

**Return of Organization Exempt From Income Tax**

**2012**

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A** For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>HEIFER INTERNATIONAL FOUNDATION</b>		<b>D</b> Employer identification number <b>71-0699939</b>
	Doing Business As <b>HEIFER FOUNDATION</b>		<b>E</b> Telephone number <b>501-907-4900</b>
	Number and street (or P.O. box if mail is not delivered to street address) <b>P.O. BOX 727</b>	Room/suite	<b>G</b> Gross receipts \$ <b>40,374,476.</b>
	City, town, or post office, state, and ZIP code <b>LITTLE ROCK, AR 72203</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>HEIFERFOUNDATION.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: <b>1991</b>
<b>M</b> State of legal domicile: <b>AR</b>			

<b>Part I Summary</b>		Prior Year	Current Year
<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>HEIFER INTERNATIONAL FOUNDATION'S PURPOSE IS TO PRIMARILY SUPPORT THE EFFORTS OF HEIFER</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>9</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>9</b>
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	<b>10</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>2,436,384.</b>	<b>3,667,049.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>0.</b>	<b>0.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>1,889,347.</b>	<b>3,480,632.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>0.</b>	<b>0.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>4,325,731.</b>	<b>7,147,681.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>960,283.</b>	<b>1,465,703.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>402,383.</b>	<b>505,114.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>16,125.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>549,464.</b>	<b>763,809.</b>
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>1,912,130.</b>	<b>2,734,626.</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>2,413,601.</b>	<b>4,413,055.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> <b>75,714,280.</b>	<b>End of Year</b> <b>82,183,114.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>16,342,099.</b>	<b>16,347,983.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>59,372,181.</b>	<b>65,835,131.</b>

<b>Part II Signature Block</b>				
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 officer) is based on all information of which preparer has any knowledge.				
<b>Sign Here</b>	▶ Signature of officer	Date		
	▶ <b>ARDYTH NEILL, PRESIDENT</b>	Type or print name and title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>CARLEY UMSTEAD</b>	Preparer's signature	Date	Check if self-employed <input type="checkbox"/> PTIN <b>P00982177</b>
	Firm's name ▶ <b>RSM US LLP</b>	Firm's EIN ▶ <b>42-0714325</b>		
	Firm's address ▶ <b>201 FIRST STREET SE, SUITE 800 CEDAR RAPIDS, IA 52401-1418</b>	Phone no. <b>319-298-5333</b>		

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: THE MISSION OF HEIFER INTERNATIONAL FOUNDATION IS TO BUILD AN ENDOWMENT TO GENERATE ONGOING SUPPORT FOR THE WORK OF HEIFER PROJECT INTERNATIONAL, TO EDUCATE PEOPLE ON HOW PLANNED CHARITABLE GIVING SUPPORTS HEIFER PROJECT INTERNATIONAL'S WORK, AND TO SERVE AS A

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 1,465,703. including grants of \$ 1,465,703. ) (Revenue \$ ) ATTRIBUTED EARNINGS PAID TO HEIFER PROJECT INTERNATIONAL FOR SPECIFIC PURPOSES AS DESIGNATED BY DONOR RESTRICTIONS AND BY ARTICLES OF INCORPORATION AND BYLAWS OF HEIFER INTERNATIONAL FOUNDATION (254 GRANTS ISSUED)

4b (Code: ) (Expenses \$ 186,918. including grants of \$ ) (Revenue \$ ) HEIFER INTERNATIONAL FOUNDATION EDUCATES ON HOW PLANNED CHARITABLE GIVING SUPPORTS THE WORK OF HEIFER PROJECT INTERNATIONAL AND OTHER 501(C)(3) ORGANIZATIONS. (353,952 INDIVIDUALS EDUCATED)

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 1,652,621.

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....		X
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 501(c)(7), Form 501(c)(12), Form 4947(a)(1), and Form 501(c)(29).

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions about voting members, family relationships, management delegation, significant changes, asset diversion, and governance decisions.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include questions about local chapters, conflict of interest policy, whistleblower policy, document retention, and compensation review.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ARDYTH NEILL, PRESIDENT - 501-907-4900 1 WORLD AVE, LITTLE ROCK, AR 72203

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARCIA WILLIAMS TRUSTEE	1.00	X						0.	0.	0.
(2) NORMAN DOLL TRUSTEE	1.00	X						0.	0.	0.
(3) STEPHANIE BUCKLEY TRUSTEE	1.00	X						0.	0.	0.
(4) TOM NICKELL TRUSTEE	1.00	X						0.	0.	0.
(5) BAYARD U LIVINGSTON TRUSTEE	1.00	X						0.	0.	0.
(6) DOUGLAS NUNN TRUSTEE	1.00	X						0.	0.	0.
(7) GEORGE PETTY TRUSTEE	1.00	X						0.	0.	0.
(8) DON HAMMOND TRUSTEE	1.00	X						0.	0.	0.
(9) C DOUGLAS SMITH TRUSTEE	1.00	X						0.	0.	0.
(10) GWEN MORGAN TRUSTEE	1.00	X						0.	0.	0.
(11) KERRY KRUCKEL-GIBBS TRUSTEE	1.00	X						0.	0.	0.
(12) ARLENE WITHERS TRUSTEE	1.00	X						0.	0.	0.
(13) ARDYTH NEILL PRESIDENT	42.00			X				122,673.	0.	13,087.
(14) JESSE SCHALK VP OF ASSET MANAGEMENT	42.00			X				80,539.	0.	22,162.





**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,667,049.				
	g Noncash contributions included in lines 1a-1f: \$	91,704.				
	h Total. Add lines 1a-1f	3,667,049.				
	Program Service Revenue	Business Code				
2 a						
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,634,765.		1,634,765.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	35,072,662.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	33,226,795.			
		c Gain or (loss)	1,845,867.			
	d Net gain or (loss)		1,845,867.		1,845,867.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
b Less: direct expenses		b				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a	a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		7,147,681.	0.	0.	3,480,632.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,252,333.	1,252,333.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	213,370.	213,370.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	260,536.	26,876.	233,660.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	167,330.	68,137.	99,193.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	19,874.	9,327.	10,547.	
9 Other employee benefits	29,437.	10,540.	18,897.	
10 Payroll taxes	27,937.	6,663.	21,274.	
11 Fees for services (non-employees):				
a Management				
b Legal	6,397.	679.	5,532.	186.
c Accounting	42,176.		42,176.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	436,626.		436,626.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	16,977.	2,142.	14,651.	184.
12 Advertising and promotion	9,708.	3,641.	4,136.	1,931.
13 Office expenses	38,429.	8,089.	28,928.	1,412.
14 Information technology	42,217.	11,457.	18,795.	11,965.
15 Royalties				
16 Occupancy	35,139.	5,176.	29,516.	447.
17 Travel	39,494.	15,499.	23,995.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	10,000.	9,200.	800.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	11,758.	5,879.	5,879.	
23 Insurance	49,876.	3.	49,873.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>OTHER EMPLOYEE EXPENSES</b>	14,575.	3,235.	11,340.	
b <b>REGISTRATION FEES</b>	8,562.		8,562.	
c <b>MEMBERSHIPS &amp; FEES</b>	1,875.	375.	1,500.	
d				
e All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	2,734,626.	1,652,621.	1,065,880.	16,125.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	6,418,540.	<b>2</b>	2,921,106.
	<b>3</b> Pledges and grants receivable, net .....		<b>3</b>	
	<b>4</b> Accounts receivable, net .....	525,783.	<b>4</b>	431,813.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....	122,122.	<b>7</b>	66,976.
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	37,180.	<b>9</b>	35,962.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 699,871.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 98,319.	653,843.	<b>10c</b> 601,552.
	<b>11</b> Investments - publicly traded securities .....	61,974,832.	<b>11</b>	71,854,868.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	5,853,347.	<b>12</b>	6,059,416.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	128,633.	<b>15</b>	211,421.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	75,714,280.	<b>16</b>	82,183,114.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	192,689.	<b>17</b>	189,138.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	16,149,410.	<b>25</b>	16,158,845.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	16,342,099.	<b>26</b>	16,347,983.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	-5,788,022.	<b>27</b>	-2,692,673.
	<b>28</b> Temporarily restricted net assets .....	1,744,383.	<b>28</b>	2,895,728.
	<b>29</b> Permanently restricted net assets .....	63,415,820.	<b>29</b>	65,632,076.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	59,372,181.	<b>33</b>	65,835,131.	
<b>34</b> Total liabilities and net assets/fund balances .....	75,714,280.	<b>34</b>	82,183,114.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,147,681.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,734,626.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,413,055.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	59,372,181.
5	Net unrealized gains (losses) on investments	5	2,897,946.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-848,051.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	65,835,131.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization <b>HEIFER INTERNATIONAL FOUNDATION</b>	Employer identification number <b>71-0699939</b>
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	5012669.	4269922.	4163573.	1403610.	2808362.	17658136.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	5012669.	4269922.	4163573.	1403610.	2808362.	17658136.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						127,820.
<b>6 Public support.</b> Subtract line 5 from line 4.						17530316.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....	5012669.	4269922.	4163573.	1403610.	2808362.	17658136.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	1146420.	1312370.	1441728.	740,210.	1634765.	6275493.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						23933629.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	73.25	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	74.53	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>		
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) .....						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART II, SECTION A AND B:

THE TITLES FOR COLUMNS (A) THROUGH (E) ARE MODIFIED AS FOLLOWS:

(A) = 2009 CALENDAR YEAR

(B) = 2010 CALENDAR YEAR

(C) = 2011 CALENDAR YEAR

(D) = 2012 FISCAL YEAR, SHORT YEAR BEGINNING JANUARY 1, 2012 AND  
ENDING JUNE 30, 2012

(E) = 2013 FISCAL YEAR, BEGINNING JULY 1, 2012 AND ENDING JUNE 30,  
2013

PART II, SECTION C, LINE 15:

THE PERCENTAGE VALUE IS THE PUBLIC SUPPORT PERCENTAGE FOR SHORT YEAR 2012.

AS AMENDED



**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

**2012**

Name of the organization

HEIFER INTERNATIONAL FOUNDATION

Employer identification number

71-0699939

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>HEIFER INTERNATIONAL FOUNDATION</b>	Employer identification number <b>71-0699939</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	_____ _____ _____	\$ <u>1,987,150.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>126,519.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>190,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>168,687.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>126,930.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>HEIFER INTERNATIONAL FOUNDATION</b>	Employer identification number <b>71-0699939</b>
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/> <hr/>	\$ 92,670.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

AS AMENDED

Name of organization <b>HEIFER INTERNATIONAL FOUNDATION</b>	Employer identification number <b>71-0699939</b>
--	---

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

AS AMENDED

Name of organization <b>HEIFER INTERNATIONAL FOUNDATION</b>	Employer identification number <b>71-0699939</b>
--	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

AS AMENDED

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

HEIFER INTERNATIONAL FOUNDATION

Employer identification number

71-0699939

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement with Yes/No checkboxes.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes questions about purpose of easements, total number and acreage, and monitoring requirements. Includes a table for 'Held at the End of the Tax Year' with rows 2a-2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a and 1b about reporting works of art, and question 2 about reporting amounts for works of art held for financial gain.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	<b>1c</b>
d Additions during the year	<b>1d</b>
e Distributions during the year	<b>1e</b>
f Ending balance	<b>1f</b>

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	50,618,899.	48,268,917.	45,585,382.	37,810,290.	30,659,016.
b Contributions	4,141,937.	2,399,555.	5,677,606.	6,191,047.	6,692,547.
c Net investment earnings, gains, and losses	5,502,820.	1,854,149.	39,946.	4,146,605.	5,029,173.
d Grants or scholarships	1,465,703.	960,283.	1,174,863.	367,046.	1,880,606.
e Other expenditures for facilities and programs	186,918.	293,904.	358,941.	440,630.	662,386.
f Administrative expenses	994,594.	649,535.	1,500,213.	1,754,884.	2,027,454.
g End of year balance	57,616,441.	50,618,899.	48,268,917.	45,585,382.	37,810,290.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  11.52 %
- b Permanent endowment  88.48 %
- c Temporarily restricted endowment  \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	568,500.			568,500.
b Buildings				
c Leasehold improvements				
d Equipment		131,371.	98,319.	33,052.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				<b>601,552.</b>

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ALWIN LLC	54,488.	END-OF-YEAR MARKET VALUE
(B) GORDON EDGEWATER LLP	146,360.	END-OF-YEAR MARKET VALUE
(C) HARBOURVEST FUNDS	811,489.	END-OF-YEAR MARKET VALUE
(D) MOLPUS WOODLANDS FUND III	5,047,079.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	<b>6,059,416.</b>	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 14.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SPLIT INTEREST OBLIGATIONS	13,569,554.
(3) REFUNDABLE ADVANCES	2,589,291.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	<b>16,158,845.</b>

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	9,197,576.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	2,897,946.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	-848,051.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	2,049,895.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	7,147,681.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	7,147,681.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	2,734,626.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	2,734,626.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	2,734,626.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART V, LINE 4: ENDOWMENT FUNDS ARE USED TO SUPPORT THE EFFORTS OF**

**HEIFER PROJECT INTERNATIONAL AS STIPULATED BY DONOR RESTRICTIONS, ARTICLES OF INCORPORATION AND BYLAWS OF HEIFER INTERNATIONAL FOUNDATION.**

**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

CHANGE IN VALUE OF SPLIT INTEREST OBLIGATIONS	-440,209.
REALIZED GAIN ON UNITRUST TRANSFERRED TO LIABILITY ACCOUNTS	-407,842.
<b>TOTAL TO SCHEDULE D, PART XI, LINE 2D</b>	<b>-848,051.</b>

Schedule D (Form 990) 2012



**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	GENERAL SUPPORT	30,706	ACH	0.		FMV
		EAST ASIA AND THE PACIFIC	GENERAL SUPPORT	18,863	ACH	0.		FMV
		EUROPE (INCLUDING ICELAND & GREENLAND)	GENERAL SUPPORT	11,343	ACH	0.		FMV
		NORTH AMERICA	GENERAL SUPPORT	41,828	ACH	0.		FMV
		RUSSIA & THE NEWLY INDEPENDENT STATES	GENERAL SUPPORT	5,195	ACH	0.		FMV
		SOUTH AMERICA	GENERAL SUPPORT	18,846	ACH	0.		FMV
		SOUTH ASIA	GENERAL SUPPORT	17,457	ACH	0.		FMV
		SUB-SAHARAN AFRICA	GENERAL SUPPORT	69,132	ACH	0.		FMV

AS AMENDED

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ..... **1**

3 Enter total number of other organizations or entities ..... **0**

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

AS AMENDED

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* .....  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* .....  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* .....  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* .....  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* .....  Yes  No

AS AMENDED

Schedule F (Form 990) 2012

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**HEIFER INTERNATIONAL FOUNDATION**

**Employer identification number**

**71-0699939**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	35-1019477	501(C)(3)	1,252,333.	0.			ONGOING SUPPORT BASED ON DONOR RESTRICTIONS, ARTICLES OF INCORPORATION, AND BYLAWS
<b>AS AMENDED</b>							

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**
- 3** Enter total number of other organizations listed in the line 1 table **1.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

**SEE PART IV FOR COLUMN (H) DESCRIPTIONS**

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

AS AMENDED

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: HEIFER INTERNATIONAL FOUNDATION, BASED ON BOARD

GOVERNANCE, RECEIVES THE FOLLOWING REPORTS ANNUALLY FROM ALL ORGANIZATIONS

RECEIVING GRANTS FROM ENDOWMENT FUNDS:

IRS FORM 990

ANNUAL REPORT

EXECUTIVE SUMMARY QUESTIONNAIRE

AUDITED FINANCIAL STATEMENTS

**Part IV** Supplemental Information

THESE DOCUMENTS ARE REVIEWED BY PRESIDENT & CFO TO ENSURE THAT FUNDS WERE USED FOR THE PURPOSE AS STATED IN THE GRANT APPLICATION, AS WELL AS DONOR RESTRICTIONS. THIS REVIEW ALSO ENSURES THE ORGANIZATION IS A CURRENT TAX-EXEMPT ORGANIZATION AS RECOGNIZED BY THE IRS. THE EXECUTIVE SUMMARY QUESTIONNAIRE IS SIGNED BY THE CEO OF THE RECEIVING ORGANIZATION ATTESTING TO THE FACT THAT THE GRANTS RECEIVED WERE USED FOR THE ORGANIZATIONS CHARITABLE PURPOSE, AS STIPULATED BY THE DONOR AND THAT THE ORGANIZATION UPHOLDS THE DONOR BILL OF RIGHTS.

THIS INFORMATION IS DISTRIBUTED ANNUALLY TO THE BOARD OF TRUSTEES OF HEIFER INTERNATIONAL FOUNDATION FOR THEIR REVIEW AND IS A PART OF THE INDEPENDENT AUDITORS REVIEW AND THE AUDIT OF THE MONITORING REPORTS OF THE BOARD GOVERNANCE.

AS AMENDED

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: HEIFER PROJECT INTERNATIONAL

(H) PURPOSE OF GRANT OR ASSISTANCE: ONGOING SUPPORT BASED ON DONOR RESTRICTIONS, ARTICLES OF INCORPORATION, AND BYLAWS OF HEIFER INTERNATIONAL FOUNDATION, BASED ON BOARD GOVERNANCE.



**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

Name of the organization **HEIFER INTERNATIONAL FOUNDATION** Employer identification number **71-0699939**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....	X	10	91,704.	MEDIAN VALUE-RECPT D
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

AS AMENDED

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: HEIFER INTERNATIONAL FOUNDATION USES A BROKER TO  
SELL GIFTS OF SECURITIES.

AS AMENDED

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

HEIFER INTERNATIONAL FOUNDATION

Employer identification number

71-0699939

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROJECT INTERNATIONAL, AN ARKANSAS NON-PROFIT CORPORATION. SECONDARILY  
TO CONDUCT ANY OTHER NONPROFIT ACTIVITY THAT IS NOT INCONSISTENT WITH  
LAW.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FIDUCIARY FOR OUR DONORS.

FORM 990, PART VI, SECTION B, LINE 11: 11 - YES, HEIFER INTERNATIONAL  
FOUNDATION DISTRIBUTES A DRAFT COPY OF THE FORM 990 TO A COMMITTEE OF  
TRUSTEES FOR REVIEW PRIOR TO FILING. AFTER REVIEW BY THE COMMITTEE, THE  
990 IS THEN DISTRIBUTED TO THE FULL BOARD OF TRUSTEES PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: YES. HEIFER INTERNATIONAL  
FOUNDATION'S BOARD OF TRUSTEES OPERATES WITHIN A POLICY GOVERNANCE MODEL  
WITH EFFECTIVE WRITTEN GOVERNANCE AND MONITORING SYSTEMS IN PLACE REGARDING  
THE BOARD OF TRUSTEE'S CODE OF CONDUCT, WHICH INCLUDES SPECIFIC CONFLICT OF  
INTEREST STATEMENTS. EACH MEMBER OF THE BOARD OF TRUSTEES IS REQUIRED TO  
COMPLETE, SIGN AND SUBMIT A CODE OF CONDUCT FORM ANNUALLY IN WHICH THEY  
INDICATE COMPLIANCE WITH SPECIFIC CONFLICT OF INTEREST STATEMENTS. THESE  
FORMS ARE SUBMITTED TO THE BOARD LIAISON, AT THE ANNUAL MEETING OF THE  
BOARD OF TRUSTEES AND ISSUES OF NON-COMPLIANCE ARE REPORTED TO THE BOARD  
CHAIR. IN ADDITION, A REPORT TO THE FULL BOARD IS INCLUDED IN THE  
MONITORING REPORTS REGARDING COMPLIANCE BY INDIVIDUAL TRUSTEES AND THE  
BOARD AS A WHOLE. MATTERS OF CONCERN REGARDING AN INDIVIDUALS

NON-COMPLIANCE AND/OR CONFLICT OF INTEREST ARE ADDRESSED BY THE BOARD CHAIR

Name of the organization HEIFER INTERNATIONAL FOUNDATION	Employer identification number 71-0699939
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AND BROUGHT BEFORE THE FULL BOARD WHEN APPROPRIATE.

FORM 990, PART VI, SECTION B, LINE 15: YES, WE USE QUATT ASSOCIATES, INDEPENDENT CONSULTING SERVICE, FOR THE REVIEW OF THE FOUNDATION'S SALARY PROCESS. QUATT EVALUATES EACH POSITION, INCLUDING THE PRESIDENT, BASED ON THE SPECIFIC JOB FUNCTIONS AND A MARKET ANALYSIS OF THE POSITION IS CONDUCTED USING SURVEYS OF RELEVANT COMPARATOR ORGANIZATIONS. DEPENDING ON THE POSITION AND ITS REQUIREMENTS, POSITIONS ARE COMPARED EITHER INTERNATIONALLY, NATIONALLY OR REGIONALLY TO ENSURE COMPENSATION IS COMPETITIVE FOR THE JOB MARKET FOR EACH POSITION. RANGES ARE THEN ESTABLISHED BY POSITION WITH A MINIMUM, A TARGET AND A MAXIMUM. THE TARGET OF THE RANGE IS BASED ON THE MEDIAN SALARY FOR EQUIVALENT JOB DESCRIPTIONS IN THE MARKET PLACE AND FACTORS IN THE EMPLOYEES SKILL LEVEL AND HISTORY WITH THE ORGANIZATION.

THE BOARD CONDUCTS AN ANNUAL REVIEW OF THE PRESIDENT'S PERFORMANCE OVER THE PRIOR YEAR. BASED ON THE PERFORMANCE AND THE SALARY RECOMMENDATIONS OBTAINED FROM QUATT, THE BOARD THEN DETERMINES WHAT THE SALARY OF THE PRESIDENT SHOULD BE FOR THE NEXT YEAR. THE BOARD IS ALSO GIVEN A COPY OF THE QUATT RECOMMENDED SALARY RANGES FOR EACH STAFF MEMBER OF HEIFER INTERNATIONAL FOUNDATION AND THEIR BUDGETED SALARY.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:  
AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: HEIFER INTERNATIONAL FOUNDATION'S ANNUAL IRS FORM 990 IS AVAILABLE THROUGH GUIDESTAR.ORG. THE ANNUAL REPORT

Name of the organization HEIFER INTERNATIONAL FOUNDATION	Employer identification number 71-0699939
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IS AVAILABLE AT WWW.HEIFERFOUNDATION.ORG STARTING WITH YEAR 2001. IRS FORM 990 AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE AT WWW.HEIFERFOUNDATION.ORG STARTING WITH YEAR 2010. IRS FORM 990, ANNUAL REPORT, AUDITED FINANCIAL STATEMENTS AND OTHER GOVERNANCE INFORMATION IS AVAILABLE UPON REQUEST EITHER IN PERSON, PER PHONE CALL TO 888-422-1161, EMAIL REQUEST AT INFO@HEIFERFOUNDATION.ORG, OR WRITTEN REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF SPLIT INTEREST OBLIGATIONS	-440,209.
REALIZED GAIN ON UNITRUST TRANSFERRED TO LIABILITY ACCOUNTS	-407,842.
TOTAL TO FORM 990, PART XI, LINE 9	-848,051.

FORM 990, PART XII, LINE 2C  
OVERSIGHT PROCESS FOR INDEPENDENT ACCOUNTANT  
HEIFER INTERNATIONAL FOUNDATION HAS MAINTAINED THE SAME PROCESSES FROM PREVIOUS YEARS IN RELATION TO THE OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS BY AN INDEPENDENT ACCOUNTANT.

AMENDED RETURN: TO FILE FORM(S) 926 THAT WERE INADVERTANTLY OMITTED WHEN ORIGINALLY FILED. PLEASE SEE COMPLETED FORM(S) 926 AND SUPPORTING REASONABLE CAUSE STATEMENT(S) AS WELL AS CORRECTED SCHEDULE F.

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization: **HEIFER INTERNATIONAL FOUNDATION**  
Employer identification number: **71-0699939**

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

AS AMENDED

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No



**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity .....		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....		X
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	X	
<b>d</b> Loans or loan guarantees to or for related organization(s) .....		X
<b>e</b> Loans or loan guarantees by related organization(s) .....		X
<b>f</b> Dividends from related organization(s) .....		X
<b>g</b> Sale of assets to related organization(s) .....		X
<b>h</b> Purchase of assets from related organization(s) .....		X
<b>i</b> Exchange of assets with related organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....		X
<b>o</b> Sharing of paid employees with related organization(s) .....		X
<b>p</b> Reimbursement paid to related organization(s) for expenses .....		X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....		X
<b>r</b> Other transfer of cash or property to related organization(s) .....	X	
<b>s</b> Other transfer of cash or property from related organization(s) .....		X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CHARITABLE REMAINDER UNITRUST	C	62,169.	CASH
(2)			
(3)			
(4)			
(5)			
(6)			





**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

► Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ► Attach to your income tax return for the year of the transfer or distribution.

**Part I U.S. Transferor Information** (see instructions)

Name of transferor <b>HEIFER INTERNATIONAL FOUNDATION</b>	Identifying number (see instructions) <b>71-0699939</b>
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<b>HARBOURVEST PARTNERS IX L.P.</b>	<b>80-0653172</b>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

<b>3</b> Name of transferee (foreign corporation) <b>HARBOURVEST PARTNERS IX - CAYMAN VENTURE FUND L.P.</b>	<b>4a</b> Identifying number, if any <b>75-3269993</b>
<b>5</b> Address (including country) <b>ONE FINANCIAL CENTER, 44TH FLOOR, BOSTON, MA 02111</b>	<b>4b</b> Reference ID number (see instructions)

**6** Country code of country of incorporation or organization (see instructions)  
**CJ**

**7** Foreign law characterization (see instructions)  
**CORPORATION**

**8** Is the transferee foreign corporation a controlled foreign corporation?  Yes  No

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		\$191,639.51		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

AS AMENDED

**Supplemental Information Required To Be Reported** (see instructions):

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**Part IV** Additional Information Regarding Transfer of Property (see instructions)

- 9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:  
**(a)** Before 0.34 % **(b)** After 0.31 %
- 10** Type of nonrecognition transaction (see instructions) ► I.R.C. SECTION 351.....
- 11** Indicate whether any transfer reported in Part III is subject to any of the following:
- a** Gain recognition under section 904(f)(3) . . . . .  **Yes**  **No**
  - b** Gain recognition under section 904(f)(5)(F) . . . . .  **Yes**  **No**
  - c** Recapture under section 1503(d) . . . . .  **Yes**  **No**
  - d** Exchange gain under section 987 . . . . .  **Yes**  **No**
- 12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?  **Yes**  **No**
- 13** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:
- a** Tainted property . . . . .  **Yes**  **No**
  - b** Depreciation recapture . . . . .  **Yes**  **No**
  - c** Branch loss recapture . . . . .  **Yes**  **No**
  - d** Any other income recognition provision contained in the above-referenced regulations . . . . .  **Yes**  **No**
- 14** Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?  **Yes**  **No**
- 15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? . . . . .  **Yes**  **No**
- b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ AS AMENDED
- 16** Was cash the only property transferred? . . . . .  **Yes**  **No**
- 17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? . . . . .  **Yes**  **No**
- b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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HEIFER INTERNATIONAL FOUNDATION  
EIN: 71-0699939

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Attachment to Form 926, Part III, Line 11 pursuant to IRC Regulations Section 1.6038B-1(c)

1.6038B-1T(c)(1) - Transferor:

Heifer International Foundation  
EIN: 71-0699939  
P.O. Box 727  
Little Rock, AR 72203

1.6038B-1T(c)(2) - Transfer: (i) Transferee:

HarbourVest Partners IX - Cayman Venture Fund L.P.  
EIN: 75-3269993  
One Financial Center  
44th Floor  
Boston, MA 02111  
Country of incorporation: Cayman Islands

(ii) Description of  
Transfer:

Cash: 191,639.51 USD

1.6038B-1T(c)(3) - Consideration Received:

Common Shares

AS AMENDED

1.6038B-1T(c)(4) - Description of  
Transfer:

Cash: 191,639.51 USD

1.6038B-1T(c)(5) - Transfer of foreign branch with previously deducted losses:

Not Applicable

1.6038B-1(c)(6) - Application of section 367(a)(5):

Not Applicable

**HEIFER INTERNATIONAL FOUNDATION**  
**EIN: 71-0699939**  
**For Tax Year Ended 06/30/2013**

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**STATEMENT PURSUANT TO §1.351-3(a) BY**  
**HEIFER INTERNATIONAL FOUNDATION**  
**EIN: 71-0699939**  
**A SIGNIFICANT TRANSFEROR**

1. Transferee Corporation – HarbourVest Partners IX - Cayman Venture Fund L.P.
2. Dates of Transfers of Assets – 2012
3. Property Transferred – Cash  
Basis of Property Transferred – 191,639.51 USD  
Aggregate Fair Market Value of Property Transferred – 191,639.51 USD
4. Private Letter Ruling – None

**AS AMENDED**

**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

► Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ► Attach to your income tax return for the year of the transfer or distribution.

**Part I U.S. Transferor Information** (see instructions)

Name of transferor <b>HEIFER INTERNATIONAL FOUNDATION</b>	Identifying number (see instructions) <b>71-0699939</b>
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<b>HARBOURVEST PARTNERS IX L.P.</b>	<b>80-0653172</b>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

Name of transferee (foreign corporation) <b>HARBOURVEST PARTNERS IX - CAYMAN BUYOUT FUND L.P.</b>	4a Identifying number, if any <b>75-3269992</b>
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Address (including country) <b>ONE FINANCIAL CENTER, 44TH FLOOR, BOSTON, MA 02111</b>	4b Reference ID number (see instructions)
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**6** Country code of country of incorporation or organization (see instructions)  
**CJ**

**7** Foreign law characterization (see instructions)  
**CORPORATION**

**8** Is the transferee foreign corporation a controlled foreign corporation?  Yes  No

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		\$365,583.35		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

AS AMENDED

**Supplemental Information Required To Be Reported** (see instructions):

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**Part IV** Additional Information Regarding Transfer of Property (see instructions)

- 9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:  
**(a)** Before 0.50 % **(b)** After 0.45 %
- 10** Type of nonrecognition transaction (see instructions) ► I.R.C. SECTION 351.....
- 11** Indicate whether any transfer reported in Part III is subject to any of the following:
- a** Gain recognition under section 904(f)(3) . . . . .  **Yes**  **No**
  - b** Gain recognition under section 904(f)(5)(F) . . . . .  **Yes**  **No**
  - c** Recapture under section 1503(d) . . . . .  **Yes**  **No**
  - d** Exchange gain under section 987 . . . . .  **Yes**  **No**
- 12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?  **Yes**  **No**
- 13** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:
- a** Tainted property . . . . .  **Yes**  **No**
  - b** Depreciation recapture . . . . .  **Yes**  **No**
  - c** Branch loss recapture . . . . .  **Yes**  **No**
  - d** Any other income recognition provision contained in the above-referenced regulations . . . . .  **Yes**  **No**
- 14** Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?  **Yes**  **No**
- 15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? . . . . .  **Yes**  **No**
- b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ AS AMENDED
- 16** Was cash the only property transferred? . . . . .  **Yes**  **No**
- 17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? . . . . .  **Yes**  **No**
- b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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HEIFER INTERNATIONAL FOUNDATION  
EIN: 71-0699939

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Attachment to Form 926, Part III, Line 11 pursuant to IRC Regulations Section 1.6038B-1(c)

1.6038B-1T(c)(1) - Transferor:

Heifer International Foundation  
EIN: 71-0699939  
P.O. Box 727  
Little Rock, AR 72203

1.6038B-1T(c)(2) - Transfer: (i) Transferee:

HarbourVest Partners IX - Cayman Buyout Fund L.P.  
EIN: 75-3269992  
One Financial Center  
44th Floor  
Boston, MA 02111  
Country of incorporation: Cayman Islands

(ii) Description of  
Transfer:

Cash: 365,583.35 USD

1.6038B-1T(c)(3) - Consideration Received:

Common Shares

1.6038B-1T(c)(4) - Description of  
Transfer:

Cash: 365,583.35 USD

1.6038B-1T(c)(5) - Transfer of foreign branch with previously deducted losses:

Not Applicable

1.6038B-1(c)(6) - Application of section 367(a)(5):

Not Applicable

AS AMENDED

**HEIFER INTERNATIONAL FOUNDATION**  
**EIN: 71-0699939**  
**For Tax Year Ended 06/30/2013**

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**STATEMENT PURSUANT TO §1.351-3(a) BY**  
**HEIFER INTERNATIONAL FOUNDATION**  
**EIN: 71-0699939**  
**A SIGNIFICANT TRANSFEROR**

1. Transferee Corporation – HarbourVest Partners IX - Cayman Buyout Fund L.P.
2. Dates of Transfers of Assets – 2012
3. Property Transferred – Cash  
Basis of Property Transferred – 365,583.35 USD  
Aggregate Fair Market Value of Property Transferred – 365,583.35 USD
4. Private Letter Ruling – None

**AS AMENDED**