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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

▶ 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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: THE HELLER FAMILY FOUNDATION

A Employer identification number: 52-2034432

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

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state or province, country, and ZIP or foreign postal code: FRANKLIN, TN 37064

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,899,907.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________
(Part I, column (d) must be on cash basis)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc , received (attach schedule)				
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	83.	83.		ATCH 1
	4	Dividends and interest from securities	34,131.	34,131.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	178,413.			
	b	Gross sales price for all assets on line 6a 340,409.				
	7	Capital gain net income (from Part IV, line 2)		96,749.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	-2,996.	78,668.		
	12	**Total.** Add lines 1 through 11	209,631.	209,631.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	1,875.	1,875.		
	c	Other professional fees (attach schedule)				
	17	Interest ATCH 5	21.	21.		
	18	Taxes (attach schedule) (see instructions) [6]	5,942.	92.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	6,245.	6,245.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,083.	8,233.		
	25	Contributions, gifts, grants paid	85,500.			85,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	99,583.	8,233.	0	85,500.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	110,048.			
	b	**Net investment income** (if negative, enter -0-)		201,398.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	48,534.	55,967.	55,967.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	739,972.	782,629.	1,135,320.
	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) ATCH 9	704,197.	708,620.	708,620.
	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)	1,492,703.	1,547,216.	1,899,907.
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	1,492,703.	1,547,216.	
	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)	1,492,703.	1,547,216.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,492,703.	1,547,216.	

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	1,492,703.
2 Enter amount from Part I, line 27a	2	110,048.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,602,751.
5 Decreases not included in line 2 (itemize) ▶ ATCH 10	5	55,535.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,547,216.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	96,749.
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	0

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 [X] 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))
2013	46,500.	1,691,105.	0.027497
2012	98,351.	1,604,511.	0.061297
2011	86,533.	1,615,861.	0.053552
2010	66,000.	1,561,365.	0.042271
2009	77,500.	1,446,201.	0.053589

2	**Total** of line 1, column (d)	2	0.238206
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	0.047641
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,844,990.
5	Multiply line 4 by line 3	5	87,897.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,014.
7	Add lines 5 and 6	7	89,911.
8	Enter qualifying distributions from Part XII, line 4	8	85,500.

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 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	4,028.
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	4,028.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,028.
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 3,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	8,500.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,472.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,472. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, DC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RODERICK HELLER III Telephone no ▶

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

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

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

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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

			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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☒ Yes ☐ No

If "Yes," list the years ▶ 2012 , 2013 , ,

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ , , ,

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	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 2014?	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 [X]	
	(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 [X]	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]	
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	Yes [ ] No [X]	
	(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 [X]	
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**	
	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 [X]	
	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 [X]	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**	No: 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 [X]	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	0	0

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,049,681.
b	Average of monthly cash balances	1b	117,382.
c	Fair market value of all other assets (see instructions)	1c	706,023.
d	Total (add lines 1a, b, and c)	1d	1,873,086.
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	1,873,086.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	28,096.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,844,990.
6	**Minimum investment return.** Enter 5% of line 5	6	92,250.

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	92,250.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,028.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,028.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	88,222.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	88,222.
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	88,222.

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	85,500.
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	85,500.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	85,500.

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				88,222.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			81,874.	
b	Total for prior years 20 12 ,20 11 ,20 10		2,376.		
3	Excess distributions carryover, if any, to 2014				
a	From 2009				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 85,500.				
a	Applied to 2013, but not more than line 2a			81,874.	
b	Applied to undistributed income of prior years (Election required - see instructions)		2,376.		
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2014 distributable amount				1,250.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				86,972.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

RODERICK HELLER III

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

NONE

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

Check here ▶ [X] 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*				
ATCH 12				
Total . . . . ▶ **3a**				85,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	83.	
4 Dividends and interest from securities			14	34,131.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-2,996.	
8 Gain or (loss) from sales of assets other than inventory			18	178,413.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				209,631.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 209,631.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

John Roland Heller | 5/19/16 | Treasurer

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
K. McKenna	Kristen McKenna	5/14/15	X	P00708363

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

Firm's address ▶ 919 EIGHTEENTH STREET, NW STE 625 WASHINGTON, DC 20006 Phone no 202-862-1880

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ABBOTT LABS PROPERTY TYPE: SECURITIES				P	01/13/2012	01/23/2014
18,687.		13,335.					5,352.	
		KINDER MORGAN ENERGY PROPERTY TYPE: SECURITIES				P	02/08/2005	01/23/2014
113,093.		60,522.					52,571.	
		CAPITALSOURCE INC PROPERTY TYPE: SECURITIES				P	01/21/2011	04/08/2014
4,940.		15,421.					-10,481.	
		ANNALY CAP MGMT INC PROPERTY TYPE: SECURITIES				P	09/19/2011	06/09/2014
5,732.		9,067.					-3,335.	
		ABBVIE INC PROPERTY TYPE: SECURITIES				P	VAR	10/16/2014
41,045.		26,116.					14,929.	
		ENTERPRISE PRD PRTNRS LP PROPERTY TYPE: SECURITIES				P	03/27/2008	12/26/2014
33,990.		12,146.					21,844.	
		PACWEST BANCORP - ST PROPERTY TYPE: SECURITIES				P	VAR	12/26/2014
10,445.		9,979.					466.	
		PACWEST BANCORP - LT					01/21/2011	12/26/2014
25,417.		15,410.					10,007.	
		BURTON PARTNERSHIP - ST PROPERTY TYPE: SECURITIES				P	VAR	VAR
-3,895.							-3,895.	
		BURTON PARTNERSHIP - LT					VAR	VAR
9,291.							9,291.	
TOTAL GAIN(LOSS)							96,749.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH	28.	28.
KINDER MORGAN ENERGY PARTNERS LP	13.	13.
ENTERPRISE PRODUCTS PARTNERS	10.	10.
THE BURTON PARTNERSHIP	27.	27.
CHARLES SCHWAB	3.	3.
TD AMERITRADE	2.	2.
TOTAL	83.	83.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BURTON PARTNERSHIP		6,201.	6,201.
KINDER MORGAN ENERGY PARTNERS LP		13.	13.
MERRILL LYNCH		16,063.	16,063.
TD AMERITRADE		1,373.	1,373.
CHARLES SCHWAB		10,481.	10,481.
	TOTAL	34,131.	34,131.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN ENERGY PARTNERS	1,066.	1,066.
KINDER MORGAN ENERGY PARTNERS - ROYALTIE	20.	20.
ENTERPRISE PRODUCTS PARTNERS LP	-2,448.	-2,448.
THE BURTON PARTNERSHIP (QP), LP	-1,684.	-1,684.
GAIN FROM 4797		81,664.
THE BURTON PARTNERSHIP (QP), LP ROYALTY	18.	18.
THE BURTON PARTNERSHIP (QP), LP OTHER	2.	2.
ENTERPRISE PRODUCTS PARTNERS OTHER	30.	30.
TOTALS	-2,996.	78,668.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	1,875.	1,875.		
TOTALS	1,875.	1,875.		

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN	16.	16.
THE BURTON PARTNERSHIP	5.	5.
TOTALS	21.	21.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN FOREIGN TAXES	1.	1.
BURTON FOREIGN TAXES PAID	6.	6.
TD AMERITRADE FOREIGN TAXES	85.	85.
FEDERAL TAXES	5,850.	
TOTALS	5,942.	92.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN - SEC 59(E)(2)	169.	169.
BURTON PTNERSHIP PORTFOLIO EXP	748.	748.
BURTON PTNERSHIP ROYALTY EXP	1.	1.
REGISTRATION FEES	931.	931.
WAGNER LINE	4,396.	4,396.
TOTALS	6,245.	6,245.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH TD AMERITRADE CHARLES SCHWAB - SEE ATTACHED	782,629.	1,135,320.
TOTALS	782,629.	1,135,320.

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BANK OF NOVA SCOTIA F	**2,000.0000**	**57.0800**	**114,160.00**	**10%**	**14,765.93**	**4.14%**	**4,735.42**
SYMBOL: BNS	500.0000	32.0480	16,024.00[1]	05/07/09	12,516.00	2064	Long-Term
	250.0000	54.6913	13,672.83	03/13/12	597.17	1023	Long-Term
	250.0000	56.4653	14,116.33	03/30/12	153.67	1006	Long-Term
	250.0000	50 6614	12,665.35	07/26/12	1,604.65	888	Long-Term
	250.0000	58.0514	14,512.85	12/18/12	(242.85)	743	Long-Term
	250.0000	56.9718	14,242.97	05/15/13	27.03	595	Long-Term
	250.0000	56.6389	14,159.74	05/17/13	110.26	593	Long-Term
Cost Basis			*99,394.07*				
BERKSHIRE HATHAWAY B NEW	**1,000.0000**	**150.1500**	**150,150.00**	**13%**	**63,272.35**	**N/A**	**N/A**
CLASS B	250.0000	66.3414	16,585.35[1]	01/14/10	20,952.15	1812	Long-Term
SYMBOL: BRKB	100.0000	70.7235	7,072.35	08/09/11	7,942.65	1240	Long-Term
	100.0000	70.2735	7,027.35	09/19/11	7,987.65	1199	Long-Term
	50.0000	74.0070	3,700.35	11/25/11	3,807.15	1132	Long-Term
	100.0000	82.4835	8,248.35	03/27/12	6,766.65	1009	Long-Term
	100.0000	86.2335	8,623.35	08/21/12	6,391.65	862	Long-Term
	100.0000	90.7535	9,075.35	12/18/12	5,939.65	743	Long-Term
	100.0000	128.8235	12,882.35	06/10/14	2,132.65	204	Short-Term
	100.0000	136.6285	13,662.85	08/27/14	1,352.15	126	Short-Term
Cost Basis			*86,877.65*				
MONTPELIER RE HLDGS LTDF	**2,500.0000**	**35.8200**	**89,550.00**	**7%**	**24,404.67**	**2.23%**	**2,000.00**
SYMBOL: MRH	500.0000	23.0385	11,519.27	10/09/12	6,390.73	813	Long-Term
	500.0000	21.8063	10,903.16	11/06/12	7,006.84	785	Long-Term
	1,000.0000	27.9939	27,993.99	12/17/13	7,826.01	379	Long-Term
	300.0000	28.0132	8,403.96	02/25/14	2,342.04	309	Short-Term
	200.0000	31.6247	6,324.95	10/13/14	839.05	79	Short-Term
Cost Basis			*65,145.33*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ONEBEACON INSURANCE GP F	**3,000.0000**	**16.2000**	**48,600.00**	**4%**	**4,619.82**	**5.18%**	**2,520.00**
SYMBOL: OB	500.0000	13.5900	6,795.00	04/21/11	1,305.00	1350	Long-Term
	63.0000	14.9100	939.33	06/01/11	81.27	1309	Long-Term
	100.0000	14.9435	1,494.35	06/01/11	125.65	1309	Long-Term
	137.0000	14.9000	2,041.30	06/01/11	178.10	1309	Long-Term
	700.0000	14.8800	10,416.00	06/01/11	924.00	1309	Long-Term
	1,000.0000	14.0907	14,090.75	11/25/11	2,109.25	1132	Long-Term
	500.0000	16.4069	8,203.45	11/13/14	(103.45)	48	Short-Term
Cost Basis			*43,980.18*				
RITE AID CORPORATION	**17,000.0000**	**7.5200**	**127,840.00**	**11%**	**84,539.79**	**N/A**	**N/A**
SYMBOL: RAD	5,000.0000	1.2306	6,153.33	12/21/12	31,446.67	740	Long-Term
	5,000.0000	2.5219	12,609.99	04/24/13	24,990.01	616	Long-Term
	5,000.0000	2.5519	12,759.99	05/14/13	24,840.01	596	Long-Term
	1,000.0000	6.6679	6,667.95	07/31/14	852.05	153	Short-Term
	1,000.0000	5.1089	5,108.95	09/19/14	2,411.05	103	Short-Term
Cost Basis			*43,300.21*				

[redacted]

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ANNALY CAPITAL MGMT	**4,000.0000**	**10.8100**	**43,240.00**	**4%**	**(9,885.63)**	**11.10%**	**4,800.00**
REIT	500.0000	18.1334	9,066.73	09/19/11	(3,661.73)	1199	Long-Term
SYMBOL: NLY	300.0000	15.9300	4,779.00	04/02/12	(1,536.00)	1003	Long-Term
	700.0000	15 9336	11,153.55	04/02/12	(3,586.55)	1003	Long-Term
	500.0000	11.3369	5,668.45	11/10/14	(263.45)	51	Short-Term
	1,000.0000	11.3789	11,378.95	11/13/14	(568.95)	48	Short-Term
	1,000.0000	11.0789	11,078.95	12/16/14	(268.95)	15	Short-Term
Cost Basis			*53,125.63*				
CAPSTEAD MORTGAGE CP NEW	**2,000.0000**	**12.2800**	**24,560.00**	**2%**	**(1,305.72)**	**11.07%**	**2,720.00**
REIT	500.0000	13.4566	6,728.32	06/09/14	(588.32)	205	Short-Term
SYMBOL: CMO	500.0000	13 0569	6,528.45	08/13/14	(388.45)	140	Short-Term
	1,000.0000	12.6089	12,608.95	11/06/14	(328.95)	55	Short-Term
Cost Basis			*25,865.72*				
ENTERPRISE PRD PRTNRS LP	**4,000.0000**	**36.1200**	**144,480.00**	**12%**	**85,653.22**	**4.04%**	**5,840.00**
SYMBOL: EPD	1,000.0000	14.6576	14,657.67 t	03/27/08	21,462.33	2470	Long-Term
	1,000.0000	11.9345	11,934.55 t	10/17/08	24,185.45	2266	Long-Term
	1,000.0000	9.9742	9,974.25 t	03/02/09	26,145.75	2130	Long-Term
	200.0000	22.2817	4,456.35 t	11/25/11	2,767.65	1132	Long-Term
	800.0000	22.2549	17,803.96 t	11/25/11	11,092.04	1132	Long-Term
Cost Basis			*58,826.78*				

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
FIRST POTOMAC REALTY TR	**5,000.0000**	**12.3600**	**61,800.00**	**5%**	**15,556.54**	**4.85%**	**3,000.00**
SYMBOL: FPO	400.0000	5.6212	2,248.48 [t]	12/16/08	2,695.52	2206	Long-Term
	2,100.0000	5.6137	11,788.83 [t]	12/16/08	14,167.17	2206	Long-Term
	1,000.0000	14.6164	14,616.45 [t]	11/10/10	(2,256.45)	1512	Long-Term
	500.0000	10.5655	5,282.75	08/09/11	897.25	1240	Long-Term
	1,000.0000	12.3069	12,306.95	11/10/14	53.05	51	Short-Term
Cost Basis			*46,243.46*				
ISHARES CORE S&P ETF	**500.0000**	**144.8000**	**72,400.00**	**6%**	**8,824.76**	**1.84%**	**1,334.01**
MIDCAP	200.0000	122.9377	24,587.55	07/25/13	4,372.45	524	Long-Term
SYMBOL: IJH	300.0000	129.9589	38,987.69	12/17/13	4,452.31	379	Long-Term
Cost Basis			*63,575.24*				
S P D R S&P 500 ETF TR	**1,000.0000**	**205.5400**	**205,540.00**	**17%**	**59,273.09**	**1.82%**	**3,756.76**
EXPIRING 01/22/2118	500.0000	128.1869	64,093.45	01/06/12	38,676.55	1090	Long-Term
SYMBOL: SPY	250.0000	141.6571	35,414.28	03/27/12	15,970.72	1009	Long-Term
	100.0000	179.3492	17,934.92	12/17/13	2,619.08	379	Long-Term
	100.0000	189.7491	18,974.91	04/04/14	1,579.09	271	Short-Term
	50.0000	196.9870	9,849.35	06/10/14	427.65	204	Short-Term
Cost Basis			*146,266.91*			***Accrued Dividend: 1,134.92***	

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
VANGUARD TOTAL STOCK MKT	500.0000	106.0000	53,000.00	4%	2,972.38	2.11%	1,122.00
SYMBOL: VTI	200.0000	98.9773	19,795 47	03/06/14	1,404.53	300	Short-Term
	100.0000	98.7335	9,873 35	04/01/14	726.65	274	Short-Term
	100.0000	99.7895	9,978.95	08/05/14	621.05	148	Short-Term
	100.0000	103.7985	10,379.85	08/27/14	220.15	126	Short-Term
Cost Basis			*50,027.62*				

[redacted]

Total Accrued Dividend for Other Assets 1,134.92

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

[redacted]

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WAGNER LINE LP	235,232.	235,232.
THE BURTON PARTNERSHIP	473,388.	473,388.
TOTALS	708,620.	708,620.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		55,535.
	TOTAL	55,535.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RODERICK HELLER III 1344 CARNTON LANE FRANKLIN, TN 37064	DIRECTOR 2.00	0	0	0
ELIZABETH ANNE HELLER 252 WARREN STREET BROOKLYN, NY 11201	DIRECTOR 2.00	0	0	0
CAROLYNN AYRES HELLER 9 BEECHDALE ROAD BALTIMORE, MD 21210	DIRECTOR 2.00	0	0	0
RODERICK HELLER IV 55 AGNES STREET OAKLAND, CA 94618	DIRECTOR 2.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OAKLAND CHILDREN'S HOSPITAL PO BOX 2054 OAKLAND, CA 94604-2054	NONE PC	GENERAL USE	1,000.
CALICO CENTER 524 ESTUDILLO AVENUE SAN LEANDRO, CA 94577	NONE PC	GENERAL USE	1,000.
MY OWN MONTESSORI 5723 OAK GROVE AVENUE OAKLAND, CA 94618	NONE PC	GENERAL USE	1,000.
HILLCREST ELEMENTARY PTA 30 MARGUERITE DRIVE OAKLAND, CA 94618	NONE PC	GENERAL USE	2,000.
ASIA SOCIETY 1526 NEW HAMPSHIRE AVENUE, NW WASHINGTON, DC 20036	NONE PC	GENERAL USE	5,000.
THE LAND TRUST FOR TENNESSEE 209 10TH AVE. S SUITE 511 NASHVILLE, TN 37203	NONE PC	GENERAL USE	5,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIGHTHOUSE COMMUNITY CHARTER SCHOOL, K-12 444 HEGENBERGER ROAD OAKLAND, CA 94621	NONE PC	GENERAL USE	2,500.
WETA LEADERSHIP CIRCLE 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE PC	GENERAL USE	1,000.
STUDIO TENN THEATRE COMPANY 230 FRANKLIN ROAD SUITE 809 FRANKLIN, TN 37064	NONE PC	GENERAL USE	10,000
FUND FOR THE CITY OF NEW YORK, POWER OF TWO 121 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE PC	GENERAL USE	25,000.
EVA NEPAL PO BOX 270119 WEST HARTFORD, CT 06127	NONE PC	GENERAL USE	1,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVENUE NW SUITE 1000 WASHINGTON, DC 20037	NONE PC	GENERAL USE	2,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARPETH RIVER WATERSHED ASSOCIATION PO BOX 1127 FRANKLIN, TN 37065	NONE PC	GENERAL USE	1,000
THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION PO BOX 5281 PRINCETON, NJ 08543-5281	NONE PC	GENERAL USE	1,000
FLORIDA WILDLIFE CARE CENTER 3400 SE 15 STREET GAINESVILLE, FL 32641	NONE PC	GENERAL USE	3,000.
ROLAND PARK COMMUNITY FOUNDATION PO BOX 16214 BALTIMORE, MD 21210	NONE PC	GENERAL USE	9,000.
FRANKLIN'S CHARGE 604 WEST MAIN STREET FRANKLIN, TN 37064	NONE PC	GENERAL USE	15,000.
		TOTAL CONTRIBUTIONS PAID	85,500.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2014

Name of estate or trust	Employer identification number
THE HELLER FAMILY FOUNDATION	52-2034432

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

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	6,550.	9,979.		-3,429.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . ▶	7	-3,429.

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	252,195.	152,017.		100,178.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . ▶	16	100,178.

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

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			-3,429.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			100,178.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			96,749.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of **a** The loss on line 19, column (3) **or b** $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

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

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,500			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the **smaller** of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $12,150			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
THE HELLER FAMILY FOUNDATION	52-2034432

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
PACWEST BANCORP - ST	VAR	12/26/2014	10,445.	9,979.			466.
BURTON PARTNERSHIP - S	VAR		-3,895.				-3,895.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			6,550.	9,979.			-3,429.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
4X2615 2 000

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
THE HELLER FAMILY FOUNDATION	52-2034432

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
ABBOTT LABS	01/13/2012	01/23/2014	18,687.	13,335.			5,352.
KINDER MORGAN ENERGY	02/08/2005	01/23/2014	113,093.	60,522.			52,571.
CAPITALSOURCE INC	01/21/2011	04/08/2014	4,940.	15,421.			-10,481.
ANNALY CAP MGMT INC	09/19/2011	06/09/2014	5,732.	9,067.			-3,335.
ABBVIE INC	VAR	10/16/2014	41,045.	26,116.			14,929.
ENTERPRISE PRD PRTNRS LP	03/27/2008	12/26/2014	33,990.	12,146.			21,844.
PACWEST BANCORP - LT	01/21/2011	12/26/2014	25,417.	15,410.			10,007.
BURTON PARTNERSHIP - LT	VAR		9,291.				9,291.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			252,195.	152,017.			100,178.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

THE HELLER FAMILY FOUNDATION
Supplement to Form 4797 Part I Detail

52-2034432
ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
KINDER MORGAN	VAR	VAR	14.			14.
BURTON PARTNERSHIP	VAR	VAR	-5.			-5.
ENTERPRISE PRODUCTS	VAR	VAR	-33.			-33.
Totals						-24.

THE HELLER FAMILY FOUNDATION

52-2034432

Supplement to Form 4797 Part II Detail

ATTACHMENT 2

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
KINDER MORGAN	VAR	VAR	70,423.			70,423.
ENTERPRISE PRODUCTS	VAR	VAR	11,265.			11,265.
Totals						81,688.

FEDERAL FOOTNOTES

SECTION 4942(H)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

NAME OF ELECTING FOUNDATION:
THE HELLER FAMILY FOUNDATION
EIN OF ELECTING FOUNDATION:
52-2034432
ADDRESS OF ELECTING FOUNDATION:
1344 CARNTON LANE
FRANKLIN, TN 37064
YEAR END OF FOUNDATION:
DECEMBER 31, 2014

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF:

UNDISTRIBUTED INCOME FROM THE TAX YEAR ENDING DECEMBER 31, 2012 IN THE AMOUNT OF $2,376.

NAME: J. Roderick Heller
TITLE: Treasurer
DATE: 5/19/15
SIGNATURE: John Roderick Heller III