Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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) | Room/suite
7017 BATTLE CREEK ROAD

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

City or town, state or province, country, and ZIP or foreign postal 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)* ▶ $ 1,147,377

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).)*

			(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	8,114	8,114	N/A	
	4	Dividends and interest from securities	23,212	23,212		
	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)		20,376		
	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)	3,562	3,562		
	12	**Total.** Add lines 1 through 11	34,888	55,264	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	1,488	1,488		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) US TRUST	16,028	8,014		8,014
	17	Interest				
	18	Taxes (attach schedule) (see instructions) PROPERTY TAX (220) + FOREIGN TAX (760) + FORM 990-PF TAX (1500)	2,480	980		0
	19	Depreciation (attach schedule) and depletion	534	534		
	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	20,530	11,016	0	8,014
	25	Contributions, gifts, grants paid	47,312			47,312
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,842	11,016	0	55,326
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(32,954)			
	b	**Net investment income** (if negative, enter -0-)		44,248		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
AUG 20 2014
OGDEN, UT
A075
IRS-OSC

SCANNED AUG 21 2014

8

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	190,868	45,427	45,427
	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)	519,272	585,861	704,998
	c	Investments—corporate bonds (attach schedule)	268,613	341,786	351,919
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) COMMODITIES (US TRUST)	50,000	43,635	42,233
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ROYALTY INTERESTS)	74,697	74,163	2,800
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,103,450	1,090,872	1,147,377
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	1,103,450	1,090,872	
	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)	1,103,450	1,090,872	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,103,450	1,090,872	

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	1,103,450
2	Enter amount from Part I, line 27a	2	(32,954)
3	Other increases not included in line 2 (itemize) ▶ CAPITAL GAINS - SEE PART IV	3	20,376
4	Add lines 1, 2, and 3	4	1,090,872
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	1,090,872

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	CAPITAL GAINS DISTRIBUTIONS FROM US TRUST ACCT	P	VARIOUS	VARIOUS
b	SEE US TRUST STMT ATTACHED - SHORT TERM	P	VARIOUS	VARIOUS
c	SEE US TRUST STMT ATTACHED - LONG TERM	P	VARIOUS	VARIOUS
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	11,204			11,204
b	63,380		61,944	1,436
c	375,957		368,221	7,736
d				
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 20,376

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))
2012	52,915	1,081,936	0.0489
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

2	**Total** of line 1, column (d) . . .	2	0.2592
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	0.0518
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . .	4	1,118,941
5	Multiply line 4 by line 3 . . .	5	57,961
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	442
7	Add lines 5 and 6 . . .	7	58,403
8	Enter qualifying distributions from Part XII, line 4 . . .	8	55,326

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	885
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	885
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	885
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,102		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,102
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	217
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 217 **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 2013 or the taxable year beginning in 2013 (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, FT WORTH, TEXAS 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 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?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	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 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (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 . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	1,014,448
b	Average of monthly cash balances	1b	118,148
c	Fair market value of all other assets (see instructions)	1c	3,385
d	**Total** (add lines 1a, b, and c)	1d	1,135,981
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	1,135,981
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	17,040
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,118,941
6	**Minimum investment return.** Enter 5% of line 5	6	55,947

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	55,947
2a	Tax on investment income for 2013 from Part VI, line 5	2a	885		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	885
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	55,062
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	55,062
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	55,062

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	55,326
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	55,326
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	55,326

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				55,062
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			47,312	
b	Total for prior years 20___,20___,20___				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 0				
b	From 2009 0				
c	From 2010 0				
d	From 2011 0				
e	From 2012 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 55,326				
a	Applied to 2012, but not more than line 2a			47,312	
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				8,014
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				47,048
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 0				
b	Excess from 2010 0				
c	Excess from 2011 0				
d	Excess from 2012 0				
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 . . . . ▶ 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					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 address 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				47,312
Total ▶ 3a				47,312
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					8,114
4 Dividends and interest from securities					23,212
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					20,376
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a O & G ROYALTIES					3,562
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	55,264

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 55,264

(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 SOURCE 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 G. Middleton | 8/7/14 | 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	08/07/2014		P00173205
Firm's name ▸ THE BLUM FIRM, P.C.			Firm's EIN ▸ 75-1765077	
Firm's address ▸ 777 MAIN STREET, #700, FT WORTH,TX 76102			Phone no 817-334-0066	

SUMMARY OF COST BASIS FOR ALL FOUNDATION ACCOUNTS

DECEMBER 31, 2013

	CASH	EQUITIES	BONDS	COMMODITIES
BANK OF AMERICA	$ 5,362	$ 0	$ 0	$ 0
US TRUST(#XXX300)	27,499	430,597	341,786	43,635
US TRUST (#XXX751)	12,566	155,264	0	0
TOTAL	**$45,427**	**$585,861**	**$341,786**	**$ 43,635**

150341204

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, 2013 through Dec. 31, 2013

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								
3,379.930	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460	$3,379.93	$0.00	$3,379.93 1.000	$0.00	$2.03	0.06%
24,118.970	BOFA CASH RESERVES TRUST CLASS	097100788	24,118.97	0.00	24,118.97 1.000	0.00	0.00	0.00
	Total Cash Equivalents		**$27,498.90**	**$0.00**	**$27,498.90**	**$0.00**	**$2.03**	**0.00%**
Total Cash/Currency			**$27,498.90**	**$0.00**	**$27,498.90**	**$0.00**	**$2.03**	**0.00%**
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								
2,018.559	ASTON MONTAG & CALDWELL GROWTH FUND CL I Ticker: MCGI X	00078H281 OEQ	$57,226.15 28.350	$0.00	$53,471.64 26.490	$3,754.51	$476.38	0.83%
2,394.610	TCW SELECT EQUITIES FUND CL I Ticker: TGCE X	87234N302 OEQ	60,511.79 25.270	0.00	53,471.64 22.330	7,040.15	112.55	0.18
	Total U.S. Large Cap		**$117,737.94**	**$0.00**	**$106,943.28**	**$10,794.66**	**$588.93**	**0.50%**
U.S. Mid Cap								
472.399	GOLDMAN SACHS GROWTH OPPORTUNITIES FUND INSTL Ticker: GGOI X	38142Y401 OEQ	$14,384.55 30.450	$0.00	$13,984.90 29.604	$399.65	$0.00	0.00%
130.000	ISHARES RUSSELL MID-CAP ETF Ticker: IWR	464287499 OEQ	19,497.40 149.980	0.00	17,414.76 133.960	2,082.64	256.23	1.31

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2013 through Dec. 31, 2013

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
Equities (cont)								
U.S. Mid Cap (cont)								
850.970	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMI X	47803W406 OEQ	15,436.60 18.140	0.00	14,823.89 17.420	612.71	71.48	0.46
	Total U.S. Mid Cap		**$49,318.55**	**$0.00**	**$46,223.55**	**$3,095.00**	**$327.71**	**0.66%**
U.S. Small Cap								
190.000	ISHARES RUSSELL 2000 ETF Ticker: IWM	464287655 OEQ	$21,918.40 115.360	$0.00	$19,168.15 100.885	$2,750.25	$268.66	1.22%
415.181	LEGG MASON CLEARBRIDGE SMALL CAP GROWTH FUND CL I Ticker: SBPY X	52470H765 OEQ	12,305.96 29.640	0.00	12,044.41 29.010	261.55	0.00	0.00
294.431	VICTORY SMALL CO OPPTY FUND CL I SHS Ticker: VSOI X	92646A815 OEQ	11,895.01 40.400	0.00	11,236.18 38.162	658.83	42.99	0.36
	Total U.S. Small Cap		**$46,119.37**	**$0.00**	**$42,448.74**	**$3,670.63**	**$311.65**	**0.67%**
International Developed								
495.000	ISHARES INC MSCI AUSTRALIA ETF Ticker: EWA	464286103 OEQ	$12,063.15 24.370	$12.06	$12,120.07 24.485	-$56.92	$565.29	4.68%
425.000	ISHARES MSCI CANADA ETF Ticker: EWC	464286509 OEQ	12,393.00 29.160	0.00	12,288.74 28.915	104.26	293.68	2 37
385.000	ISHARES MSCI EAFE ETF Ticker: EFA	464287465 OEQ	25,831.58 67.095	0.00	23,608.21 61.320	2,223.37	655.66	2.53
977.836	JPMORGAN INTL VALUE FUND INSTL CL Ticker: JNUS X	4812A0573 OEQ	15,009.78 15 350	0.00	15,000.00 15.340	9.78	310.95	2.07
2,195.248	MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND I Ticker: EPSY X	56063J864 OEQ	42,807.34 19.500	0.00	39,668.13 18.070	3,139.21	1,290.81	3.01

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, 2013 through Dec. 31, 2013

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)								
403.009	OPPENHEIMER INTL GROWTH FUND CL Y SHS Ticker: OIGY X	68380L407 OEQ	15,378.82 38.160	0.00	15,000.00 37.220	378.82	142.67	0.92
	Total International Developed		**$123,483.67**	**$12.06**	**$117,685.15**	**$5,798.52**	**$3,259.06**	**2.63%**
Emerging Markets								
4,193.248	COLUMBIA EMERGING MARKETS FUND CLASS Z SHARES Ticker: UMEM X	19765Y852 OEQ	$42,771.13 10.200	$0.00	$39,668.13 9.460	$3,103.00	$159.34	0.37%
1,020.000	VANGUARD FTSE EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	41,962.80 41.140	0.00	40,993.80 40.190	969.00	1,147.50	2.73
	Total Emerging Markets		**$84,733.93**	**$0.00**	**$80,661.93**	**$4,072.00**	**$1,306.84**	**1.54%**
Total Equities			**$421,393.46**	**$12.06**	**$393,962.65**	**$27,430.81**	**$5,794.19**	**1.37%**
Fixed Income								
Investment Grade Taxable								
25,000.000	***2014*** PFIZER INC NT DTD 02/03/04 4.500% DUE 02/15/14 Moody's: A1 S&P: AA	717081AR4	$25,119.00 100.476	$425.00	$25,333.75 101.335	-$214.75	$1,125.00	4.47% 0.89
5,000.000	CITIGROUP INC SUB NT DTD 09/16/04 5.000% DUE 09/15/14 Moody's: BAA3 S&P: BBB+	172967CQ2	5,142.40 102.848	73.61	4,992.35 99.847	150.05	250.00	4.86 0.99
25,000.000	***2015*** MERCK & CO INC NT DTD 02/17/05 4.750% DUE 03/01/15 Moody's: A1 S&P: AA	589331AK3	26,239.25 104.957	395.83	24,984.50 99.938	1,254.75	1,187.50	4.52 0.52

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, 2013 through Dec. 31, 2013

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)								
25,000.000	*2016* CISCO SYS INC NT DTD 02/22/06 5.500% DUE 02/22/16 Moody's: A1 S&P: AA-	17275RAC6	27,503.25 110.013	492.70	25,514.75 102.059	1,988.50	1,375.00	4.99 0.72
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	28,224.25 112.897	148.96	25,629.10 102.516	2,595.15	1,218.75	4.31 0.99
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	56,604.50 113.209	1,201.39	52,304.50 104.609	4,300.00	2,500.00	4.41 2.43
9,066.183	PIMCO TOTAL RETURN FUND INSTL	693390700	96,917.50 10.690	130.88	100,000.00 11.030	-3,082.50	2,411.60	2.48
7,644.023	WELLS FARGO ADVANTAGE ULTRA SHORT TERM INCOME FUND	949917744	65,279.96 8.540	53.38	65,203.52 8.530	76.44	687.96	1.05
	Total Investment Grade Taxable		**$331,030.11**	**$2,921.75**	**$323,962.47**	**$7,067.64**	**$10,755.81**	**3.24%**
Global High Yield Taxable								
1,906.297	NEUBERGER BERMAN HIGH INCOME BD FUND INSTL CL	64128K868	$17,881.07 9.380	$85.96	$17,823.88 9.350	$57.19	$1,065.62	5.95%
	Total Global High Yield Taxable		**$17,881.07**	**$85.96**	**$17,823.88**	**$57.19**	**$1,065.62**	**5.95%**
Total Fixed Income			**$348,911.18**	**$3,007.71**	**$341,786.35**	**$7,124.83**	**$11,821.43**	**3.38%**

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, 2013 through Dec. 31, 2013

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	$29,876.83 13.000	$0.00	$16,903.60 7.355	$12,973.23	$797.48	2.66%
310.000	VANGUARD REIT ETF	922908553	20,013.60 64.560	0.00	19,731.87 63.651	281.73	865.21	4.32
	Total Public REITs		**$49,890.43**	**$0.00**	**$36,635.47**	**$13,254.96**	**$1,662.69**	**3.33%**
Total Real Estate			**$49,890.43**	**$0.00**	**$36,635.47**	**$13,254.96**	**$1,662.69**	**3.33%**
Tangible Assets								
Commodities								
5,841.357	CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I	22544R305	$42,233.01 7.230	$0.00	$43,634.94 7.470	-$1,401.93	$0.00	0.00%
	Total Commodities		**$42,233.01**	**$0.00**	**$43,634.94**	**-$1,401.93**	**$0.00**	**0.00%**
Total Tangible Assets			**$42,233.01**	**$0.00**	**$43,634.94**	**-$1,401.93**	**$0.00**	**0.00%**
Total Portfolio			**$889,926.98**	**$3,019.77**	**$843,518.31**	**$46,408.67**	**$19,280.34**	**2.16%**
Accrued Income			$3,019.77					
Total			**$892,946.75**					

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

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: 30-02-200-0864751 IM ESTHER L HEIT FDN-SCH-LCV

Jan. 01, 2013 through Dec. 31, 2013

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								
41.000	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$41.00	$0.00	$41.00 1.000	$0.00	$0.02	0.04%
12,525.010	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	12,525.01	0.65	12,525.01 1.000	0.00	7.52	0.06
	Total Cash Equivalents		**$12,566.01**	**$0.65**	**$12,566.01**	**$0.00**	**$7.54**	**0.06%**
Total Cash/Currency			**$12,566.01**	**$0.65**	**$12,566.01**	**$0.00**	**$7.54**	**0.06%**

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								
227.000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	$8,714.53 38.390	$108.96	$4,256.49 18.751	$4,458.04	$435.84	5.00%
213.000	AT&T INC Ticker: T	00206R102 TEL	7,489.08 35.160	0.00	5,105.61 23.970	2,383.47	391.92	5.23
57.000	BOEING CO Ticker: BA	097023105 IND	7,779.93 136.490	0.00	2,511.39 44.059	5,268.54	166.44	2.13
65.000	CHEVRON CORP Ticker: CVX	166764100 ENR	8,119.15 124.910	0.00	4,199.00 64.600	3,920.15	260.00	3.20
296.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	6,639.28 22.430	0.00	5,739.95 19.392	899.33	201.28	3.03
119.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	8,407.35 70.650	0.00	4,753 27 39.943	3,654.08	328.44	3.90
150.000	CORNING INC Ticker: GLW	219350105 IFT	2,673.00 17.820	0.00	2,549.70 16.998	123.30	60.00	2.24
83.000	DOMINION RES INC VA NEW Ticker: D	25746U109 UTL	5,369.27 64.690	0.00	3,508.14 42.267	1,861.13	186.75	3.47

Settlement Date

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, 2013 through Dec. 31, 2013

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)								
105.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	6,821.85 64.970	0.00	3,558.73 33.893	3,263.12	189.00	2.77
279.000	GENERAL ELEC CO Ticker: GE	369604103 IND	7,820.37 28.030	61.38	7,181.92 25.742	638.45	245.52	3.13
320.000	INTEL CORP Ticker: INTC	458140100 IFT	8,305.60 25.955	0.00	6,561.86 20.506	1,743.74	288.00	3.46
93.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	5,438.64 58.480	0.00	4,245.30 45.648	1,193.34	141.36	2.59
87.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	7,968.33 91.590	0.00	4,935.58 56.731	3,032.75	229.68	2.88
64.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	6,685.44 104.460	51.84	4,436.77 69.325	2,248.67	207.36	3.10
136.000	LILLY ELI & CO Ticker: LLY	532457108 HEA	6,936.00 51.000	0.00	6,537.76 48.072	398.24	266.56	3.84
175.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	8,758.75 50.050	77.00	5,477.46 31.300	3,281.29	308.00	3.51
127.000	METLIFE INC Ticker: MET	59156R108 FIN	6,847.84 53.920	0.00	4,847.89 38.172	1,999.95	139.70	2.04
228.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	8,529.48 37.410	0.00	5,039.83 22.105	3,489.65	255.36	2.99
88.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	7,534.56 85.620	0.00	4,204.90 47.783	3,329.66	232.32	3.08
85.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	7,406.05 87.130	79.90	3,339.64 39.290	4,066.41	319.60	4.31
94.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	8,525.80 90.700	51.70	4,824.82 51.328	3,700.98	206.80	2.42
82.000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	7,424.28 90.540	0.00	3,250.54 39.641	4,173.74	164.00	2.20
52.000	3M CO Ticker: MMM	88579Y101 IND	7,293.00 140.250	0.00	3,026.52 58.202	4,266.48	177.84	2.43

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2013 through Dec. 31, 2013

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)								
	Total U.S. Large Cap		**$167,487.58**	**$430.78**	**$104,093.07**	**$63,394.51**	**$5,401.77**	**3.22%**
U.S. Mid Cap								
107.000	DIAMOND OFFSHORE DRILLING INC Ticker: DO	25271C102 ENR	$6,090.44 56.920	$0.00	$7,410.15 69.254	-$1,319.71	$53.50	0.87%
76.000	GENUINE PARTS CO Ticker: GPC	372460105 CND	6,322.44 83.190	40.85	3,153.84 41.498	3,168.60	163.40	2.58
	Total U.S. Mid Cap		**$12,412.88**	**$40.85**	**$10,563.99**	**$1,848.89**	**$216.90**	**1.74%**
International Developed								
144.000	ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM Ticker: AZN	046353108 HEA	$8,549.28 59.370	$0.00	$6,691.29 46.467	$1,857.99	$403.20	4.71%
177.000	BCE INC NEW COM CANADA Ticker: BCE	05534B760 TEL	7,662.33 43.290	98.98	8,029.84 45.366	-367.51	395.95	5.16
48.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	25243Q205 CNS	6,356.16 132.420	0.00	2,812.32 58.590	3,543.84	143.90	2.26
110.000	HSBC HLDGS PLC SPON ADR NEW UNITED KINGDOM Ticker: HSBC	404280406 FIN	6,064.30 55.130	0.00	4,604.18 41.856	1,460.12	264.00	4.35
108.000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL B UNITED KINGDOM Ticker: RDS/B	780259107 ENR	8,111.88 75.110	0.00	7,530.53 69.727	581.35	388.80	4.79

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, 2013 through Dec. 31, 2013

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)								
169.000	UNILEVER N V NEW NEW YORK SHSADR NETHERLANDS Ticker: UN	904784709 CNS	6,798.87 40.230	0.00	4,018.58 23.779	2,780.29	200.43	2.94
243.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209 TEL	9,552.33 39.310	136.53	6,919.94 28.477	2,832.39	386.37	4.04
	Total International Developed		**$53,095.15**	**$235.51**	**$40,606.68**	**$12,488.47**	**$2,182.65**	**4.11%**
Total Equities			**$232,995.61**	**$707.14**	**$155,263.74**	**$77,731.87**	**$7,801.32**	**3.34%**
Total Portfolio			**$245,561.62**	**$707.79**	**$167,829.75**	**$77,731.87**	**$7,808.86**	**3.18%**
Accrued Income			$707.79					
Total			**$246,269.41**					

(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. However, we have not made adjustments to the cost basis of all partnerships.

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
CISCO SYSTEM INC	CSCO	17275R102	95	06/04/13	08/20/13	$2,320.23	$2,322 43		$-2.20
INTEL CORP	INTC	458140100	67	06/24/13	08/20/13	$1,511 66	$1,576.54		$-64.88
METLIFE INC	MET	59156R108	48	06/24/13	08/20/13	$2,270 36	$2,082.77		$187 59
METLIFE INC	MET	59156R108	4	03/25/13	08/20/13	$189 20	$152.69		$36 51
BCE INC NEW	BCE	05534B760	31	03/19/13	08/20/13	$1,262 98	$1,409 43		$-146 45
DIAMOND OFFSHORE DRILLING INC	DO	25271C102	23	02/19/13	08/20/13	$1,510.15	$1,694 58	*	$-184.43
CISCO SYSTEM INC	CSCO	17275R102	8	09/13/12	08/20/13	$195.39	$155.13		$40 26
BCE INC NEW	BCE	05534B760	28	03/14/13	08/20/13	$1,140 76	$1,273.05		$-132.29
DIAMOND OFFSHORE DRILLING INC	DO	25271C102	9	02/20/13	08/20/13	$590 93	$654.36	*	$-63.43
ISHARES TR RUSSELL MIDCAP INDE	IWR	464287499	105	08/19/13	10/28/13	$15,172.76	$14,065 77		$1,106 99
ISHARES TR RUSSELL 2000 INDEX	IWM	464287655	65	08/19/13	10/28/13	$7,215 58	$6,557.53		$658 05
WELLS FARGO ADVANTAGE ULT ST I	SADI X	949917744	3517	08/19/13	11/05/13	$30,000.00	$30,000 00		$0 00
Total short term gain/loss from sales:						$63,380.00	$61,944.28		$1,435.72

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
VERIZON COMMUNICATIONS	VZ	92343V104	230	10/03/05	02/22/13	$10,429 74	$6,726.96	$3,702.78

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
MONDELEZ INTL INC	MDLZ	609207105	260	06/09/08	03/25/13	$7,762.31	$5,332.94		$2,429 37
HEINZ H J CO	HNZ	423074103	170	10/03/05	06/10/13	$12,325 00	$6,213 50		$6,111.50
KIMBERLY CLARK CORP	KMB	494368103	47	12/05/07	06/24/13	$4,428 38	$3,258.26		$1,170 12
HOUSEHOLD FIN CORP GLOBAL NT	HBC 13	441812KD5	5000	01/01/51	07/15/13	$5,000.00	$4,944 90		$55.10
UNITED STATES TREAS NTS	UNIT13	912828BH2	5000	01/01/51	08/15/13	$5,000 00	$4,909 38		$90 62
ISHARES INC MSCI BRAZIL FREE I	EWZ	464286400	300	10/29/10	08/19/13	$12,739.79	$22,819 39		$-10,079.60
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	6281 41	10/12/09	08/19/13	$36,118.09	$50,000.00		$-13,881.91
ISHARES INC MSCI AUSTRALIA IND	EWA	464286103	2010	10/29/10	08/19/13	$47,996.75	$49,214 85		$-1,218.10
ISHARES MSCI CHILE INVESTABLE	ECH	464286640	200	10/29/10	08/19/13	$9,525 83	$15,082 02	*	$-5,556.19
ISHARES INC MSCI CDA INDEX FD	EWC	464286509	1850	10/29/10	08/19/13	$51,218 39	$53,492.20		$-2,273.81
ISHARES INC MSCI TAIWAN INDEX	EWT	464286731	900	10/29/10	08/19/13	$11,803 29	$12,532 50		$-729 21
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	290	10/12/09	08/19/13	$11,174 95	$11,655.10		$-480 15
ISHARES INC MSCI SOUTH KOREA I	EWY	464286772	200	10/29/10	08/19/13	$11,236.30	$10,840 46		$395 84
ISHARES INC MSCI SINGAPORE IND	EWS	464286673	900	10/29/10	08/19/13	$11,658 58	$12,315.60		$-657.02
PHILIP MORRIS INTL INC	PM	718172109	35	10/03/05	08/20/13	$2,967 24	$1,375 14		$1,592 10
RAYTHEON CO NEW	RTN	755111507	64	04/10/12	08/20/13	$4,889.35	$3,284 99		$1,604 36
ROYAL DUTCH SHELL PLC SPONSORE	RDS/B	780259107	35	03/29/11	08/20/13	$2,330.96	$2,537 27		$-206 31
3M CO	MMM	88579Y101	48	01/09/09	08/20/13	$5,542.96	$2,793.71		$2,749 25
TRAVELERS COS INC	TRV	89417E109	8	03/26/09	08/20/13	$643.99	$317.13		$326.86
UNILEVER N V	UN	904784709	81	10/03/05	08/20/13	$3,176 76	$1,926 07		$1,250 69
VODAFONE GROUP PLC NEW SPONSO	VOD	92857W209	101	05/01/07	08/20/13	$2,991 86	$2,914.21		$77 65
NEXTERA ENERGY INC	NEE	65339F101	42	02/25/09	08/20/13	$3,468.64	$2,006 89		$1,461 75
MICROSOFT CORP	MSFT	594918104	77	07/27/11	08/20/13	$2,436 45	$2,130 08		$306 37
MERCK & CO INC	MRK	58933Y105	55	10/05/11	08/20/13	$2,654 95	$1,721 49		$933 46
LILLY ELI & CO	LLY	532457108	94	06/09/08	08/20/13	$4,979 47	$4,518 75		$460.72
KRAFT FOODS GROUP INC	KRFT	50076Q106	40	06/09/08	08/20/13	$2,117.56	$1,330 59		$786.97
KIMBERLY CLARK CORP	KMB	494368103	19	12/05/07	08/20/13	$1,813.51	$1,317 17		$496 34
JOHNSON AND JOHNSON	JNJ	478160104	33	05/18/10	08/20/13	$2,975 40	$2,088 47		$886 93

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
JP MORGAN CHASE & CO	JPM	46625H100	27	03/29/12	08/20/13	$1,398.41	$1,232.50	$165 91
INTEL CORP	INTC	458140100	12	12/16/11	08/20/13	$270.75	$281.52	$-10 77
HSBC HLDGS PLC SPONSORED ADR N	HSBC	404280406	64	06/02/09	08/20/13	$3,502.53	$2,879.74	$622.79
GENUINE PARTS CO	GPC	372460105	44	07/21/06	08/20/13	$3,481.14	$1,825 90	$1,655 24
GENERAL ELECTRIC CO	GE	369604103	177	05/01/07	08/20/13	$4,186 41	$6,532 17	$-2,345.76
DU PONT (E I) DE NEMOURS & CO	DD	263534109	40	12/31/09	08/20/13	$2,300 16	$1,355.71	$944 45
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	62	10/03/05	08/20/13	$7,803.18	$3,632 58	$4,170.60
DOMINION RES INC VA NEW	D	25746U109	77	07/23/10	08/20/13	$4,473.18	$3,254 53	$1,218.65
DU PONT (E I) DE NEMOURS & CO	DD	263534109	32	12/16/11	08/20/13	$1,840 13	$1,398.72	$441 41
CONOCOPHILLIPS	COP	20825C104	1	11/04/09	08/20/13	$65.99	$39.94	$26 05
CONOCOPHILLIPS	COP	20825C104	44	06/11/12	08/20/13	$2,903 51	$2,394 16	$509.35
CHEVRONTEXACO CORP	CVX	166764100	35	10/03/05	08/20/13	$4,164 57	$2,261 00	$1,903 57
AT&T INC	T	00206R102	87	10/03/05	08/20/13	$2,948.72	$2,085 39	$863 33
ALTRIA GROUP INC	MO	02209S103	83	04/09/08	08/20/13	$2,813 96	$1,739 75	$1,074 21
ASTRAZENECA PLC SPONSORED ADR	AZN	046353108	57	07/08/08	08/20/13	$2,868.29	$2,678 33	$189.96
BOEING CO	BA	097023105	33	05/12/09	08/20/13	$3,457 79	$1,453 97	$2,003.82
ISHARES INC MSCI AUSTRALIA IND	EWA	464286103	495	10/29/10	10/28/13	$13,399 17	$12,120.08	$1,279 09
ISHARES INC MSCI CDA INDEX FD	EWC	464286509	425	10/29/10	10/28/13	$12,441 53	$12,288.75	$152.78
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	190	10/12/09	11/21/13	$7,804 66	$7,636 10	$168.56
KRAFT FOODS GROUP INC	KRFT	50076Q106	46	06/09/08	12/12/13	$2,426 44	$1,530.17	$896.27
Total long term gain/loss from sales:						$375,957 02	$368,221 03	$7,735 99

ESTHER L. HEIT FOUNDATION
2013 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 4815 Westgrove Dr., #701 Addison, TX 75001	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
2013 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	3,812
3	Civic League Day Nursery 427 Sixth Avenue, SW Rochester, MN 55901	General Fund	1,000
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	4,000
6	Benbrook Comunity Center/YMCA 1899 Winscott Road Benbrook, TX 76126	General Fund	4,000
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	5,000
9	Guardianship Services P.O. Box 11481 Fort Worth, TX 76110	General Fund	1,000

ESTHER L. HEIT FOUNDATION
2013 FORM 990-PF

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

	Recipient Name And Address	Purpose	Amount
10	Meals on Wheels Tarrant County, Texas 320 South Freeway Fort Worth, TX 76104	General Fund	2,500
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	2,000
14	The Goodfellow Fund P. O. Box 1870 Fort Worth, TX 76101	General Fund	2,000
15	West Aid Alliance 7940 Camp Bowie West Fort Worth, TX 76116	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
18	Presbyterian Night Shelter P.O. Box 2645 Fort Worth, TX 76113	General Fund	2,000
19	Streams and Valleys P.O. Box 101373 Fort Worth, TX 76185	General Fund	1,000

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

	Recipient Name And Address	Purpose	Amount
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 112 Kelaus College Station, TX 77843	Scholarship Fund	1,000
23	Habitat For Humanity 121 Habitat Street Americus, Georgia 31709	General Fund	1,000
		TOTAL	**$47,312**