

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE F.B. HERON FOUNDATION		A Employer identification number 13-3647019
Number and street (or P.O. box number if mail is not delivered to street address) 100 BROADWAY, 17TH FLOOR	Room/suite	B Telephone number (212) 404-1800
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 291,570,556.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,989.	7,989.		Statement 2
	4 Dividends and interest from securities	6,301,414.	6,428,716.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,478,891.			Statement 1
	b Gross sales price for all assets on line 6a	43,081,525.			
	7 Capital gain net income (from Part IV, line 2)		14,981,462.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-201,675.	0.		Statement 4	
12 Total. Add lines 1 through 11	20,586,619.	21,418,167.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	637,420.	137,505.		499,915.
	14 Other employee salaries and wages	1,281,983.	359,813.		800,253.
	15 Pension plans, employee benefits	543,269.	140,761.		427,272.
	16a Legal fees Stmt 5	52,829.	7,905.		44,924.
	b Accounting fees Stmt 6	81,983.	8,401.		64,582.
	c Other professional fees Stmt 7	1,217,826.	747,794.		567,805.
	17 Interest				
	18 Taxes Stmt 8	400,000.	0.		0.
	19 Depreciation and depletion	17,088.	4,428.		
	20 Occupancy	285,682.	74,020.		211,712.
	21 Travel, conferences, and meetings	197,866.	23,563.		170,489.
	22 Printing and publications				
	23 Other expenses Stmt 9	167,963.	52,527.		123,614.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,883,909.	1,556,717.		2,910,566.
	25 Contributions, gifts, grants paid	5,207,138.			6,809,063.
26 Total expenses and disbursements. Add lines 24 and 25	10,091,047.	1,556,717.		9,719,629.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	10,495,572.				
b Net investment income (if negative, enter -0-)		19,861,450.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		200.		
	2	Savings and temporary cash investments		4,831,349.	4,695,712.	4,695,712.
	3	Accounts receivable	419,487.			
		Less: allowance for doubtful accounts		501,006.	419,487.	419,487.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		72,525.	343,627.	343,627.
	10a	Investments - U.S. and state government obligations	Stmt 11	50,442,224.	38,130,762.	38,130,762.
	b	Investments - corporate stock	Stmt 12	161,375,105.	191,782,409.	191,782,409.
	c	Investments - corporate bonds	Stmt 13	17,124,965.	25,628,810.	25,628,810.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	Stmt 14	12,367,196.	12,972,465.	12,972,465.	
14	Land, buildings, and equipment: basis	691,321.				
	Less: accumulated depreciation	Stmt 15	622,967.	0.	68,354.	
15	Other assets (describe)	Statement 16)	13,833,470.	17,528,930.	17,528,930.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		260,548,040.	291,570,556.	291,570,556.	
Liabilities	17	Accounts payable and accrued expenses		375,583.	421,807.	
	18	Grants payable		1,852,925.	251,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	Statement 17)	463,083.	977,631.	
23	Total liabilities (add lines 17 through 22)		2,691,591.	1,650,438.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		257,856,449.	289,920,118.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		257,856,449.	289,920,118.		
31	Total liabilities and net assets/fund balances		260,548,040.	291,570,556.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	257,856,449.
2	Enter amount from Part I, line 27a	2	10,495,572.
3	Other increases not included in line 2 (itemize) See Statement 10	3	21,568,097.
4	Add lines 1, 2, and 3	4	289,920,118.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	289,920,118.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statements				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 43,081,525.		28,100,063.	14,981,462.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			14,981,462.	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	14,981,462.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	9,279,663.	235,797,771.	.039354
2011	11,166,349.	233,601,985.	.047801
2010	12,908,133.	219,747,335.	.058741
2009	18,333,660.	203,446,916.	.090115
2008	19,692,453.	256,759,533.	.076696
2 Total of line 1, column (d)			.312707
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			.062541
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			258,715,980.
5 Multiply line 4 by line 3			16,180,356.
6 Enter 1% of net investment income (1% of Part I, line 27b)			198,615.
7 Add lines 5 and 6			16,378,971.
8 Enter qualifying distributions from Part XII, line 4			15,335,780.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 84,673.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political influence, tax on political expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of The Foundation Telephone no. (212) 404-1800
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 18		637,420.	120,855.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATE STARR	VP- CAPITAL DEPLOYMENT 40.00	284,420.	73,495.	0.
DANA PANCAZI	DIRECTOR CAP DEPLOYMENT 40.00	151,895.	62,393.	0.
NIKITA SINGHAL	INVESTMENT ANALYST 40.00	125,082.	30,189.	0.
TONI JOHNSON	VP KNOWLEDGE & INFLUENCE 40.00	107,014.	44,112.	0.
SHELLEY CURNOW	DATA AND SYSTEMS ADMINISTRATOR 40.00	91,670.	41,582.	0.
Total number of other employees paid over \$50,000				5

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT CONSULTING	255,905.
BLACKROCK GLOBAL INVESTORS - ONE INTERNATIONAL PLACE - 45TH FLOOR, BOSTON, MA	INVESTMENT ADVISORY	173,525.
INSTITUTIONAL SHAREHOLDERS SVCS 702 KING FARM BOULEVARD, ROCKVILLE, MD 20850	INVESTMENT ADVISORY	120,020.
HOPE GLOBAL - 930 MONTGOMERY STREET, SAN FRANCISCO, CA 94133	PROGRAM CONSULTING	100,000.
STATE STREET GLOBAL PO BOX 5488, BOSTON, MA 02206	INVESTMENT ADVISORY	81,940.
Total number of others receiving over \$50,000 for professional services		2

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PROVIDING ASSISTANCE TO OTHER CHARITABLE ORGANIZATIONS THROUGH BOARD SERVICE, CONVENING CONFERENCES AND MEETINGS AND PROVIDING DIRECT TECHNICAL ASSISTANCE	186,168.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 SEE SCHEDULE ATTACHED #20	5,552,069.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	5,552,069.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	258,020,378.
b	Average of monthly cash balances	1b	3,958,264.
c	Fair market value of all other assets	1c	677,175.
d	Total (add lines 1a, b, and c)	1d	262,655,817.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	262,655,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,939,837.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	258,715,980.
6	Minimum investment return. Enter 5% of line 5	6	12,935,799.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	12,935,799.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	397,229.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	397,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,538,570.
4	Recoveries of amounts treated as qualifying distributions	4	1,562,434.
5	Add lines 3 and 4	5	14,101,004.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,101,004.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,719,629.
b	Program-related investments - total from Part IX-B	1b	5,552,069.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	64,082.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,335,780.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,335,780.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,101,004.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			258,987.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 15,335,780.				
a Applied to 2012, but not more than line 2a			258,987.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				14,101,004.
e Remaining amount distributed out of corpus	975,789.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	975,789.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	975,789.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	975,789.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

THE F.B. HERON FOUNDATION, 212-404-1800
100 BROADWAY, 17TH FLOOR, NEW YORK, NY 10005

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

PLEASE REFER TO THE WEBSITE - WWW.FBHERON.ORG

c Any submission deadlines:

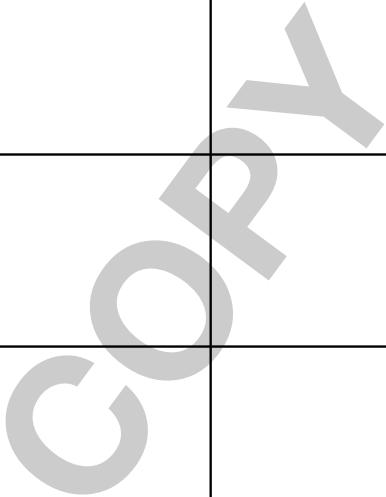
NONE

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

PER GUIDELINES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
SEE ATTACHED LIST #19					6,809,063.
Total				3a	6,809,063.
b Approved for future payment					
SEE ATTACHED LIST #19					251,000.
Total				3b	251,000.



Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue (CONTRACT FEE), Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue. Subtotal and Total lines are at the bottom.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Row 1: LICENSING REVENUE FROM US COMMUNITY INVESTING INDEX.

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

Table with 4 main sections (1, a, b, c, d) and columns for Yes/No. Section 1 asks if the organization engaged in certain activities. Sections a, b, and c list specific types of transfers and transactions. Section d provides instructions for a schedule.

Schedule table with columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The first row contains 'N/A'.

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

Table for section 2b with columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The first row contains 'N/A'.

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

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Paid Preparer Use Only section with fields for: Print/Type preparer's name (Kevin Sunkel), Preparer's signature, Date, Check self-employed, PTIN (P00706145), Firm's name (Owen J Flanagan & Co), Firm's EIN (13-2060851), Firm's address (60 East 42nd Street, New York, NY 10165), Phone no. (212-682-2783).

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED	P		
b BLACKROCK EQUITY FUNDS - PASS THRU	P		
c BLACKROCK FIXED INCOME FUNDS - PASS-THRU	P		
d CLASS ACTIONS	P		
e URBAN AMERICA II K-1			
f BAY AREA EQUITY - K-1			
g ICV K-1	P		
h YUCAIPA K- 1	P		
i CANYON JOHNSON	P		
j CA SMART GROWTH			
k HUNTINGTON K-1			
l PANDORA DISTRIBUTED STOCK	P		
m 535759 SHS BR LT GOVT/CREDIT BOND FUND	P		
n 10373 SHS EQUITY INDEX FUND	P		
o 44766 SHS BR EAFE EQTY FUND	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,340,420.		7,108,554.	231,866.
b 10,868,480.			10,868,480.
c 151,464.			151,464.
d 20,631.			20,631.
e		128,014.	-128,014.
f		42,782.	-42,782.
g 1,363.			1,363.
h 168,794.			168,794.
i 24,880.			24,880.
j		122,211.	-122,211.
k		33,736.	-33,736.
l 184,572.		13,196.	171,376.
m 8,818,350.		8,480,079.	338,271.
n 2,500,000.		2,077,266.	422,734.
o 2,500,000.		2,117,599.	382,401.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			231,866.
b			10,868,480.
c			151,464.
d			20,631.
e			-128,014.
f			-42,782.
g			1,363.
h			168,794.
i			24,880.
j			-122,211.
k			-33,736.
l			171,376.
m			338,271.
n			422,734.
o			382,401.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 12141 SHS BR EQUITY INDEX FUND	P		
b 7065 SHS BR EQUITY INDEX FUND	P		
c 17475 SHS BR EQUITY INDEX FUND	P		
d BOOK TAX DIFFERENCES - K-1	P		
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,000,000.		2,510,439.	489,561.
b 2,000,000.		1,559,872.	440,128.
c 5,000,000.		3,906,315.	1,093,685.
d 502,571.			502,571.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			489,561.
b			440,128.
c			1,093,685.
d			502,571.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	14,981,462.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Name **THE F.B. HERON FOUNDATION** Employer identification number **13-3647019**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	397,229.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	397,229.
4	Enter the tax shown on the corporation's 2012 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	316,349.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	316,349.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment		(a)	(b)	(c)	(d)
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/13	06/15/13	09/15/13	12/15/13
10	Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	79,087.	119,527.	97,317.	74,295.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	57,806.	10,000.	200,000.	50,000.
Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column				
13	Add lines 11 and 12		10,000.	200,000.	50,000.
14	Add amounts on lines 16 and 17 of the preceding column		21,281.	130,808.	28,125.
15	Subtract line 14 from line 13. If zero or less, enter -0-	57,806.	0.	69,192.	21,875.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		11,281.	0.	
17	Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	21,281.	119,527.	28,125.	52,420.
18	Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2013 and before 7/1/2013	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2013 and before 10/1/2013	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2013 and before 1/1/2014	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2013 and before 4/1/2014	27	See Attached Worksheet		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2014 and before 7/1/2014	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 3\%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2014 and before 10/01/2014	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 3\%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2014 and before 1/1/2015	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times 3\%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2014 and before 2/16/2015	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times 3\%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		1,904.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1a-1c, 2, 3a-3c), calculations (4-6), and tax amounts (7-19).

**

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21	2,644,852.	6,659,259.	11,508,384.	15,426,092.
22	Annualization amounts (see instructions)	22	6.000000	3.000000	1.714290	1.200000
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a	15,869,112.	19,977,777.	19,728,708.	18,511,310.
	b Extraordinary items (see instructions)	23b				
	c Add lines 23a and 23b	23c	15,869,112.	19,977,777.	19,728,708.	18,511,310.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	317,382.	399,556.	394,574.	370,226.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instr)	26				
27	Total tax. Add lines 24 through 26	27	317,382.	399,556.	394,574.	370,226.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	317,382.	399,556.	394,574.	370,226.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	79,346.	199,778.	295,931.	370,226.

Part III - Required Installments

		1st installment	2nd installment	3rd installment	4th installment	
		Note: Complete lines 32 through 38 of one column before completing the next column.				
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	79,346.	199,778.	295,931.	370,226.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		79,087.	198,614.	295,931.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34	79,346.	120,691.	97,317.	74,295.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	79,087.	119,527.	99,307.	99,308.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36				1,990.
37	Add lines 35 and 36	37	79,087.	119,527.	99,307.	101,298.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	79,087.	119,527.	97,317.	74,295.

Form 2220 (2013)

** Annualized Income Installment Method Using Option 1

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s)					Identifying Number
THE F.B. HERON FOUNDATION					13-3647019
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/13	79,087.	79,087.			
05/15/13	-57,806.	21,281.	31	.000082192	54.
06/15/13	119,527.	140,808.			
06/15/13	-10,000.	130,808.	92	.000082192	989.
09/15/13	97,317.	228,125.			
09/15/13	-200,000.	28,125.	91	.000082192	210.
12/15/13	74,295.	102,420.			
12/15/13	-50,000.	52,420.	151	.000082192	651.

Penalty Due (Sum of Column F). 1,904.

* Date of estimated tax payment, withholding credit date or installment due date.

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
PUBLICLY TRADED					
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
	7,340,420.	7,108,554.	0.	0.	231,866.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
BLACKROCK EQUITY FUNDS - PASS THRU					
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
	10,868,480.	0.	0.	0.	10,868,480.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
BLACKROCK FIXED INCOME FUNDS - PASS-THRU					
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
	151,464.	0.	0.	0.	151,464.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
CLASS ACTIONS	20,631.	0.	0.	0.	20,631.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
URBAN AMERICA II K-1	0.	128,014.	0.	0.	-128,014.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
BAY AREA EQUITY - K-1	0.	42,782.	0.	0.	-42,782.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
ICV K-1	1,363.	0.	0.	0.	1,363.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
YUCAIPA K- 1	168,794.	0.	0.	0.	168,794.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
CANYON JOHNSON	24,880.	0.	0.	0.	24,880.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
CA SMART GROWTH	0.	122,211.	0.	0.	-122,211.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
HUNTINGTON K-1	0.	33,736.	0.	0.	-33,736.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
PANDORA DISTRIBUTED STOCK	184,572.	13,196.	0.	0.	171,376.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
535759 SHS BR LT GOVT/CREDIT BOND FUND	8,818,350.	8,480,079.	0.	0.	338,271.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10373 SHS EQUITY INDEX FUND	2,500,000.	2,077,266.	0.	0.	422,734.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
44766 SHS BR EAFE EQTY FUND	2,500,000.	2,117,599.	0.	0.	382,401.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
12141 SHS BR EQUITY INDEX FUND	3,000,000.	2,510,439.	0.	0.	489,561.	Purchased		

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
7065 SHS BR EQUITY INDEX FUND	2,000,000.	1,559,872.	0.	0.	440,128.	Purchased		

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
17475 SHS BR EQUITY INDEX FUND	5,000,000.	3,906,315.	0.	0.	1,093,685.	Purchased		

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
BOOK TAX DIFFERENCES - K-1	502,571.	502,571.	0.	0.	0.	Purchased		

Capital Gains Dividends from Part IV					0.			
Total to Form 990-PF, Part I, line 6a					14,478,891.			

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
MONEY MARKET	7,989.	7,989.	
Total to Part I, line 3	7,989.	7,989.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
INT AND DIV ON SECURITIES	6,768,170.	0.	6,768,170.	6,768,170.	
PARTNERSHIP PARTNERSHIP BOOK TAX DIFF	-466,756. 0.	0. 0.	-466,756. 0.	-466,756. 127,302.	
To Part I, line 4	6,301,414.	0.	6,301,414.	6,428,716.	

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
PRI RESERVE FOR LOSS CONTRACT FEE	-294,175. 92,500.	0. 0.	
Total to Form 990-PF, Part I, line 11	-201,675.	0.	

Form 990-PF Legal Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MILBANK TWEED - LEGAL	25,067.	2,567.		22,500.
K WEINER	10,995.	2,848.		8,147.
DORSEY AND WHITNEY	9,612.	2,490.		7,122.
FULLER AND FULLER	7,155.	0.		7,155.
To Fm 990-PF, Pg 1, ln 16a	52,829.	7,905.		44,924.

Form 990-PF Accounting Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OWEN J FLANAGAN & CO - ACCOUNTING	42,500.	0.		33,500.
O'CONNOR DAVIES ET AL - AUDIT	32,425.	8,401.		24,024.
AMS	7,058.	0.		7,058.
To Form 990-PF, Pg 1, ln 16b	81,983.	8,401.		64,582.

Form 990-PF Other Professional Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WORKLAB	2,719.	0.		2,719.
ACHIEVE MISSION	27,907.	0.		27,907.
PACHYDERM CONSULTING	32,294.	0.		32,294.
BLACKROCK INV ADVISORY	173,525.	173,525.		0.
CALVERT FOUNDATION	0.	0.		22,652.
OTHER	8,099.	0.		8,099.
CCM - INVESTMENT ADVISORY	73,738.	73,738.		0.
VOYAGER - INV ADV.	57,008.	57,008.		0.
STATE STREET - INV ADV	81,940.	81,940.		0.
VERISIGHT	9,908.	0.		8,070.
CAMBRIDGE ASSOC. - INV ADV	255,905.	243,110.		19,228.
STANDARD & POOR'S	15,625.	14,844.		781.
DENISE DE MAIO	49,423.	0.		44,548.

TONY PROSCIO	4,113.	0.	4,113.
INSTITUTIONAL SHAREHOLDERS SERVICES	120,020.	103,629.	58,783.
PRESTON STRATEGIC	19,500.	0.	19,500.
KARIN CHAMBERLAIN	20,010.	0.	24,019.
EXPONENT PARTNERS	0.	0.	5,000.
COMMONGOOD CAREERS	8,045.	0.	8,045.
KAESER AND WILSON	1,756.	0.	1,756.
HUMANTIFIC	0.	0.	24,000.
LERON BENDTVIM	12,000.	0.	12,000.
GLOCAP TEMP LLC	27,750.	0.	27,750.
NEXT STREET	35,000.	0.	35,000.
ARNOULT & ASSOC	5,000.	0.	5,000.
CARS	15,000.	0.	15,000.
COOPMETRICS	45,000.	0.	45,000.
BLOOMBERG FINANCIAL	11,541.	0.	11,541.
URBAN ADVISORS	5,000.	0.	5,000.
HOPE GLOBAL CONSULTANTS	100,000.	0.	100,000.
To Form 990-PF, Pg 1, ln 16c	1,217,826.	747,794.	567,805.

Form 990-PF	Taxes		Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	400,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	400,000.	0.		0.

Form 990-PF	Other Expenses			Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
CUSTODY FEES	16,963.	16,963.		0.	
EQUIPMENT AND EQUIPMENT REPAIR	47,701.	9,662.		38,514.	
OFFICE EXPENSES	56,852.	14,037.		44,094.	
INSURANCE	17,339.	4,493.		19,270.	
FILING FEES	472.	0.		472.	
BANK FEES AND INTEREST	183.	0.		183.	
TEMPORARY HELP	28,453.	7,372.		21,081.	
To Form 990-PF, Pg 1, ln 23	167,963.	52,527.		123,614.	

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 10

Description	Amount
CHANGE IN UNREALIZED APPRECIATION, NET OF DEFERRED TAX	21,568,097.
Total to Form 990-PF, Part III, line 3	21,568,097.

Form 990-PF U.S. and State/City Government Obligations Statement 11

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
BLACKROCK LT GOVT/CREDIT BOND FUND	X		0.	0.
US GOVERNMENT MUNICIPALS	X		18,245,684.	18,245,684.
		X	19,885,078.	19,885,078.
Total U.S. Government Obligations			18,245,684.	18,245,684.
Total State and Municipal Government Obligations			19,885,078.	19,885,078.
Total to Form 990-PF, Part II, line 10a			38,130,762.	38,130,762.

Form 990-PF Corporate Stock Statement 12

Description	Book Value	Fair Market Value
BLACKROCK EMERGING MARKETS	19,290,530.	19,290,530.
BLACKROCK EAFE EQUITY INDEX FUND	59,890,681.	59,890,681.
STATE STREET GLOBAL ADVISORS	16,505,987.	16,505,987.
BLACKROCK EQUITY INDEX FUND	55,953,759.	55,953,759.
BLACKROCK EXTENDED EQUITY MARKET	18,719,734.	18,719,734.
COMMUNITY INDEX COMMINGLED FUND	21,224,041.	21,224,041.
SOLAR CITY STOCK	197,677.	197,677.
Total to Form 990-PF, Part II, line 10b	191,782,409.	191,782,409.

Form 990-PF Corporate Bonds Statement 13

Description	Book Value	Fair Market Value
BLACKROCK INT TERM CREDIT BOND FUND	24,389,114.	24,389,114.
CORPORATE ISSUES	1,239,696.	1,239,696.
Total to Form 990-PF, Part II, line 10c	25,628,810.	25,628,810.

Form 990-PF Other Investments Statement 14

Description	Valuation Method	Book Value	Fair Market Value
MISSION RELATED INSURED DEPOSITS	FMV	1,500,000.	1,500,000.
MISSION RELATED LIMITED PARTNERSHIPS	FMV	10,472,465.	10,472,465.
ECO LOGIC PREFERRED STOCK	FMV	1,000,000.	1,000,000.
Total to Form 990-PF, Part II, line 13		12,972,465.	12,972,465.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 15

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
LEASEHOLD IMPROVEMENTS	446,255.	446,255.	0.
FURNITURE	120,581.	120,581.	0.
EQUIPMENT	16,350.	16,350.	0.
EQUIPMENT	22,693.	22,693.	0.
EQUIPMENT	85,442.	17,088.	68,354.
Total To Fm 990-PF, Part II, ln 14	691,321.	622,967.	68,354.

Form 990-PF	Other Assets		Statement 16
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
PROGRAM RELATED INVESTMENTS #18	13,833,470.	17,528,930.	17,528,930.
To Form 990-PF, Part II, line 15	13,833,470.	17,528,930.	17,528,930.

Form 990-PF	Other Liabilities		Statement 17
Description	BOY Amount	EOY Amount	
DEFERRED RENT	108,518.	110,620.	
DEFERRED FEDERAL EXCISE TAX	354,565.	794,536.	
FEDERAL EXCISE TAX - CURRENT	0.	72,475.	
Total to Form 990-PF, Part II, line 22	463,083.	977,631.	

COPY

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 18

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
ANNE WADE C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
CLARA G MILLER C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	PRESIDENT & DIRECTOR 40.00	437,000.	71,689.	0.
IAN MAGEE C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	SECY/TREAS VP FIN & OPERATIONS 40.00	200,420.	49,166.	0.
BUZZ SCHMIDT C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	CHAIRMAN 4.00	0.	0.	0.
WILLIAM MC CALPIN C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
JAMES JOSEPH C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
JOHN OTTERLEI C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		637,420.	120,855.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS	05/01/10		.000	16	446,255.			446,255.	446,255.		0.
2	FURNITURE	05/01/10		.000	16	120,581.			120,581.	120,581.		0.
3	EQUIPMENT	05/01/10		.000	16	16,350.			16,350.	16,350.		0.
4	EQUIPMENT	06/30/08		.000	16	22,693.			22,693.	22,693.		0.
5	EQUIPMENT	01/01/13		.000	16	85,442.			85,442.			17,088.
* Total 990-PF Pg 1 Depr						691,321.		0.	691,321.	605,879.	0.	17,088.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE F.B. HERON FOUNDATION	Employer identification number (EIN) or 13-3647019
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 BROADWAY, 17TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The Foundation

• The books are in the care of **100 BROADWAY, 17TH FLOOR - NEW YORK, NY 10005**
Telephone No. **(212) 404-1800** Fax No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2014**.

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
The organization is still waiting for K-1s to file a complete and accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	483,806.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	483,806.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

CHAR500

NYS Annual Filing for Charitable Organizations
www.CharitiesNYS.com

Send with fee and attachments to:
NYS Office of the Attorney General
Charities Bureau Registration Section
120 Broadway
New York, NY 10271

2013

**Open to Public
Inspection**

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) 01/01/2013 and Ending (mm/dd/yyyy) 12/31/2013		
Check if Applicable: <input type="checkbox"/> Address Change <input type="checkbox"/> Name Change <input type="checkbox"/> Initial Filing <input type="checkbox"/> Final Filing <input type="checkbox"/> Amended Filing <input type="checkbox"/> Reg ID Pending	Name of Organization: THE F.B. HERON FOUNDATION	Employer Identification Number (EIN): 13-3647019
	Mailing Address: 100 BROADWAY, 17TH FLOOR	NY Registration Number: 06-44-19
	City / State / ZIP: NEW YORK, NY 10005	Telephone: 212 404-1800
	Website: WWW.FBHERON.ORG	Email:
Check your organization's registration category: <input type="checkbox"/> 7A only <input checked="" type="checkbox"/> EPTL only <input type="checkbox"/> DUAL (7A & EPTL) <input type="checkbox"/> EXEMPT Find your registration category in the Charities Registry at www.CharitiesNYS.com		

2. Certification

See instructions for certification requirements. Improper certification is a violation of law that may be subject to penalties.

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

President or Authorized Officer: _____
Signature Title Date

Chief Financial Officer or Treasurer: _____
Signature Title Date

3. Annual Reporting Exemption

Check the exemption(s) that apply to your filing. If your organization is claiming an exemption under the category (7A and EPTL only filers) or both categories (DUAL filers) that apply to your registration, complete only parts 1, 2, and 3, and submit the certified Char500. No fee, schedules, or additional attachments are required. If you cannot claim an exemption or are a DUAL filer that claims only one exemption, you must file applicable schedules and attachments and pay applicable fees.

3a. 7A filing exemption: Total contributions from NY State including residents, foundations, government agencies, etc, did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year. Or the organization qualifies for another 7A exemption (see instructions).

3b. EPTL filing exemption: Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.

4. Schedules and Attachments

See the following page for a checklist of schedules and attachments to complete your filing.	<input type="checkbox"/> Yes <input type="checkbox"/> No	4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.
	<input type="checkbox"/> Yes <input type="checkbox"/> No	4b. Did the organization receive government grants? If yes, complete Schedule 4b.

5. Fee

See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ _____	EPTL filing fee: \$ <u>1,500.</u>	Total fee: \$ <u>1,500.</u>	Make a single-check or money order payable to: "Department of Law"
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CHAR500

Annual Filing Checklist

Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:

- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
- Your organization is registered as EPTL only and marked the EPTL filing exemption in Part 3.
- Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3.

Checklist of Schedules and Attachments

Check the schedules you must submit with your CHAR500 as described in Part 4:

- If you answered "yes" in Part 4a, submit Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsel (FRC), Commercial Co-Venturers (CCV)
- If you answered "yes" in Part 4b, submit Schedule 4b: Government Grants

Check the financial attachments you must submit with your CHAR500:

- IRS Form 990, 990-EZ, or 990-PF, and 990-T if applicable
- All additional IRS Form 990 Schedules including Schedule B (Schedule of Contributors).
- IRS Form 990-T if applicable

If you are a 7A only or DUAL filer, submit the applicable independent Certified Public Accountant's Review or Audit Report:

- Review Report if you received total revenue and support greater than \$250,000 and up to \$500,000.
- Audit Report if you received total revenue and support greater than \$500,000
- No Review Report or Audit Report is required because total revenue and support is less than \$250,000

Note: The Audit and Review requirements are set to change in 2017 and 2021 in accordance with the Non Profit Revitalization Act of 2013. For more details, visit www.CharitiesNYS.com.

Calculate Your Fee

For 7A and DUAL filers, calculate the 7A fee:

- \$0, if you marked the 7A exemption in Part 3a
- \$25, if you did not mark the 7A exemption in Part 3a

For EPTL and DUAL filers, calculate the EPTL fee:

- \$0, if you marked the EPTL exemption in Part 3b
- \$25, if the NET WORTH is less than \$50,000
- \$50, if the NET WORTH is \$50,000 or more but less than \$250,000
- \$100, if the NET WORTH is \$250,000 or more but less than \$1,000,000
- \$250, if the NET WORTH is \$1,000,000 or more but less than \$10,000,000
- \$750, if the NET WORTH is \$10,000,000 or more but less than \$50,000,000
- \$1500, if the NET WORTH is \$50,000,000 or more

Is my organization a 7A, EPTL or DUAL filer?

- 7A filers are registered to solicit contributions in New York under Article 7-A of the Executive Law ("7A")
- EPTL filers are registered under the Estates, Powers & Trusts Law ("EPTL") because they hold assets and/or conduct activities for charitable purposes in NY.
- DUAL filers are registered under both 7A and EPTL.

Check your registration category and learn more about NY law at www.CharitiesNYS.com

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on:

- IRS Form 990 Part I, line 22
- IRS Form 990 EZ Part I, line 21
- IRS Form 990 PF, calculate the difference between Total Assets at Fair Market Value (Part II, line 16(c)) and Total Liabilities (Part II, line 23(b)).

Send Your Filing

Send your CHAR500, all schedules and attachments, and total fee to:

NYS Office of the Attorney General
 Charities Bureau Registration Section
 120 Broadway
 New York, NY 10271

Schedule of Appropriations and Payments				Fiscal Year 2013					
All Grants Approved or Paid in Fiscal Year 2013, or Payable at FYE									
All are 501c3, except where noted by "*" preceding Recipient Name									
Batch Authorization Sheets and Board Minutes references are noted; otherwise approved by signed Recommendation.									
	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
Housing Partnership Network	1,500,000	-	-	1,500,000	-	One Washington Mall, 12th Fl.	Boston, MA 02108	501c3	Enterprise Capital
Buffalo Niagara Medical Center	-	1,500,000	-	1,250,000	250,000	Innovation Center at 640 Ellicott St	Buffalo, NY 14203	501c3	Enterprise Capital
Paraprofessional Healthcare Institute	-	1,500,000	-	1,000,000	500,000	400 East Fordham Rd, 11th Floor	Bronx, NY 10458	501c3	Enterprise Capital
Sustainability Accounting Standards Board	-	2,000,000	-	1,000,000	1,000,000	Pier 3, Suite 101	San Francisco, CA 941	501c3	Enterprise Capital
Nonprofit Finance Fund	-	200,000	-	154,000	46,000	70 W 36th St, 11th Floor	New York, NY 10018	501c3	Heron Fellowship
* CoopMetrics	-	150,000	-	150,000	-	50-A Walnut Ave., Bldg. A	Andover, MA 01810	Expenditu	Join Practice Fellowship
Demos	-	150,000	-	150,000	-	220 Fifth Ave, 5th Floor	New York, NY 10001	501c3	Changing Nature of Work
Economic Policy Institute	-	150,000	-	150,000	-	1333 H Street, NW, Suite 300, East To	Washington, DC 20005	501c3	Communications
National Organization on Disability	-	150,000	-	150,000	-	77 Water Street, Suite 204	New York, NY 10028	501c3	Capital Planning Efforts
The Tides Foundation	-	150,000.00	-	150,000	-	P.O. Box 29198	San Francisco, CA 941	501c3	General Support
Council for Adult and Experiential Learning	-	145,000	-	145,000	-	55 East Monroe Street, Suite 2710	Chicago, IL 60603	501c3	Work w/ Next Street
National Community Stabilization Trust	-	135,000	-	135,000	-	1325 G Street NW, Suite 800	Washington DC 20005	501c3	Work w/ Next Street
United Way of New York City	-	125,000.00	-	125,000	-	Two Park Avenue, 2nd Floor	New York, NY 10016	501c3	General Support
The Nature Conservancy	-	120,000	-	120,000	-	4245 North Fairfax Drive Suite 100	Arlington, VA 22203	501c3	NatLab
The Aspen Institute, Inc.	-	50,000	-	50,000	-	477 Madison Avenue Suite 730	New York, NY 10022	501c3	Map of Business-Led Strategies
The Aspen Institute, Inc.	-	50,000.00	-	50,000	-	One Dupont Circle NW, Suite 700	Washington DC 20036	501c3	General Support
Grantmakers for Effective Organizations	-	45,000.00	-	45,000	-	1725 DeSales Street, NW Suite 404	Washington DC 20036	501c3	General Support
Working Today	-	40,000	-	40,000	-	45 Main Street Suite 710	Brooklyn, NY 11201	501c3	Freelancers Union
* Hope Global Consulting	-	35,000	-	35,000	-	930 Montgomery Street, Suite 300	San Fransisco, CA 9410	Expenditu	Facilitation of Data Meeting
Council on Foundations	-	30,500.00	-	30,500	-	2121 Crystal Drive, Suite 700	Arlington, VA 22201	501c3	General Support
Council on Foundations	-	29,210.00	-	29,210	-	2121 Crystal Drive, Suite 700	Arlington, VA 22201	501c3	General Support
Independent Sector	-	25,000.00	-	25,000	-	1602 L Street NW, Suite 900	Washington DC 20036	501c3	General Support, IS Conference

	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
* Imprint Capital Advisors	15,000	-	-	15,000	-	605 Market Street, Suite 500	San Francisco, CA 9410	Expenditu	Market Map of Healthcare Sector
National Committee for Responsive Philanthropy	-	15,000.00	-	15,000	-	2001 S Street NW, Suite 620	Washington DC 20009	501c3	General Support
Philanthropy New York	-	14,350.00	-	14,350	-	79 Fifth Avenue	New York, NY 10003	501c3	General Support
Guidestar USA, Inc.	-	10,000.00	-	10,000	-	4801 Courthouse St. Suite 220	Williamsburg, VA 2318	501c3	General Support
Philanthropy Northwest	-	10,000.00	-	10,000	-	2505 Third Avenue Suite 200	Seattle, WA 98121	501c3	General Support
Independent Sector	-	9,000.00	-	9,000	-	1602 L Street NW, Suite 900	Washington DC 20036	501c3	General Support
The Foundation Center	-	6,000.00	-	6,000	-	79 Fifth Avenue	New York, NY 10003	501c3	General Support
Coastal Enterprises, Inc.	-	5,000	-	5,000	-	PO Box 268	Wiscasser, ME 04578	501c3	General Support
Doctors Without Borders USA Inc	-	5,000	-	5,000	-	333 Seventh Avenue, 2nd Floor	New York, NY 10001	501c3	General Support
Family Independence Initiative	-	5,000	-	5,000	-	1203 Preservation Park Way, Suite	Oakland, CA 94612	501c3	General Support
Funders' Network for Smart Growth & Livable Communi	-	5,000.00	-	5,000	-	1500 San Remo Ave, Suite 249	Coral Gables, FL 33146	501c3	General Support
Holy Spirit School	-	5,000	-	5,000	-	330 Newark Pompton Turnpike	Pequannock, NJ 07440	501c3	General Support
Neighborhood Reinvestment Corporation	-	5,000.00	-	5,000	-	999 North Capitol Street NE, Suite 900	Washington DC 20002	501c3	General Support
Philanthropy Northwest	-	5,000.00	-	5,000	-	2505 Third Avenue Suite 200	Seattle, WA 98121	501c3	General Support
Planned Parenthood of Central North Carolina, Inc.	-	5,000	-	5,000	-	PO Box 3258	Chapel Hill, NC 27517	501c3	General Support
The Reinvestment Fund, Inc.	-	5,000.00	-	5,000	-	718 Arch Street, Suite 300 North	Philadelphia, PA 19106	501c3	General Support
University System of New Hampshire	-	5,000.00	-	5,000	-	2500 North River Road	Manchester, NH 0310	501c3	General Support
Westmont College	-	5,000	-	5,000	-	955 La Paz Rd	Santa Barbara, CA 931	501c3	General Support
Fund for Public Schools	-	4,500	-	4,500	-	52 Chambers Street, Room 305	New York, NY 10007	501c3	General Support
Community Foundation of Southeastern Massachusetts,	4,000	-	-	4,000	-	63 Union Street	New Bedford, MA 0274	501c3	General Support
Greens Farms Academy, Inc.	4,000	-	-	4,000	-	35 Beachside Avenue P.O. Box 998	Greens Farms, CT 0683	501c3	General Support
The Nature Conservancy	4,000	-	-	4,000	-	2424 Spruce Street	Boulder, CO 50302	501c3	General Support
Open Space Institute Inc	-	4,000	-	4,000	-	1350 Broadway, Room 201	New York, NY 10018-7	501c3	General Support
CAMBA	-	3,500	-	3,500	-	1720 Church Avenue, 2nd Floor	Brooklyn, NY 11226	501c3	General Support
US SIF	-	3,180.00	-	3,180	-	910 17th Street NW, Suite 1000	Washington DC 20006	501c3	General Support
Pratt Nature Center	-	3,000	-	3,000	-	163 Papermill Road	New Milford, CT 0677	501c3	General Support
Virginia Organizing, Inc.	3,000	-	-	3,000	-	703 Concord Avenue	Charlottesville, VA 229	501c3	General Support
Franklin & Marshall College	-	2,750	-	2,750	-	415 Harrisburg Avenue	Lancaster, PA 17603	501c3	General Support
Sponsors for Educational Opportunity, Inc	-	2,750	-	2,750	-	55 Exchange Place, Suite 601	New York, NY 10005	501c3	General Support

	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
Congregation Beth Simchat Torah of New York, Inc.	2,500	-	-	2,500	-	57 Bethune Street	New York, NY 10014	501c3	General Support
MDC, Inc.	2,500	-	-	2,500	-	Post Office Box 17268	Chapel Hill, NC 27516	501c3	General Support
Search Ministries, Inc.	2,500	-	-	2,500	-	7400 Metro Blvd. Suite 210	Edina, MN 55439	501c3	General Support
Search Ministries, Inc.	-	2,500	-	2,500	-	7400 Metro Blvd, Ste 210	Edina, MN 55439	501c3	General Support
Urban Ventures Leadership Foundation	2,500	-	-	2,500	-	3041 Fourth Ave. South -	Minneapolis, MN 5540	501c3	General Support
Urban Ventures Leadership Foundation	-	2,500	-	2,500	-	3041 Fourth Ave So	Minneapolis, MN 5540	501c3	General Support
WNYC Radio	2,500	-	-	2,500	-	160 Varick Street	New York, NY 10013	501c3	General Support
Northern Piedmont Community Foundation	2,200	-	-	2,200	-	PO Box 182	Warrenton, VA 20188	501c3	General Support
Cape Eleuthera Foundation, Inc.	2,000	-	-	2,000	-	c/o ISS PO Box 5910	Princeton, NJ 08543	501c3	General Support
Circle of Friends	-	2,000	-	2,000	-	PO Box 1718	Sisters, OR 97759	501c3	General Support
Earth Rising, Inc.	2,000	-	-	2,000	-	PO Box 696	Tonganoxie, KS 66086	501c3	General Support
Feeding America	-	2,000	-	2,000	-	35 East Wacker Drive, Ste. 2000	Chicago, IL 60601	501c3	General Support
Food Bank for New York City	-	2,000	-	2,000	-	39 Broadway, 10th Floor	New York, NY 10006	501c3	General Support
Germantown Friends School	2,000	-	-	2,000	-	31 West Coulter Street	Philadelphia, PA 19144	501c3	General Support
Grants Managers Network, Inc.	2,000	-	-	2,000	-	1666 K Street, NW Suite 440	Washington, DC 20006	501c3	General Support
Harrybrooke Park	-	2,000	-	2,000	-	64 Lanesville Road, PO Box 465	New Milford, CT 0677	501c3	General Support
Hot Bread Kitchen LTD	2,000	-	-	2,000	-	1607 Park Avenue	New York, NY 10029	501c3	General Support
Hot Bread Kitchen LTD	-	2,000	-	2,000	-	1607 Park Avenue	New York, NY 10029	501c3	General Support
Indiana University Foundation	2,000	-	-	2,000	-	PO Box 660245	Indianapolis, IN 46266	501c3	General Support
Just Food, Inc.	2,000	-	-	2,000	-	1155 Avenue of the Americans 3rd	New York, NY 10036	501c3	General Support
MDC, Inc.	-	2,000	-	2,000	-	307 W Main Street	Durham, NC 27701	501c3	General Support
Northern Manhattan Coalition for Immigrant Rights	-	2,000	-	2,000	-	665 West 182nd Street, Ground Flo	New York, NY 10033	501c3	General Support
Outreach House, Inc.	2,000	-	-	2,000	-	11 South Park Street	Hanover, NH 03755	501c3	General Support
Sadie Nash Leadership Project	-	2,000	-	2,000	-	4 West 43rd Street, 5th Floor	New York, NY 10036	501c3	General Support
United Neighborhood Houses	-	2,000	-	2,000	-	70 West 36th Street	New York, NY 10018	501c3	General Support
Workshop Theatre	-	2,000	-	2,000	-	312 West 36th Street, 4th Floor	New York, NY 10018	501c3	General Support
Yale Divinity School	-	2,000	-	2,000	-	409 Prospect Street	New Haven, CT 06511	501c3	General Support
Young Mens and Womens Hebrew Association of Washi	2,000	-	-	2,000	-	54 Nagle Avenue	New York, NY 10040	501c3	General Support
All Stars Project	-	1,500	-	1,500	-	543 West 42nd Street	New York, NY 10036	501c3	General Support

	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
American Civil Liberties Foundation of Virginia	1,500	-	-	1,500	-	530 East Main Street, Ste 310	Richmond, VA 23219	501c3	General Support
Assistance League of Minneapolis - St. Paul	1,500	-	-	1,500	-	Suite 730	Richfield, MN 55423-11	501c3	General Support
Assistance League of Minneapolis - St. Paul	-	1,500	-	1,500	-	6416 Penn Avenue S	Richfield, MN 55423	501c3	General Support
The Door	-	1,500	-	1,500	-	1221 Avenue of the Americas	New York, NY 10013	501c3	General Support
Foundation for Louisiana	1,500	-	-	1,500	-	4354 S. Sherwood Forest Boulevard	Baton Rouge, LA 70816	501c3	General Support
Greenpoint Reformed Church	1,500	-	-	1,500	-	136 Milton Street	Brooklyn, NY 11222-00	501c3	General Support
Greenpoint Reformed Church	-	1,500	-	1,500	-	136 Milton Street	Brooklyn, NY 11222	501c3	General Support
The Pop Tech Institute	1,500	-	-	1,500	-	PO Box 1405	Camden, ME 04843	501c3	General Support
Project Home	-	1,500	-	1,500	-	1515 Fairmont Ave	Philadelphia, PA 1913	501c3	General Support
UCAN	-	1,500	-	1,500	-	3737 N. Mozart Street	Chicago, IL 60618	501c3	General Support
Trinity Grace Church	-	1,098	-	1,098	-	21 W 38th Street, Fl 2	New York, NY 10018	501c3	General Support
Ali Forney Center	1,000	-	-	1,000	-	224 West 35th Street, Suite 1102	New York, NY 10001	501c3	General Support
American Academy of Dramatic Arts	1,000	-	-	1,000	-	120 Madison Avenue	New York, NY 10016	501c3	General Support
American Academy of Dramatic Arts	-	1,000	-	1,000	-	120 Madison Avenue	New York, NY 10036	501c3	General Support
American Civil Liberties Union Foundation	1,000	-	-	1,000	-	125 Broad Street, 10th Floor	New York, NY 10004	501c3	General Support
Amherst College	-	1,000	-	1,000	-	PO Box 5000	Amherst, MA 01002-5	501c3	General Support
Amnesty International	-	1,000	-	1,000	-	5 Penn Plaza, 16th Floor	New York, NY 10001	501c3	General Support
Child Care and Learning Center	1,000	-	-	1,000	-	PO Box 520	Washington, VA 22747	501c3	General Support
Children's Center of New Milford, Inc.	-	1,000	-	1,000	-	11 Aspetuck Avenue	New Milford, CT 0677	501c3	General Support
Children's Center of New Milford, Inc.	1,000	-	-	1,000	-	11 Aspetuck Avenue	New Milford, CT 06776	501c3	General Support
Circle of Friends	1,000	-	-	1,000	-	PO Box 1718	Sisters, OR 97759	501c3	General Support
Colonial Williamsburg Foundation	1,000	-	-	1,000	-	PO Box 1776	Williamsburg, VA 2318	501c3	General Support
Community Resource Exchange	-	1,000	-	1,000	-	42 Broadway, 20th Floor	New York, NY 10004	501c3	General Support
Community Voices Heard, Inc.	1,000	-	-	1,000	-	115 East 106th Street, 3rd Floor	New York, NY 10029	501c3	General Support
Community Voices Heard, Inc.	-	1,000	-	1,000	-	115 East 106 Street	New York, NY 10029	501c3	General Support
The Conservation Fund	-	1,000	-	1,000	-	410 Market Street, Suite 360	Chapel Hill, NC 27516	501c3	General Support
DC Project, Inc.	-	1,000	-	1,000	-	1156-15th Street NW, #840	Washington, DC 20005	501c3	General Support
Earth Rising, Inc.	-	1,000	-	1,000	-	PO Box 696	Tonganoxie, KS 66086	501c3	General Support
Easton Mountain, Inc.	1,000	-	-	1,000	-	391 Herrington Hill Road	Greenwich, NY 12834	501c3	General Support

	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
Easton Mountain, Inc.	-	1,000	-	1,000	-	391 Herrington Hill Road	Greenwich, NY 12834	501c3	General Support
Edible Schoolyard	-	1,000	-	1,000	-	55 Washington Street, Suite 257	Brooklyn, NY 11201	501c3	General Support
Elizabeth Morrow School	-	1,000	-	1,000	-	435 Lydecker Street	Englewood, NJ 07631	501c3	General Support
Exodus Foundation.org	-	1,000	-	1,000	-	13016 Eastfield Rd, Suite 200-222	Huntersville, NC 28078	501c3	General Support
Exodus Foundation.org	-	1,000	-	1,000	-	13016 Eastfield Rd, Suite 200-222	Huntersville, NC 28078	501c3	General Support
Food Chain Workers Alliance	1,000	-	-	1,000	-	1730 W. Olympic Blvd. #300 Room K	Los Angeles, CA 90015	501c3	General Support
Food Chain Workers Alliance	-	1,000	-	1,000	-	1730 W Olympic Blvd, #300 Room K	Los Angeles, CA 90015	501c3	General Support
Foundation for Louisiana	-	1,000	-	1,000	-	4354 South Sherwood Forest Blvd, S	Baton Rouge, LA 70811	501c3	General Support
Foundation for Louisiana	-	1,000	-	1,000	-	4354 South Sherwood Forest Blvd	Baton Rouge, LA 70811	501c3	General Support
God's Love We Deliver, Inc.	-	1,000	-	1,000	-	166 Avenue of the Americas	New York, NY 10013	501c3	General Support
Grants Managers Network, Inc.	1,000	-	-	1,000	-	1666 K Street, NW Suite 440	Washington, DC 20006	501c3	General Support
Greens Farms Academy, Inc.	1,000	-	-	1,000	-	35 Beachside Avenue P.O. Box 998	Greens Farms, CT 06830	501c3	General Support
Greens Farms Academy, Inc.	-	1,000	-	1,000	-	PO Box 998	Greens Farms, CT 06830	501c3	General Support
GuideStar USA, Inc.	-	1,000	-	1,000	-	4801 Courthouse St, Suite 220	Williamsburg, VA 23188	501c3	General Support
GuideStar USA, Inc.	1,000	-	-	1,000	-	4801 Courthouse St. Suite 220	Williamsburg, VA 23188	501c3	General Support
Hastings Historical Society	-	1,000	-	1,000	-	407 Broadway	Hastings on Hudson, NY 10904	501c3	General Support
Hooker County Community Foundation Inc.	1,000	-	-	1,000	-	PO Box 66	Mullen, NE 69152	501c3	General Support
Hooker County Community Foundation Inc.	-	1,000	-	1,000	-	PO Box 112	Mullen, NE 69152	501c3	General Support
Housing Works	-	1,000	-	1,000	-	57 Willoughby Street	Brooklyn, NY 11201	501c3	General Support
Indiana University Foundation	-	1,000	-	1,000	-	PO Box 660245	Indianapolis, IN 46266	501c3	General Support
Just Food, Inc.	-	1,000	-	1,000	-	1155 Avenue of the Americans, 3rd	New York, NY 10036	501c3	General Support
Maine Women's Fund	1,000	-	-	1,000	-	PO Box 5132	Portland, ME 04101	501c3	General Support
Maine Women's Fund	-	1,000	-	1,000	-	PO Box 5132	Portland, ME 04101	501c3	General Support
Make the Road New York	1,000	-	-	1,000	-	301 Grove Street	Brooklyn, NY 11237	501c3	General Support
Massachusetts Alliance of Portuguese Speakers	1,000	-	-	1,000	-	1046 Cambridge Street	Cambridge, MA 02139	501c3	General Support
MDC, Inc.	1,000	-	-	1,000	-	Post Office Box 17268	Chapel Hill, NC 27516-0268	501c3	General Support
MDC, Inc.	-	1,000	-	1,000	-	307 W. Main Street	Durham, NC 27701	501c3	General Support
Montclair Operetta Club, Inc.	-	1,000	-	1,000	-	494 Valley Road	Montclair, NJ 07043	501c3	General Support
Movement of Youth Incorporated	1,000	-	-	1,000	-	2530 Meridian Parkway, Suite 300	Durham, NC 27713	501c3	General Support

	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
The National Center for Fathering, Inc.	1,000	-	-	1,000	-	P.O. Box 413888	Kansas City, MO 64141	501c3	General Support
The National Center for Fathering, Inc.	-	1,000	-	1,000	-	PO Box 413888	Kansas City, MO 6414	501c3	General Support
National Domestic Workers Alliance, Inc.	1,000	-	-	1,000	-	330 7th Avenue, 19th Floor	New York, NY 10001	501c3	General Support
Natural History Museum of the Adirondacks	1,000	-	-	1,000	-	PO Box 897	Tupper Lake, NY 12986	501c3	General Support
Nonprofit Information Networking Association	1,000	-	-	1,000	-	112 Water Street Suite 400	Boston, MA 02109	501c3	General Support
North Star Fund, Inc.	1,000	-	-	1,000	-	520 Eighth Avenue, #2203	New York, NY 10018	501c3	General Support
North Star Fund, Inc.	-	1,000	-	1,000	-	520 8th Avenue, Ste 2203	New York, NY 10018	501c3	General Support
Northern Piedmont Community Foundation	1,000	-	-	1,000	-	PO Box 182	Warrenton, VA 20188	501c3	General Support
Preemptive Love Coalition	-	1,000	-	1,000	-	1300 Darbyton Dr.	Hewitt, TX 76643	501c3	General Support
Red Hook Playgroup	-	1,000	-	1,000	-	295 Columbia Street	Brooklyn, NY 11231	501c3	General Support
Reinvestment Partners	1,000	-	-	1,000	-	PO Box 1929	Durham, NC 27702	501c3	General Support
Room for ALL, Inc.	1,000	-	-	1,000	-	P.O. Box 11495	Albany, NY 12211	501c3	General Support
Room for ALL, Inc.	-	1,000	-	1,000	-	PO Box 11495	Albany, NY 12211	501c3	General Support
Tri State Coalition for Responsible Investing	1,000	-	-	1,000	-	40 South Fullerton Ave.	Montclair, NJ 07042	501c3	General Support
Unitarian Universalist Rowe Camp and Conference Cent	1,000	-	-	1,000	-	22 Kings Highway	Rowe, MA 01367	501c3	General Support
Wikimedia Foundation, Inc.	-	1,000	-	1,000	-	P.O. Box 98204	Washington, DC 2009	501c3	General Support
Williams College	-	1,000	-	1,000	-	Alumni Relations and Development	Williamstown, MA 012	501c3	General Support
Young Life	1,000	-	-	1,000	-	420 N. Cascade Ave	Colorado Springs, CO 8	501c3	General Support
Young Life	-	1,000	-	1,000	-	PO Box 520	Colorado Springs, CO	501c3	General Support
Alegria Hope Through Art	-	500	-	500	-	PO Box 1540	New York, NY 10159	501c3	General Support
Ali Forney Center	-	500	-	500	-	224 West 35th Street, 15th Floor	New York, NY 10001	501c3	General Support
American Red Cross	-	500	-	500	-	2025 E Street, NW	Washington, DC 20006	501c3	General Support
Brandworkers International	-	500	-	500	-	4502 23rd Street, 2nd Floor	Long Island City, NY 11	501c3	General Support
Fund for Public Schools	-	500	-	500	-	52 Chambers Street, Room 305	New York, NY 10007	501c3	General Support
GEMS	-	500	-	500	-	201 West 148th Street, Ground Fl.	New York, NY 10039	501c3	General Support
Germantown Friends School	-	500	-	500	-	31 West Coulter Street	Philadelphia, PA 1914	501c3	General Support
Greater Minneapolis Crisis Nursery	500	-	-	500	-	5400 Glenwood Avenue	Golden Valley, MN 554	501c3	General Support
Greater Minneapolis Crisis Nursery	-	500	-	500	-	5400 Glenwood Avenue	Golden Valley, MN 55	501c3	General Support
Just Detention International	-	500	-	500	-	3326 Wilshire Blvd., Suite 340	Los Angeles, CA 90010	501c3	General Support

	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance				
Recipient and Grant Info	2013	2013	2013	2013	2013	Street Address	City State Zip	501c3	Purpose
Montclair Operetta Club, Inc.	500	-	-	500	-	494 Valley Road	Upper Montclair, NJ 07	501c3	General Support
The Napier Initiative / Pilgrim Place	-	500	-	500	-	625 Mayflower Road	Claremont, CA 91711	501c3	General Support
Restore NYC	-	500	-	500	-	PO Box 1003	New York, NY 10274	501c3	General Support
Visual AIDS	-	500	-	500	-	526 West 26th Street, Suite 510	New York, NY 10001	501c3	General Support
Hastings Volunteer Fire Dept Inc.	400	-	-	400	-	PO Box 241	Hastings, NY 13076	501c3	General Support
Wilton Library Association, Inc.	-	400	-	400	-	137 Old Ridgefield Rd	Wilton, CT 06897	501c3	General Support
Elizabeth Morrow School	-	300	-	300	-	435 Lydecker Street	Englewood, NJ 07631	501c3	General Support
Rappahannock County Band Booster Association	300	-	-	300	-	c/o David DeBoer, Band Director R	Washington, VA 22747	501c3	General Support
Sacred Heart University	-	250	-	250	-	5151 Park Ave	Fairfield, CT 06825	501c3	General Support
St. Louis University High School	-	200	-	200	-	4970 Oakland Ave	St. Louis, MO 63146	501c3	General Support
Harvard Business School	-	150	-	150	-	Soldiers Field	Boston, MA 02163	501c3	General Support
Children's Center of New Milford, Inc.	25	-	-	25	-	11 Aspetuck Avenue	New Milford, CT 06776	501c3	General Support
Calvert Social Investment Foundation	-	150,000	-	-	150,000	7315 Wisconsin Ave. Suite 1100W	Bethesda, MD 20814	501c3	Business Planning
Gaylordsville Volunteer Fire Department	1,000	-	(1,000)	-	-	700 Kent Road	Gaylordsville, CT 06755	501c3	General Support
* Imprint Capital Advisors	-	55,000	-	-	55,000	605 Market Street, Suite 500	San Fransisco, CA 9410	Expenditu	Healthcare Market Deeper Dive
The Reinvestment Fund, Inc.	250,000	-	-	-	250,000	1700 Market St., 19th Fl	Philadelphia, PA 19103	501c3	Enterprise Capital: Policy Map
	1,852,925	7,208,138	(1,000)	6,809,063	2,251,000				
Adjust Ending Balance to get to Grants Payable									
Buffalo Niagara Medical Center					(250,000)	Conditions not yet met			
Paraprofessional Healthcare Institute					(500,000)	Conditions not yet met			
Sustainability Accounting Standards Board					(1,000,000)	Conditions not yet met			
The Reinvestment Fund, Inc.					(250,000)	Conditions not yet met			
Grants Payable at FYE 2013					251,000				