average of monthly cash balances.	1b	229,746
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,239,994
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	0
3	Subtract line 2 from line 1d.	3	1,239,994
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	18,600
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,221,394
6	Minimum investment return. Enter 5% of line 5.	6	61,070

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	61,070
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,019
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,019
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	60,051
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	60,051
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	60,051

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	51,500
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,500
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	51,500

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				60,051
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,551	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>51,500</u>				
a Applied to 2012, but not more than line 2a			3,551	
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 2013 distributable amount.				47,949
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				12,102
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	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 2013, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

OLIN J HEESTAND JR

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				51,500
b <i>Approved for future payment</i>				
Total				3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
83 5 ABERDEEN ASIA PAC SM IN C		2012-05-14	2013-01-04
546 3 ASHMORE FDS EMKT CDB INS		2013-08-21	2013-10-22
53 CITIGROUP INC NEW		2013-03-27	2013-10-22
213 DELAWARE EMERGING MKTS I		2013-05-31	2013-10-22
42 DIRECTV		2013-09-04	2013-10-22
139 5 DREYFUS EMG MKT BEBT LOC		2013-02-19	2013-06-18
178 HSBC FDS TOTAL RET I		2013-06-26	2013-10-22
326 6 JPM CHINA REGION FD SEL		2012-11-02	2013-10-22
102 7 JPM LATIN AM FD SEL		2013-01-04	2013-10-22
881 LAZARD EMERG MKT EQY INST			2013-10-22
27 MEAD JOHNSON NUTR CO		2012-11-08	2013-10-22
47 SANOFI			2013-10-22
112 WESTERN UNION CO		2013-10-09	2013-10-22
276 ABERDEEN ASIA PAC SM IN C		2012-05-14	2013-05-31
339 ABERDEEN ASIA PAC SM IN C			2013-07-25
464 ABERDEEN ASIA PAC SM IN C		2012-02-16	2013-10-22
14 ANHEUSER BUSCH INBEV SA/NV			2013-10-22
22 E I DU PONT DE NEMOURS & CO			2013-10-22
59 GENERAL MOTORS		2011-08-03	2013-10-22
974 HSBC FDS TOT RET I			2013-10-22
36 HSBC HOLDINGS PLC SPONS ADR			2013-03-27
544 5 JOHN HANCOCK II EMG MKTS		2012-05-14	2013-06-18
387 JPM EMERG MRKT EQ FD SEL		2012-01-19	2013-10-22
8 NOVO-NORDISK A S ADR		2011-04-18	2013-03-27
1 NOVO-NORDISK A S ADR		2011-01-27	2013-03-27
8 NOVO-NORDISK A S ADR		2011-01-27	2013-03-28
335 9 PIMCO EMERGING MKTS BD		2012-04-12	2013-10-22
535 1 T ROWE PRICE NEW ASIA		2012-08-01	2013-10-22
33 UNILEVER N V		2011-04-18	2013-10-22
37 VODAFONE GRP PLC SPONS ADR		2011-04-18	2013-09-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
31 YUM BRANDS INC		2012-07-17	2013-10-09
79 9 ABERDEEN ASIA PAC EX JAPA		2010-11-17	2013-01-04
499 ABERDEEN ASIA PAC XJ INST			2013-10-22
16 ANHEUSER BUSCH INBEV SA NV		2010-11-17	2013-10-22
981 8 DELAWARE EMERG MKTS I			2013-10-22
3 9 DREYFUS EMG MKT DEBT LOC C		2010-11-17	2013-06-18
525 4 DREYFUS EMB MKT DEBT LOC		2010-11-17	2013-10-22
1276 7 FRANKLIN TEMP EMB MKT D			2013-10-22
670 9 JPM EMERG MRKT EQ FD SEL			2013-10-22
280 8 JPM LATIN AMERICA FD			2013-10-22
232 3 PIMCO EMERG LOCAL BOND		2010-11-17	2013-06-18
1156 6 PIMCO EMERG LOCAL BOND			2013-10-22
470 PIMCO EMERG MKTS COPR BOND			2013-08-21
10 PIMCO EMERG MKTS COPR BOND		2011-04-18	2013-10-22
80 9 T ROWE PRICE EMERG MKT ST		2011-04-18	2013-07-25
558 T ROWE PRICE EMERG MKT ST			2013-10-22
35 UNILEVER N V		2010-11-17	2013-10-22
1541 3 VIRTUS EMERG MKTS OPPOR			2013-10-22
38 VODAFONE GRP PLC SPONS ADR		2010-11-17	2013-09-04
SPDR GOLD TR			2013-01-07
SPDR GOLD TR			2013-02-21
SPDR GOLD TR			2013-03-12
SPDR GOLD TR			2013-04-09
SPDR GOLD TR			2013-05-10
SPDR GOLD TR			2013-06-17
SPDR GOLD TR			2013-07-10
SPDR GOLD TR			2013-08-15
SPDR GOLD TR			2013-09-19
SPDR GOLD TR			2013-10-14
SPDR GOLD TR			2013-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SPDR GOLD TR			2013-12-17
1634 DOUBLELINE TOT RET BD I		2013-11-15	2013-12-31
3484 2 INV BALANCED RISK ALL Y		2013-11-15	2013-12-31
447 7 JPM FLOAT RATE INC FD SE			2013-11-15
418 3 JPM FLOAT RATE INC FD SE			2013-11-15
2020 3 JPM EMERG MRKT EQ FD SE			2013-11-15
9236 8 JPM FLOAT RATE INC FD			2013-11-15
18697 JPM INC OPPOR FD SEL			2013-11-15
293 SPDR GOLD TR			2013-11-15
SPDR GOLD TR			2013-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
957		838	119
5,245		5,162	83
2,700		2,355	345
3,621		3,165	456
2,626		2,450	176
2,014		2,174	-160
1,814		1,761	53
6,968		5,986	982
1,972		2,100	-128
17,921		16,078	1,843
2,202		1,778	424
2,410		2,375	35
2,134		2,014	120
3,469		2,770	699
4,014		3,372	642
5,563		4,615	948
1,452		830	622
1,316		1,182	134
2,096		1,585	511
9,925		9,876	49
1,899		1,947	-48
5,445		5,173	272
9,223		8,572	651
1,294		1,012	282
162		116	46
1,293		925	368
3,906		3,812	94
9,060		8,257	803
1,314		1,057	257
1,192		1,061	131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,044		1,996	48
968		951	17
6,066		5,557	509
1,660		941	719
16,690		14,102	2,588
57		59	-2
7,692		7,729	-37
15,767		15,974	-207
15,976		15,954	22
5,391		5,908	-517
2,335		2,528	-193
11,578		12,285	-707
5,267		5,394	-127
122		120	2
2,543		2,886	-343
18,911		18,871	40
1,393		1,050	343
15,491		13,795	1,696
1,225		1,008	217
56			56
58			58
56			56
57			57
59			59
52			52
51			51
47			47
50			50
51			51
33			33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32			32
17,615		17,909	-294
41,427		44,772	-3,345
4,551		4,471	80
4,234		4,159	75
45,740		18,091	27,649
93,476		91,307	2,169
222,494		224,128	-1,634
36,388		50,245	-13,857
13			13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			119
			83
			345
			456
			176
			-160
			53
			982
			-128
			1,843
			424
			35
			120
			699
			642
			948
			622
			134
			511
			49
			-48
			272
			651
			282
			46
			368
			94
			803
			257
			131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			48
			17
			509
			719
			2,588
			-2
			-37
			-207
			22
			-517
			-193
			-707
			-127
			2
			-343
			40
			343
			1,696
			217
			56
			58
			56
			57
			59
			52
			51
			47
			50
			51
			33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			32
			-294
			-3,345
			80
			75
			27,649
			2,169
			-1,634
			-13,857
			13

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OLIN J HEESTAND JR 1448 N LAKE SHORE DRIVE UNIT 15-C CHICAGO,IL 60610	DIR/PRES/TR 1 85	0	0	0
PATRICIA H HEESTAND 1448 N LAKE SHORE DRIVE UNIT 15-C CHICAGO,IL 60610	DIR/SEC 0 31	0	0	0
ALEXANDRA N HEESTAND 3151 N HONORE STREET CHICAGO,IL 60657	DIRECTOR 0 31	0	0	0
ANNE HEESTAND 464 PROSPECT STREET LA JOLLA,CA 92037	DIRECTOR 0 15	0	0	0
THADDAEUS PARKER 3151 N HONORE STREET CHICAGO,IL 60657	DIRECTOR 0 15	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LA'S BEST 711 E 14th PLACE LOS ANGELES, CA 90021	NONE	PUBLIC	Homework assistance and activities, and safety and supervision in partnership with Los Angeles Unified School District District	3,000
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON, OH 44236	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	10,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVENUE CHICAGO, IL 60603	NONE	PUBLIC	FOR SUSTAINING FELLOWS	2,500
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVENUE CHICAGO, IL 60604	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	5,500
HARRIS SCHOOL - UNIVERSITY OF CHICAGO 5801 S ELLIS STREET CHICAGO, IL 60637	NONE	PUBLIC	FOR HARRIS SCHOOL ANNUAL FUND	5,000
NEWBERRY LIBRARY 60 WEST WALTON STREET CHICAGO, IL 60610	NONE	PUBLIC	FOR PRESIDENT'S FELLOWS	2,000
YOUTH GUIDANCE 1 N LASALLE ST STE 900 CHICAGO, IL 60602	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
LYRIC OPERA 20 N WACKER DRIVE SUITE 860 CHICAGO, IL 60606	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	3,500
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
CHICAGO SHAKESPEARE THEATRE 800 EAST GRAND AVENUE CHICAGO, IL 60611	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE	PUBLIC	FOR SCHOLARSHIP FUND	1,000
FOURTH PRESBYTERIAN CHURCH 126 E CHESTNUT CHICAGO, IL 60611	NONE	PUBLIC	PROJECT 2ND CENTURY	4,000
ANTI CRUELTY SOCIETY 157 W GRAND AVE CHICAGO, IL 60654	NONE	PUBLIC	HELP PETS EDUCATE PEOPLE	1,000
JOFFREY BALLET OF CHICAGO 10 E RANDOLPH STREET CHICAGO, IL 60601	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	1,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 208505168	NONE	PUBLIC	FOR "A HOME AWAY FROM HOME" FOR MILITARY PERSONNEL AND THEIR FAMILIES UNDERGOING MEDICAL TREATMENT FOR AN ILLNESS, DISEASE, OR INJURY	2,000
Total				51,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS US HEADQUARTERS - 333 7TH AVENUE NEW YORK, NY 100015004	NONE	PUBLIC	FOR EMERGENY MEDICAL AID TO PEOPLE AFFECTED BY ARMED CONFLICT, EPIDEMICS, NATURAL AND MAN-MADE DISASTERS AND EXCLUSION FROM HEALTH CARE	1,000
ART INSTITUE OF CHICAGO - OLD MAST SOC 111 S MICHIGAN AVE CHICAGO, IL 60603	NONE	PUBLIC	DEPT OF MEDIEVAL OT MODERN EUROPE PAINTING AND SCULPTURE	1,000
LATIN SCHOOL OF CHICAGO 59 W NORTH BOULEVARD CHICAGO, IL 60610	NONE	PUBLIC	FOR ANNUAL FUND (UNRESTRICTED)	2,000
HIGH JUMP 59 W NORTH BLVD CHICAGO, IL 60610	NONE	PUBLIC	ACADEMIC ENRICHMENT	1,000
WOUNDED EOD WARRIOR FOUNDATION PO BOX 309 BLUEMONT, VA 20135	NONE	PUBLIC	Assistance for Wounded and Fallen EOD Warriors and their families	3,000
Total ▶ 3a				51,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule****Name:** THE HEESTAND FOUNDATION INC**EIN:** 36-3996303

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL CAPITAL GROUP	2,191	3,726

TY 2013 Investments - Land Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

TY 2013 Investments - Other Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JPM TAP EM ACCT		0	0
JP MORGAN Q ACCOUNT		324,235	290,786
JP MORGAN S ACCOUNT		866,875	883,473

TY 2013 Land, Etc. Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

TY 2013 Other Expenses Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	20	20		
JP MORGAN-FEES	5,252	5,252		

TY 2013 Other Increases Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Description	Amount
REIMBURSED EXPENSE	190

TY 2013 Taxes Schedule

Name: THE HEESTAND FOUNDATION INC

EIN: 36-3996303

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING	389	389		