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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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: ☒ 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)* ▶ $ 1,886,968.

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 ▶ ☐

SCANNED MAY 2017

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	47.	47.		ATCH 1
	4 Dividends and interest from securities	23,206.	23,206.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	72,816.			
	b Gross sales price for all assets on line 6a 278,924.				
	7 Capital gain net income (from Part IV, line 2)		73,392.		
	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	-1,673.	-1,673.		
	12 Total. Add lines 1 through 11	94,396.	94,972.		
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	2,955.	2,955.		
	c Other professional fees (attach schedule)				
	17 Interest ATCH 5	8.	8.		
	18 Taxes (attach schedule) (see instructions) 6	652.	403.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	674.	673.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,289.	4,039.		
	25 Contributions, gifts, grants paid	94,600.			94,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	98,889.	4,039.	0.	94,600.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-4,493.			
	b **Net investment income** (if negative, enter -0-)		90,933.		
	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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	235,826.	391,219.	391,219.
	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	652,963.	1,040,846.	1,344,214.
	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	691,046.	151,535.	151,535.
	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)	1,579,835.	1,583,600.	1,886,968.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	1,579,835.	1,583,600.	
	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)	1,579,835.	1,583,600.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,579,835.	1,583,600.	

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	1,579,835.
2	Enter amount from Part I, line 27a	2	-4,493.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	8,258.
4	Add lines 1, 2, and 3	4	1,583,600.
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	1,583,600.

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

	(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	73,392.
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 ☒ 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))
2015	89,102.	1,891,233.	0.047113
2014	85,500.	1,844,990.	0.046342
2013	46,500.	1,691,105.	0.027497
2012	98,351.	1,604,511.	0.061297
2011	86,533.	1,615,861.	0.053552

2	**Total** of line 1, column (d)	2	0.235801
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	0.047160
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,829,597.
5	Multiply line 4 by line 3	5	86,284.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	909.
7	Add lines 5 and 6	7	87,193.
8	Enter qualifying distributions from Part XII, line 4	8	94,600.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	909.
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	909.
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	909.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 2,574.		
b	Exempt foreign organizations - tax withheld at source 6b		
c	Tax paid with application for extension of time to file (Form 8868) 6c		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,574.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,665.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 1,665. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, DC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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 2016, 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. 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)*	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 2016?	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 4945(d)(4)(A)? (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**

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** 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

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	940,804.
b	Average of monthly cash balances	1b	404,531.
c	Fair market value of all other assets (see instructions)	1c	512,124.
d	**Total** (add lines 1a, b, and c)	1d	1,857,459.
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	1,857,459.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	27,862.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,829,597.
6	**Minimum investment return.** Enter 5% of line 5	6	91,480.

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	91,480.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	909.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	909.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	90,571.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	90,571.
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	90,571.

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	94,600.
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	94,600.
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	909.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	93,691.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				90,571.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			88,636.	
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 94,600.				
a Applied to 2015, but not more than line 2a			88,636.	
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 2016 distributable amount				5,964.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016. *(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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				84,607.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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**				94,600.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	47.	
4 Dividends and interest from securities			14	23,206.	
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	-1,673.	
8 Gain or (loss) from sales of assets other than inventory			18	72,816.	
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)				94,396.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 94,396.

(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 Edward Heller — 5/11/2017

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
KRISTEN L MCKENNA	Kristen L McKenna	5/10/17	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)	
		ANNALY CAPITAL MGMT PROPERTY TYPE: SECURITIES				P	12/17/2015	05/02/2016
10,408.		9,445.					963.	
		BROOKFIELD REAL ASSETS I PROPERTY TYPE: SECURITIES				P	01/27/2016	12/07/2016
20.		22.					-2.	
		CAPSTEAD MTG CORP PROPERTY TYPE: SECURITIES				P	VARIOUS	03/02/2016
27,437.		32,950.					-5,513.	
		ONEBEACON INSURANCE PROPERTY TYPE: SECURITIES				P	12/17/2015	06/29/2016
13,677.		12,899.					778.	
		ANNALY CAPITAL MGMT PROPERTY TYPE: SECURITIES				P	VARIOUS	12/16/2016
20,816.		21,443.					-627.	
		BANK OF NOVA SCOTIA PROPERTY TYPE: SECURITIES				P	VARIOUS	07/06/2016
48,381.		55,581.					-7,200.	
		ONEBEACON INSURANCE PROPERTY TYPE: SECURITIES				P	VARIOUS	06/29/2016
68,312.		73,768.					-5,456.	
		CHARLES SCHWAB CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2016
731.							731.	
		THE BURTON PARTNERSHIP (QP) PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2016
158.							158.	
		THE BURTON PARTNERSHIP (QP) PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2016
36,335.							36,335.	
		DISTRIBUTIONS IN EXCESS OF BASIS - THE B PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2016
53,225.							53,225.	
TOTAL GAIN(LOSS)							73,392.	

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHARLES SCHWAB		40.	40.
THE BURTON PARTNERSHIP		7.	7.
	TOTAL	47.	47.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHARLES SCHWAB	20,963.	20,963.
BURTON PARTNERSHIP	2,243.	2,243.
TOTAL	23,206.	23,206.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE BURTON PARTNERSHIP (QP), LP	-1,673.	-1,673.
TOTALS	-1,673.	-1,673.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEE	2,955.	2,955.		
TOTALS	2,955.	2,955.		

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE BURTON PARTNERSHIP	8.	8.
TOTALS	8.	8.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. TREASURY	249.	
CHARLES SCHWAB FOREIGN TAXES	403.	403.
TOTALS	652.	403.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BURTON PTNERSHIP PORTFOLIO EXP	345.	345.
BURTON PTNERSHIP CASH CONTRIB	1.	
REGISTRATION FEES	328.	328.
TOTALS	674.	673.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHARLES SCHWAB - SEE ATTACHED	1,040,846.	1,344,214.
TOTALS	1,040,846.	1,344,214.

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
BERKSHIRE HATHAWAY	**1,500.0000**	**162.9800**	**244,470.00**	**14%**	**86,437.65**	**N/A**	**N/A**
CLASS B	250.0000	66.3414	16,585.35 t	01/14/10	24,159.65	2543	Long-Term
SYMBOL: BRKB	100.0000	70.7235	7,072.35	08/09/11	9,225.65	1971	Long-Term
	100.0000	70.2735	7,027.35	09/19/11	9,270.65	1930	Long-Term
	50.0000	74.0070	3,700.35	11/25/11	4,448.65	1863	Long-Term
	100.0000	82.4835	8,248.35	03/27/12	8,049.65	1740	Long-Term
	100.0000	86.2335	8,623.35	08/21/12	7,674.65	1593	Long-Term
	100.0000	90.7535	9,075.35	12/18/12	7,222.65	1474	Long-Term
	100.0000	128.8235	12,882.35	06/10/14	3,415.65	935	Long-Term
	100.0000	136.6285	13,662.85	08/27/14	2,635.15	857	Long-Term
	100.0000	136.7795	13,677.95	03/02/16	2,620.05	304	Short-Term
	100.0000	141.1995	14,119.95	04/12/16	2,178.05	263	Short-Term
	50.0000	143.3154	7,165.77	05/26/16	983.23	219	Short-Term
	150.0000	142.3272	21,349.08	07/06/16	3,097.92	178	Short-Term
	100.0000	148.4195	14,841.95	08/19/16	1,456.05	134	Short-Term
Cost Basis			*158,032.35*				
BROOKFIELD REAL ASSETS I	**3,000.0000**	**22.3100**	**66,930.00**	**4%**	**(4,229.04)**	**10.70%**	**7,164.00**
SYMBOL: RA	190.7600	24.2353	4,623.14	01/27/16	(367.28)	339	Short-Term
	0.9000	24.2000	21.78	01/29/16	(1.70)	337	Short-Term
	95.8300	24.5535	2,352.97	02/10/16	(215.00)	325	Short-Term
	191.6600	24.5537	4,705.97	02/10/16	(430.04)	325	Short-Term
	479.1500	24.6650	11,818.25	03/11/16	(1,128.41)	295	Short-Term
	95.8300	24.2991	2,328.59	04/13/16	(190.62)	262	Short-Term
	95.8300	24.3073	2,329.37	04/13/16	(191.40)	262	Short-Term
	287.4900	24.3108	6,989.13	04/13/16	(575.23)	262	Short-Term
	95.8300	23.4351	2,245.79	06/15/16	(107.82)	199	Short-Term

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
BROOKFIELD REAL ASSETS I	191.6600	23.4351	4,491.58	06/15/16	(215.65)	199	Short-Term
	191.6600	23.4351	4,491.58	06/15/16	(215.65)	199	Short-Term
	958.3000	22.9875	22,028.95	09/15/16	(649.28)	107	Short-Term
	125.1000	21.8380	2,731.94	12/09/16	59.04	22	Short-Term
Cost Basis			*71,159.04*				
JOHNSON & JOHNSON	**500.0000**	**115.2100**	**57,605.00**	**3%**	**(39.95)**	**2.77%**	**1,600.00**
SYMBOL: JNJ	500.0000	115.2899	57,644.95	12/12/16	(39.95)	19	Short-Term
NOKIA CORP SPON F	**10,000.0000**	**4.8100**	**48,100.00**	**3%**	**1,992.05**	**6.02%**	**2,896.33**
UNSPONSORED ADR	10,000.0000	4.6107	46,107.95	12/09/16	1,992.05	22	Short-Term
1 ADR REPS 1 ORD SHS							
SYMBOL: NOK							
NUVEEN S&P500 BUY-WRITE	**4,000.0000**	**12.7200**	**50,880.00**	**3%**	**(512.05)**	**7.18%**	**3,656.00**
SYMBOL: BXMX	100.0000	12.9844	1,298.44	07/26/16	(26.44)	158	Short-Term
	100.0000	12.9845	1,298.45	07/26/16	(26.45)	158	Short-Term
	100.0000	12.9845	1,298.45	07/26/16	(26.45)	158	Short-Term
	100.0000	12.9845	1,298.45	07/26/16	(26.45)	158	Short-Term
	100.0000	12.9845	1,298.45	07/26/16	(26.45)	158	Short-Term
	1,500.0000	12.9844	19,476.71	07/26/16	(396.71)	158	Short-Term
	100.0000	12.6540	1,265.40	11/15/16	6.60	46	Short-Term
	900.0000	12.6659	11,399.35	11/15/16	48.65	46	Short-Term
	100.0000	12.7544	1,275.44	12/12/16	(3.44)	19	Short-Term
	200.0000	12.7589	2,551.79	12/12/16	(7.79)	19	Short-Term
	700.0000	12.7587	8,931.12	12/12/16	(27.12)	19	Short-Term
Cost Basis			*51,392.05*				

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 F	**2,000.0000**	**16.0500**	**32,100.00**	**2%**	**7,823.10**	**5.23%**	**1,680.00**
CLASS A	200.0000	12.2639	2,452.79	01/08/16	757.21	358	Short-Term
SYMBOL: OB	200.0000	12.2889	2,457.79	01/08/16	752.21	358	Short-Term
	600.0000	12.2789	7,367.37	01/08/16	2,262.63	358	Short-Term
	1,000.0000	11.9989	11,998.95	01/15/16	4,051.05	351	Short-Term
Cost Basis			*24,276.90*				
RITE AID CORPORATION	**20,000.0000**	**8.2400**	**164,800.00**	**10%**	**97,940.54**	**N/A**	**N/A**
SYMBOL: RAD	5,000.0000	1.2306	6,153.33	12/21/12	35,046.67	1471	Long-Term
	5,000.0000	2.5219	12,609.99	04/24/13	28,590.01	1347	Long-Term
	5,000.0000	2.5519	12,759.99	05/14/13	28,440.01	1327	Long-Term
	1,000.0000	6.6679	6,667.95	07/31/14	1,572.05	884	Long-Term
	1,000.0000	5.1089	5,108.95	09/19/14	3,131.05	834	Long-Term
	200.0000	7.7539	1,550.79	01/07/15	97.21	724	Long-Term
	800.0000	7.7569	6,205.56	01/07/15	386.44	724	Long-Term
	1,000.0000	7.7639	7,763.95	01/07/15	476.05	724	Long-Term
	1,000.0000	8.0389	8,038.95	04/17/15	201.05	624	Long-Term
Cost Basis			*66,859.46*				
SOURCE CAPITAL CF	**1,000.0000**	**35.9490**	**35,949.00**	**2%**	**(853.49)**	**3.89%**	**1,400.00**
SYMBOL: SOR	500.0000	37.1479	18,573.95	07/26/16	(599.45)	158	Short-Term
	42.0000	36.9397	1,551.47	09/02/16	(41.61)	120	Short-Term
	59.0000	36.9398	2,179.45	09/02/16	(58.46)	120	Short-Term
	199.0000	36.9398	7,351.03	09/02/16	(197.18)	120	Short-Term
	200.0000	35.7329	7,146.59	11/16/16	43.21	45	Short-Term
Cost Basis			*36,802.49*				
TETRAGON FINL GROU ORDF	**5,000.0000**	**12.3000**	**61,500.00**	**4%**	**2,441.05**	**N/A**	**N/A**
SYMBOL: TGONF	5,000.0000	11.8117	59,058.95	12/09/16	2,441.05	22	Short-Term

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.

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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
VODAFONE GROUP F	**2,000.0000**	**24.4300**	**48,860.00**	**3%**	**(1,358.95)**	**8.38%**	**4,095.72**
UNSPONSORED ADR	2,000.0000	25.1094	50,218.95	12/12/16	(1,358.95)	19	Short-Term
1 ADR REPS 10 ORD SHS							
SYMBOL: VOD							
[illegible]	[illegible]		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

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

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
ISHARES CORE S&P MID CAP	**1,000.0000**	**165.3400**	**165,340.00**	**10%**	**23,505.89**	**1.92%**	**3,182.12**
ETF	200.0000	122.9377	24,587.55	07/25/13	8,480.45	1255	Long-Term
SYMBOL: IJH	300.0000	129.9589	38,987.69	12/17/13	10,614.31	1110	Long-Term
	100.0000	154.1395	15,413.95	07/15/16	1,120.05	169	Short-Term
	150.0000	155.1686	23,275.30	07/26/16	1,525.70	158	Short-Term
	100.0000	157.6347	15,763.47	09/02/16	770.53	120	Short-Term
	150.0000	158.7076	23,806.15	11/15/16	994.85	46	Short-Term
Cost Basis			*141,834.11*				

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
SPDR S&P 500 ETF	**1,000.0000**	**223.5300**	**223,530.00**	**13%**	**77,263.09**	**1.93%**	**4,328.27**
SYMBOL: SPY	500.0000	128.1869	64,093.45	01/06/12	47,671.55	1821	Long-Term
	250.0000	141.6571	35,414.28	03/27/12	20,468.22	1740	Long-Term
	100.0000	179.3492	17,934.92	12/17/13	4,418.08	1110	Long-Term
	100.0000	189.7491	18,974.91	04/04/14	3,378.09	1002	Long-Term
Cost Basis	50.0000	196.9870	9,849.35	06/10/14	1,327.15	935	Long-Term
			146,266.91			***Accrued Dividend: 1,328.93***	
VANGUARD TOTAL STOCK	**1,250.0000**	**115.3200**	**144,150.00**	**8%**	**12,958.02**	**2.52%**	**3,635.00**
MARKET ETF	200.0000	98.9773	19,795.47	03/06/14	3,268.53	1031	Long-Term
SYMBOL: VTI	100.0000	98.7335	9,873.35	04/01/14	1,658.65	1005	Long-Term
	100.0000	99.7895	9,978.95	08/05/14	1,553.05	879	Long-Term
	100.0000	103.7985	10,379.85	08/27/14	1,152.15	857	Long-Term
	200.0000	107.9412	21,588.25	07/02/15	1,475.75	548	Long-Term
	100.0000	107.8446	10,784.46	08/11/15	747.54	508	Long-Term
	100.0000	99.3435	9,934.35	01/08/16	1,597.65	358	Short-Term
	100.0000	96.4435	9,644.35	01/22/16	1,887.65	344	Short-Term
Cost Basis	250.0000	116.8518	29,212.95	12/09/16	(382.95)	22	Short-Term
			131,191.98				
[illegible]							

Total Accrued Dividend for Other Assets 1,328.93

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.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WAGNER LINE LP THE BURTON PARTNERSHIP	151,535.	151,535.
TOTALS	151,535.	151,535.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	8,258.
TOTAL	8,258.

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			
ELIZABETH ANNE HELLER 252 WARREN STREET BROOKLYN, NY 11201	DIRECTOR 2.00			
CAROLYNN AYRES HELLER 9 BEECHDALE ROAD BALTIMORE, MD 21210	DIRECTOR 2.00			
RODERICK HELLER IV 55 AGNES STREET OAKLAND, CA 94618	DIRECTOR 2.00			
	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
MY OWN MONTESSORI 5723 OAK GROVE AVENUE OAKLAND, CA 94618	NONE PC	GENERAL USE	1,000.
STUDIO TENN THEATRE COMPANY 230 FRANKLIN ROAD SUITE 809 FRANKLIN, TN 37064	NONE PC	GENERAL USE	12,600.
THE BATTLE OF FRANKLIN TRUST 1345 EASTERN FLANK CENTER FRANKLIN, TN 37064	NONE PC	GENERAL USE	40,000.
MONTCLAIR PRESBYTERIAN CHURCH 5701 THORNHILL DRIVE OAKLAND, CA 94611	NONE PC	GENERAL USE	3,000.
BALTIMORE CHESAPEAKE OUTWARD BOUND SCHOOL 1900 EAGLE DRIVE BALTIMORE, MD 21207	NONE PC	GENERAL USE	8,000.
THE COLLEGE PREPARATORY SCHOOL ADVANCEMENT OFFICE 6100 BROADWAY OAKLAND, CA 94611	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
UCSF BENIOFF CHILDREN'S HOSPITALS FOUNDATION 2201 BROADWAY, SUITE 600 OAKLAND, CA 94612	NONE PC	GENERAL USE	2,000.
COMMUNITY INITIATIVES - HELP A MOTHER OUT 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	NONE PC	GENERAL USE	1,000.
AFRICAN AMERICAN HERITAGE SOCIETY P.O. BOX 1053 FRANKLIN, TN 37065	NONE PC	GENERAL USE	1,000.
HARPETH PROTECTION SOCIETY P.O. BOX 1127 FRANKLIN, TN 37065	NONE PC	GENERAL USE	1,000.
WETA 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE PC	GENERAL USE	1,000.
NEW HOPE ACADEMY 1820 DOWNS BOULEVARD FRANKLIN, TN 37064	NONE PC	GENERAL USE	1,000.

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
FRANKLIN TOMORROW 198 MAIN STREET, #3 FRANKLIN, TN 37064	NONE PC	GENERAL USE	1,000.
THE BIG HOUSE FOR HISTORIC PRESERVATION P.O. BOX 723 FRANKLIN, TN 37065	NONE PC	GENERAL USE	10,000.
AMERICAN HERITAGE PUBLISHING COMPANY P.O. BOX 1488 ROCKVILLE, MD 20849	NONE PC	GENERAL USE	1,000.
FUND FOR CITY OF NEW YORK 121 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10013	NONE PC	GENERAL USE	8,000.
CIVIL WAR TRUST 1156 15TH STREET, NW WASHINGTON, DC 20005	NONE PC	GENERAL USE	1,000.
		TOTAL CONTRIBUTIONS PAID	94,600.

Distributions of Property Valued at Fair Market Value

Organization THE HELLER FAMILY FOUNDATION

TIN: 52-2034432

Tax Year Ended DECEMBER 31, 2016

Form 990-PF, Part I, Line 25, Column (a) Distributions of property valued at fair market value at date of distribution

1 Date of distribution: DECEMBER 30, 2016

2. Description of property. LIMITED PARTNERSHIP INTEREST IN WAGNER LINE PARTNERSHIP, LP
(EIN: 46-4350623)

3 Book value $ 40,000

Method for determining book value TAX BASIS OF PARTNERSHIP INTEREST

4 Fair market value $ 40,000

Method for determining fair market value RECENT SALES