Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: HEINZ FAMILY FOUNDATION

A Employer identification number: 25-1689382

Number and street (or P O box number if mail is not delivered to street address): 625 LIBERTY AVENUE, SUITE 3200 | Room/suite

B Telephone number: 412-497-5775

City or town, state, and ZIP code: PITTSBURGH, PA 15222

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 109,767,870.

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

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

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

		(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	1,649,623.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,042,623.	1,290,398.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,759,722.			STATEMENT 1
	b Gross sales price for all assets on line 6a 13,771,785.				
	7 Capital gain net income (from Part IV, line 2)		3,902,607.		
	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	11,687.	79,961.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	6,463,655.	5,272,966.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	147,004.	7,350.		139,654.
	14 Other employee salaries and wages	665,737.	32,713.		633,024.
	15 Pension plans, employee benefits	264,943.	13,247.		251,696.
	16a Legal fees STMT 3	83,591.	0.		85,663.
	b Accounting fees STMT 4	20,105.	1,100.		20,905.
	c Other professional fees STMT 5	315,674.	325,981.		0.
	17 Interest		5,392.		
	18 Taxes STMT 6	81,232.	3,593.		0.
	19 Depreciation and depletion	55,931.	2,797.		
	20 Occupancy	274,359.	13,718.		260,641.
	21 Travel, conferences, and meetings	35,812.	1,791.		34,021.
	22 Printing and publications	5,687.	284.		5,403.
	23 Other expenses STMT 7	128,799.	303,715.		123,015.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,078,874.	711,681.		1,554,022.
	25 Contributions, gifts, grants paid	1,968,330.			2,158,330.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,047,204.	711,681.		3,712,352.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,416,451.			
	b **Net investment income** (if negative, enter -0-)		4,561,285.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 21 2012
OGDEN, UT
IRS-OSC

SCANNED NOV 27 2012

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

07231114 798870 04545 2011.05000 HEINZ FAMILY FOUNDATION 04545 1

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	1,780.	1,432.	1,432.
	2	Savings and temporary cash investments	12,630,395.	7,651,571.	7,651,571.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	38,266,143.	42,585,579.	47,309,904.
	c	Investments - corporate bonds STMT 9	11,952,614.	12,240,461.	14,036,801.
	11	Investments - land, buildings, and equipment basis ▶ 2,507,701.			
		Less accumulated depreciation ▶ 2,435,251.	86,369.	72,450.	72,450.
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	479,590.	479,590.	479,590.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	31,625,070.	34,739,467.	40,216,122.
	16	**Total assets** (to be completed by all filers)	95,041,961.	97,770,550.	109,767,870.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	470,000.	320,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 12)	3,871,891.	4,184,029.	
	23	**Total liabilities** (add lines 17 through 22)	4,341,891.	4,504,029.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	90,700,070.	93,266,521.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	90,700,070.	93,266,521.	
	31	**Total liabilities and net assets/fund balances**	95,041,961.	97,770,550.	

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	90,700,070.
2	Enter amount from Part I, line 27a	2	2,416,451.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR CASH BASIS GRANTS	3	150,000.
4	Add lines 1, 2, and 3	4	93,266,521.
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	93,266,521.

Form **990-PF** (2011)

123511
12-02-11

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	SALES (SEE STMT 15)	P	VARIOUS	VARIOUS
b	PASSTHROUGH FROM PARTNERSHIPS (SEE STMT 15)			
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	12,160,717.		8,850,272.	3,310,445.
b				592,162.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,310,445.
b				592,162.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	3,902,607.
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 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))
2010	4,148,170.	96,238,086.	.043103
2009	6,261,364.	82,894,281.	.075534
2008	9,410,890.	94,683,237.	.099393
2007	6,793,656.	99,195,895.	.068487
2006	7,792,911.	88,064,614.	.088491

2	Total of line 1, column (d)	2	.375008
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.075002
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	110,658,906.
5	Multiply line 4 by line 3	5	8,299,639.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	45,613.
7	Add lines 5 and 6	7	8,345,252.
8	Enter qualifying distributions from Part XII, line 4	8	3,752,262.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	91,226.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	91,226.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	91,226.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 100,549.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 40,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	140,549.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	49,323.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 49,323. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JACK E. KIME, CFO Telephone no. ▶ 412-497-5775

Located at ▶ 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA ZIP+4 ▶ 15222

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? PART VIII	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		7b	

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

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

(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 13		147,004.	48,085.	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
*KIM O'DELL - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	DIRECTOR/HEINZ AWARDS 39.60	104,705.	34,182.	0.
*JEREMY BUTTON - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	RESEARCH FELLOW 40.00	74,430.	18,656.	0.
*MARGARET JONES - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA	ASSISTANT CONTROLLER 38.40	60,150.	22,231.	0.
*JONATHAN GREENE - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA	PROGRAM OFFICER/HEINZ AWARDS 32.00	56,260.	12,326.	0.

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2011)

* SEE STATEMENT 19

123551
12-02-11

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
HEINZ FAMILY OFFICE - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	CONTRACTED EMPLOYEE SERVICES	1,064,937.
SANDS CAPITAL MANAGEMENT P.O. BOX 1821, MERRIFIELD, VA 22116	INVESTMENT CONSULTING SERVICES	86,134.
BURSON-MARSTELLER - FOUR GATEWAY CENTER, 3RD FLOOR, PITTSBURGH, PA 15222	AWARDS PROGRAM PUBLIC RELATIONS SER	85,108.
REED SMITH, LLP P.O. BOX 360074M, PITTSBURGH, PA 15251	LEGAL SERVICES	82,758.
MAYO CAPITAL PARTNERS, LLC 40 ROWES WHARF, 2ND FLOOR, BOSTON, MA 02110	INVESTMENT CONSULTING SERVICES	74,727.
Total number of others receiving over $50,000 for professional services ▶		1

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 SEE STATEMENT 18	1,457,830.
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 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

123561
12-02-11

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	100,149,325.
b	Average of monthly cash balances	1b	12,194,742.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	112,344,067.
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	112,344,067.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,685,161.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,658,906.
6	**Minimum investment return.** Enter 5% of line 5	6	5,532,945.

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	5,532,945.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 91,226.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	91,226.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,441,719.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,441,719.
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	5,441,719.

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	3,712,352.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	39,910.
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	3,752,262.
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	3,752,262.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,441,719.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 3,602,542.				
b From 2007 1,969,922.				
c From 2008 4,702,000.				
d From 2009 2,127,674.				
e From 2010				
f **Total** of lines 3a through e	12,402,138.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 3,752,262.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				3,752,262.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,689,457.			1,689,457.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,712,681.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	1,913,085.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	8,799,596.			
10 Analysis of line 9:				
a Excess from 2007 1,969,922.				
b Excess from 2008 4,702,000.				
c Excess from 2009 2,127,674.				
d Excess from 2010				
e Excess from 2011				

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

TERESA HEINZ

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

NONE

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

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

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

SEE STATEMENT 20

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

SEE STATEMENT 20

c Any submission deadlines:

SEE STATEMENT 20

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

SEE STATEMENT 20

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				2,158,330.
Total			▶ 3a	2,158,330.
b *Approved for future payment*				
SEE STATEMENT 17				320,000.
Total			▶ 3b	320,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,042,623.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<37,876.>	01	49,563.	
8 Gain or (loss) from sales of assets other than inventory	900003	2,859.	18	3,756,863.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<35,017.>		4,849,049.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,814,032.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee	Date	Title
[signature]	11-14/12	CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL M. COMSTOCK	M M. [signature], CPA	11/14/12		P00474378

Firm's name ▶ SISTERSON & CO. LLP	Firm's EIN ▶ 25-1467156
Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219	Phone no. 412-281-2025

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

2011

Name of the organization

HEINZ FAMILY FOUNDATION

Employer identification number

25-1689382

Organization type (check one)·

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (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).

Name of organization	Employer identification number
HEINZ FAMILY FOUNDATION	25-1689382

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
1	TERESA & JOHN HEINZ III CHARITABLE TRUST 625 LIBERTY AVENUE, SUITE 3200 PITTSBURGH, PA 15222	$ 1,649,623.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES (SEE STMT 15)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,771,785.	10,012,063.	0.	0.	3,759,722.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH FROM PARTNERSHIPS (SEE STMT 15)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,759,722.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	11,687.	13,086.	
OTHER INCOME FROM PARTNERSHIPS	0.	66,875.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,687.	79,961.	

FORM 990-PF — LEGAL FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	83,591.	0.		85,663.
TO FM 990-PF, PG 1, LN 16A	83,591.	0.		85,663.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX SERVICES	20,105.	1,100.		20,905.
TO FORM 990-PF, PG 1, LN 16B	20,105.	1,100.		20,905.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	295,674.	305,981.		0.
INVESTMENT CONSULTING	20,000.	20,000.		0.
TO FORM 990-PF, PG 1, LN 16C	315,674.	325,981.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - FLOW THROUGH FROM PARTNERSHIPS	0.	3,593.		0.
FEDERAL INCOME TAX	81,232.	0.		0.
TO FORM 990-PF, PG 1, LN 18	81,232.	3,593.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	19,211.	961.		18,250.
RESEARCH EXPENSES	3,267.	0.		3,267.
MISC. OFFICE EXPENSE	12,105.	610.		11,581.
OFFICE SUPPLIES	3,064.	153.		2,911.
DUES AND SUBSCRIPTIONS	300.	15.		285.
POSTAGE AND MESSENGER SERVICES	15,076.	754.		14,322.
TELEPHONE/FAX	32,479.	1,624.		30,855.
PROGRAM CONSULTING	8,121.	0.		8,121.
FLOWTHROUGH FROM PARTNERSHIPS	0.	297,845.		0.
EQUIPMENT & FURNITURE MAINTENANCE	35,066.	1,753.		33,313.
FELLOWSHIP CONSULTING EXPENSE	110.	0.		110.
TO FORM 990-PF, PG 1, LN 23	128,799.	303,715.		123,015.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HJ HEINZ STOCK	1,131.	564,448.
MAYO CAPITAL - AWARDS (8A)	4,514,251.	5,118,901.
MAYO CAPITAL - T&J (8B)	2,448,501.	2,611,119.
SANDS - AWARDS (8C)	5,025,785.	8,302,744.
SANDS - T&J (8D)	2,214,048.	3,437,781.
TIMES SQUARE FUND - T&J	0.	0.
TIMES SQUARE FUND - AWARDS	0.	0.
FOREIGN EQUITIES	18,112,581.	17,583,628.
VANGUARD ST BOND INDEX FUND - T&J	2,039,887.	2,024,980.
MELLON LARGE CAP STOCK FUND - EXETER	0.	0.
PNC FUND - YALE	0.	0.
PNC FUND - YALE FIXED INCOME	0.	0.
MAYO CAPITAL - AWARDS (CONVERTIBLE BOND)	101,459.	68,500.
MAYO CAPITAL - T&J (CONVERTIBLE BOND)	50,798.	34,250.
BOSTON TRUST SMALL CAP FUND - AWARDS	3,295,193.	3,063,830.
BOSTON TRUST SMALL CAP FUND - T & J	1,384,625.	1,287,408.
OAKMARK INCOME AND EQUITY FUND - EXETER	823,593.	778,743.
OAKMARK INCOME AND EQUITY FUND - YALE	2,573,727.	2,433,572.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,585,579.	47,309,904.

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported in U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAM FDN-AWARDS END-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
Equities						
AT&T INC SEC ID.00206R102	30 2400	16,500 000	429,275 98	498,960.00	7 29	69,684 02
ABBOTT LABORATORIES SEC ID 002824100	56.2300	4,000 000	177,476 50	224,920.00	3 29	47,443 50
ANADARKO PETROLEUM CORP SEC ID:032511107	76.3300	1,500.000	61,111.65	114,495 00	1.67	53,383.35
ARCHER DANIELS MIDLAND CO SEC ID:039483102	28 6000	6,000 000	176,299.30	171,600 00	2.51	-4,699.30
BANK OF AMERICA CORPORATION SEC ID 060505104	5.5600	5,000.000	63,251.55	27,800 00	0.41	-35,451.55
THE BANK OF NEW YORK MELLON CORPORATION SEC ID:064058100	19 9100	2,500 000	68,123.30	49,775 00	0.73	-18,348.30

STATEMENT 8A

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT 14	12,240,461.	14,036,801.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,240,461.	14,036,801.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN FINE ARTS	COST	479,590.	479,590.
TOTAL TO FORM 990-PF, PART II, LINE 13		479,590.	479,590.

FORM 990-PF | OTHER ASSETS | STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARK ST. V CAP. PRIVATE EQUITY	1,391,600.	1,339,187.	1,677,814.
PARK ST. VI CAP. PRIVATE EQUITY	1,605,500.	1,602,000.	1,634,279.
PARK ST VII CAP. PRIVATE EQUITY	1,506,151.	1,554,000.	1,521,371.
PARK ST VIII CAP. PRIVATE EQUITY	1,140,700.	1,372,300.	1,586,803.
TUCKER ANTHONY II	950,120.	872,420.	357,435.
TUCKER ANTHONY III	1,356,200.	1,278,575.	677,673.
TUCKER ANTHONY IV	1,177,369.	1,121,982.	899,397.
PARK STREET NATURAL RESOURCES	1,140,212.	1,077,594.	1,178,460.
DAVIDSON KEMPNER	945,000.	945,000.	2,127,342.
STARK ASSET MGMT (SHEPHARD)	988,730.	694,135.	511,826.
KENSICO PARTNERS	848,288.	848,288.	3,171,166.
COATUE PARTNERS	400,000.	400,000.	1,373,961.
THE TAP FUND	2,700,000.	2,700,000.	2,716,385.
CANYON VALUE REALIZATION FUND	2,500,000.	2,500,000.	3,038,158.
MASON CAPITAL, LTD	2,500,000.	2,500,000.	3,191,639.
NORTH RUN OFFSHORE PARTNERS	1,000,000.	1,000,000.	1,000,605.
PARK ST IX CAP. PRIVATE EQUITY	625,200.	1,079,700.	1,107,048.
VANGUARD TIPS	2,850,000.	2,854,286.	3,363,819.
MAVERICK STABLE FUND, LTD	3,000,000.	4,500,000.	4,451,100.
BARLOW PARTNERS OFFSHORE, LTD	3,000,000.	4,500,000.	4,629,841.
TO FORM 990-PF, PART II, LINE 15	31,625,070.	34,739,467.	40,216,122.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CAPITAL LEASE PAYABLE	11,687.	650.
AGENCY LIABILITIES	3,860,204.	4,183,379.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,871,891.	4,184,029.

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported in U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAM FDN-AWARDS END-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
BARRICK GOLD CORP SEC ID 067901108	45 2500	7,000 000	163,410 01	316,750.00	4 63	153,339.99
BAXTER INTERNATIONAL INC SEC ID·071813109	49 4800	1,000.000	53,353.50	49,480.00	0.72	-3,873.50
CVS CAREMARK CORPORATION SEC ID.126650100	40 7800	4,500 000	158,705.65	183,510 00	2.68	24,804 35
CHESAPEAKE ENERGY CORP SEC ID:165167107	22 2900	1,500 000	9,060.00	33,435 00	0.49	24,375 00
CISCO SYSTEMS INC SEC ID.17275R102	18.0800	4,000 000	75,734 65	72,320 00	1 06	-3,414 65
CITIGROUP INC SEC ID 172967424	26 3100	2,500 000	78,750.00	65,775.00	0 96	-12,975 00
COMCAST CORP CL A SEC ID 20030N101	23.7100	12,500.000	225,516.85	296,375.00	4.33	70,858 15
E M C CORP MASS SEC ID.268648102	21 5400	2,000.000	20,779.00	43,080 00	0 63	22,301 00
E Q T CORPORATION SEC ID.26884L109	54 7900	1,500 000	66,150 00	82,185 00	1.20	16,035 00
ENCANA CORP SEC ID:292505104	18 5300	1,500 000	32,312.33	27,795 00	0.41	-4,517.33
FRONTIER COMMUNICATIONS CORPORATION SEC ID 35906A108	5 1500	15,000 000	115,534 25	77,250 00	1.13	-38,284 25
GENERAL ELECTRIC COMPANY SEC ID:369604103	17.9100	7,500 000	101,571.95	134,325 00	1.96	32,753.05

STATEMENT 8A

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAM FDN-AWARDS END-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
GENERAL MOTORS CO SEC ID:37045V100	20 2700	1,500.000	39,188.15	30,405.00	0.44	-8,783.15
GENERAL MOTORS CO PREFERRED CONVERTIBLE UNTIL 12/1/2013 SEC ID.37045V209	34 2500	2,000.000	101,458.81	68,500 00	1.00	-32,958.81
GILEAD SCIENCES INC SEC ID·375558103	40 9300	1,500 000	55,714 55	61,395 00	0 90	5,680.45
GOLDCORP INC NEW SEC ID:380956409	44 2500	1,500 000	67,137.00	66,375.00	0.97	-762 00
HESS CORPORATION SEC ID·42809H107	56.8000	1,500 000	80,656 35	85,200.00	1 24	4,543 65
INTERNATIONAL BUSINESS MACHINES CORPORATION SEC ID.459200101	183 8800	700.000	87,786 21	128,716 00	1.88	40,929.79
JP MORGAN CHASE & CO SEC ID.46625H100	33 2500	1,000 000	38,964 00	33,250.00	0 49	-5,714.00
KROGER CO SEC ID·501044101	24 2200	9,000.000	193,539 95	217,980 00	3.18	24,440.05
MARSH & MCLENNAN COS INC SEC ID 571748102	31 6200	1,500 000	38,940.00	47,430.00	0 69	8,490.00
MICROSOFT CORPORATION SEC ID 594918104	25.9600	12,500 000	305,250.05	324,500.00	4.74	19,249 95
THE MOSAIC COMPANY SEC ID:61945C103	50.4300	2,500.000	136,387.10	126,075.00	1.84	-10,312.10
MYLAN LABORATORIES INC SEC ID:628530107	21 4600	7,500 000	83,981 20	160,950.00	2.35	76,968.80

STATEMENT 8A

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAM FDN-AWARDS END-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
OMNICARE INC SEC ID.681904108	34 4500	2,500.000	56,798.50	86,125.00	1.26	29,326 50
ORACLE CORP SEC ID 68389X105	25 6500	2,500.000	72,825 10	64,125.00	0 94	-8,700.10
PFIZER INC SEC ID 717081103	21.6400	12,500 000	229,853 55	270,500 00	3.95	40,646.45
SAIC INC SEC ID·78390X101	12 2900	20,000.000	321,684 21	245,800 00	3 59	-75,884 21
SUNCOR ENERGY INC SEC ID·867224107	28.8300	5,000.000	150,619 65	144,150.00	2 11	-6,469.65
TALISMAN ENERGY INC SEC ID:87425E103	12 7500	12,500 000	219,960.15	159,375.00	2 33	-60,585.15
TIME WARNER INC SEC ID 887317303	36.1400	1,500.000	35,300.90	54,210 00	0.79	18,909.10
THE TRAVELERS COMPANIES INC SEC ID 89417E109	59.1700	2,000 000	62,313 18	118,340.00	1 73	56,026.82
US BANCORP SEC ID 902973304	27 0500	1,500 000	37,600.05	40,575.00	0 59	2,974.95
UNUM GROUP SEC ID 91529Y106	21 0700	1,500.000	34,455 60	31,605 00	0 46	-2,850.60
Total Equities			4,526,830.73	5,035,411.00	73.56	508,580.27

STATEMENT 8A

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAM FDN-AWARDS END-MAYO-CUST - 10260741947

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
Alternative Investments						
SPDR GOLD TRUST SEC ID:78463V107	151.9900	1,000 000	88,879.40	151,990 00	2.22	63,110 60
Total Alternative Investments			88,879.40	151,990.00	2.22	63,110.60

AMOUNT INCLUDED AS CORPORATE STOCK	4,615,710	5,187,401
LESS GENERAL MOTORS CONVERTIBLE BOND	(101,459)	(68,500)
TOTAL AMOUNT INCLUDED AS CORPORATE STOCK	4,514,251	5,118,901

STATEMENT 8A

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported in U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-T & J FD-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
Equities						
AT&T INC SEC ID:00206R102	30 2400	8,000 000	207,176.55	241,920 00	6 92	34,743 45
ABBOTT LABORATORIES SEC ID 002824100	56 2300	2,000 000	95,056.90	112,460.00	3 22	17,403 10
ANADARKO PETROLEUM CORP SEC ID 032511107	76 3300	800 000	33,123 40	61,064 00	1.75	27,940 60
ARCHER DANIELS MIDLAND CO SEC ID:039483102	28 6000	3,000 000	87,641 15	85,800.00	2.45	-1,841.15
BANK OF AMERICA CORPORATION SEC ID:060505104	5.5600	2,500.000	31,840.50	13,900 00	0 40	-17,940 50
THE BANK OF NEW YORK MELLON CORPORATION SEC ID 064058100	19.9100	1,500.000	37,062 80	29,865.00	0 85	-7,197 80

STATEMENT 8B

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-T & J FD-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
BARRICK GOLD CORP SEC ID:067901108	45.2500	3,500.000	95,234 93	158,375 00	4.53	63,140 07
BAXTER INTERNATIONAL INC SEC ID:071813109	49.4800	1,000.000	55,390.40	49,480 00	1.42	-5,910 40
CVS CAREMARK CORPORATION SEC ID.126650100	40.7800	2,000.000	68,748 65	81,560.00	2.33	12,811 35
CENTURYTEL INC SEC ID:156700106	37 2000	2,000 000	67,632 30	74,400 00	2.13	6,767.70
CHESAPEAKE ENERGY CORP SEC ID:165167107	22.2900	1,000 000	6,040 00	22,290 00	0.64	16,250.00
CISCO SYSTEMS INC SEC ID 17275R102	18 0800	2,500 000	55,253 85	45,200 00	1.29	-10,053 85
CITIGROUP INC SEC ID 172967424	26.3100	1,000 000	31,500 00	26,310.00	0 75	-5,190 00
COMCAST CORP CL A SEC ID.20030N101	23 7100	6,500 000	116,922 45	154,115.00	4.41	37,192.55
E M C CORP MASS SEC ID.268648102	21.5400	1,000.000	9,631.35	21,540.00	0.62	11,908 65
E Q T CORPORATION SEC ID:26884L109	54 7900	700 000	29,667 98	38,353.00	1.10	8,685 02
FRONTIER COMMUNICATIONS CORPORATION SEC ID 35906A108	5 1500	6,500 000	51,109 70	33,475 00	0 96	-17,634 70
GENERAL ELECTRIC COMPANY SEC ID:369604103	17 9100	4,000 000	93,249 10	71,640.00	2.05	-21,609.10

STATEMENT 8B

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-T & J FD-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
GENERAL MOTORS CO SEC ID:37045V100	20 2700	1,500 000	45,540.90	30,405.00	0 87	-15,135 90
GENERAL MOTORS CO PREFERRED CONVERTIBLE UNTIL 12/1/2013 SEC ID 37045V209	34.2500	1,000 000	50,798.25	34,250.00	0 98	-16,548 25
GOLDCORP INC NEW SEC ID 380956409	44 2500	500 000	22,379 00	22,125.00	0 63	-254.00
HESS CORPORATION SEC ID·42809H107	56.8000	800 000	44,107 15	45,440 00	1.30	1,332 85
INTERMEC INC COM SEC ID 458786100	6 8600	1,000 000	11,681 70	6,860 00	0 20	-4,821.70
INTERNATIONAL BUSINESS MACHINES CORPORATION SEC ID.459200101	183 8800	400 000	51,432 00	73,552 00	2.10	22,120.00
JP MORGAN CHASE & CO SEC ID.46625H100	33 2500	500.000	13,450 75	16,625 00	0.48	3,174 25
KROGER CO SEC ID.501044101	24.2200	4,500 000	97,094 93	108,990.00	3.12	11,895.07
MARSH & MCLENNAN COS INC SEC ID·571748102	31 6200	1,000.000	26,860.00	31,620 00	0.90	4,760.00
METLIFE INC SEC ID.59156R108	31 1800	500.000	21,779.65	15,590.00	0.45	-6,189 65
MICROSOFT CORPORATION SEC ID.594918104	25.9600	6,000.000	147,428.70	155,760.00	4 46	8,331 30
THE MOSAIC COMPANY SEC ID.61945C103	50.4300	1,500.000	79,761 60	75,645.00	2.16	-4,116 60

STATEMENT 8B

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported in U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-T & J FD-MAYO-CUST

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
MYLAN LABORATORIES INC SEC ID:628530107	21 4600	4,000 000	53,638 50	85,840.00	2 46	32,201.50
OMNICARE INC SEC ID.681904108	34.4500	1,000.000	22,313.05	34,450.00	0 99	12,136.95
ORACLE CORP SEC ID·68389X105	25.6500	1,500 000	49,595 35	38,475.00	1.10	-11,120.35
PFIZER INC SEC ID.717081103	21.6400	6,000 000	119,484 90	129,840.00	3.71	10,355.10
SAIC INC SEC ID.78390X101	12 2800	11,000.000	179,201.70	135,190.00	3.87	-44,011.70
SUNCOR ENERGY INC SEC ID:867224107	28.8300	2,500.000	78,314.45	72,075 00	2.06	-6,239 45
TALISMAN ENERGY INC SEC ID.87425E103	12 7500	6,000.000	107,005.95	76,500.00	2.19	-30,505 95
TIME WARNER INC SEC ID:887317303	36.1400	1,000 000	26,858.48	36,140.00	1.03	9,281.52
TOTAL S.A ADR SEC ID:89151E109	51.1100	500 000	26,667 35	25,555 00	0.73	-1,112.35
THE TRAVELERS COMPANIES INC SEC ID 89417E109	59 1700	1,000 000	39,088 84	59,170.00	1.69	20,081.16
US BANCORP SEC ID.902973304	27.0500	500.000	12,533.35	13,525.00	0.39	991.65
Total Equities			2,499,298.56	2,645,369.00	75.67	146,070.44
LESS GENERAL MOTORS CONVERTIBLE BOND			(50,798)	(34,250)		
TOTAL AMOUNT INCLUDED AS CORPORATE STOCK			2,448,501	2,611,119		

STATEMENT 8B

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-AWARDS END-SANDS

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
Equities						
ALEXION PHARMACEUTICALS INC SEC ID:015351109	71.5000	4,800.000	154,928 04	343,200 00	4 10	188,271 96
ALLERGAN INC SEC ID:018490102	87 7400	3,300.000	119,425 43	289,542.00	3.46	170,116.57
AMAZON.COM INC SEC ID·023135106	173 1000	2,700.000	168,372 04	467,370.00	5.58	298,997 96
APPLE INC SEC ID·037833100	405 0000	1,600 000	97,636.97	648,000 00	7.74	550,363 03
C H ROBINSON WORLDWIDE INC SEC ID.12541W209	69 7800	2,200 000	154,601 79	153,516 00	1.83	-1,085 79
COACH INC SEC ID 189754104	61 0400	3,300.000	196,528 82	201,432.00	2.41	4,903.18
FMC TECHNOLOGIES INC SEC ID.30249U101	52.2300	5,600.000	115,035.29	292,488 00	3 49	177,452.71
F5 NETWORKS INC SEC ID:315616102	106 1200	2,800.000	300,965.76	297,136.00	3 55	-3,829.76

STATEMENT 8C

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-AWARDS END-SANDS

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
GOOGLE INC SEC ID 38259P508	645.9000	850 000	201,548 65	549,015.00	6.56	347,466.35
GRAINGER W W INC SEC ID.384802104	187 1900	1,500 000	151,422.42	280,785.00	3 35	129,362 58
ILLUMINA INC SEC ID:452327109	30 4800	6,100.000	224,789.37	185,928 00	2.22	-38,861 37
INTERCONTINENTALEXCHANGE INC SEC ID·45865V100	120.5500	2,000 000	118,368 26	241,100 00	2 88	122,731 74
INTUITIVE SURGICAL INC SEC ID 46120E602	463.0100	700.000	51,912.54	324,107.00	3.87	272,194.46
LAS VEGAS SANDS CORP SEC ID:517834107	42.7300	6,100 000	57,915 47	260,653 00	3.11	202,737 53
NATIONAL OILWELL VARCO INC SEC ID:637071101	67.9900	3,900.000	147,995 21	265,161 00	3.17	117,165 79
NETFLIX COM INC SEC ID 64110L106	69.2900	1,150 000	239,687 99	79,683.50	0.95	-160,004.49
NIKE INC CLASS B STOCK SEC ID 654106103	96 3700	3,200.000	177,083 41	308,384 00	3.68	131,300 59
OPENTABLE INC SEC ID:68372A104	39.1300	1,300 000	133,318.83	50,869 00	0.61	-82,449 83
PRAXAIR INC SEC ID 74005P104	106 9000	2,200 000	197,612 74	235,180 00	2.81	37,567.26
PRICELINE.COM INC SEC ID 741503403	467 7100	550 000	264,447 44	257,240.50	3.07	-7,206.94

STATEMENT 8C

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FDN-AWARDS END-SANDS

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
QUALCOMM INC SEC ID 747525103	54.7000	8,300.000	319,940.15	454,010 00	5.42	134,069.85
REGENERON PHARMACEUTICALS INC SEC ID.75886F107	55.4300	1,600.000	99,834 29	88,688.00	1.06	-11,146 29
SALESFORCE.COM INC SEC ID 79466L302	101.4600	4,400.000	183,698 44	446,424.00	5.33	262,725 56
SCHWAB CHARLES CORP NEW SEC ID.808513105	11 2600	14,300.000	252,282 48	161,018 00	1.92	-91,264 48
SOUTHWESTERN ENERGY CO SEC ID 845467109	31 9400	5,300.000	198,650.08	169,282 00	2.02	-29,368 08
STARBUCKS CORP SEC ID 855244109	46 0100	7,300 000	118,834 87	335,873.00	4.01	217,038.13
VISA INC-CLASS A SHRS SEC ID 92826C839	101.5300	6,600.000	393,456 53	670,098.00	8.01	276,641 47
ASML HOLDING N V. SEC ID N07059186	41.7900	5,900 000	185,491 92	246,561 00	2 95	61,069.08
Total Equities			5,025,785.23	8,302,744.00	99.19	3,276,958.77

STATEMENT 8C

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported in U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FND T & J FD-SANDS

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
Equities						
ALEXION PHARMACEUTICALS INC SEC ID 015351109	71.5000	2,000 000	71,284 99	143,000 00	4.12	71,715 01
ALLERGAN INC SEC ID 018490102	87.7400	1,350.000	53,673 54	118,449.00	3.41	64,775.46
AMAZON.COM INC SEC ID:023135106	173 1000	1,100.000	71,939 37	190,410 00	5.48	118,470 63
APPLE INC SEC ID 037833100	405 0000	675 000	97,065 01	273,375.00	7.87	176,309.99
C H ROBINSON WORLDWIDE INC SEC ID.12541W209	69 7800	900 000	63,244.97	62,802.00	1.81	-442 97
COACH INC SEC ID 189754104	61 0400	1,400 000	83,603 81	85,456 00	2.46	1,852 19
FMC TECHNOLOGIES INC SEC ID 30249U101	52 2300	2,300 000	54,544 68	120,129.00	3.46	65,584 32
F5 NETWORKS INC SEC ID 315616102	106.1200	1,150.000	116,027 23	122,038 00	3.51	6,010.77
GOOGLE INC SEC ID 38259P508	645.9000	350 000	96,041 79	226,065.00	6.51	130,023 21

STATEMENT 8D

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported In U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FND T & J FD-SANDS

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
GRAINGER W W INC SEC ID:384802104	187 1900	600 000	66,183 91	112,314 00	3.23	46,130 09
ILLUMINA INC SEC ID.452327109	30 4800	2,500.000	88,704.31	76,200.00	2 19	-12,504 31
INTERCONTINENTALEXCHANGE INC SEC ID:45865V100	120 5500	800.000	50,976 55	96,440 00	2.78	45,463 45
INTUITIVE SURGICAL INC SEC ID 46120E602	463.0100	275 000	20,382 56	127,327.75	3.66	106,945.19
LAS VEGAS SANDS CORP SEC ID 517834107	42.7300	2,500 000	20,784 71	106,825.00	3 07	86,040 29
NATIONAL OILWELL VARCO INC SEC ID.637071101	67 9900	1,600.000	65,054.76	108,784 00	3 13	43,729.24
NETFLIX COM INC SEC ID:64110L106	69 2900	450.000	95,707.52	31,180.50	0 90	-64,527 02
NIKE INC CLASS B STOCK SEC ID.654106103	96 3700	1,300 000	76,302 22	125,281.00	3.61	48,978 78
OPENTABLE INC SEC ID·68372A104	39 1300	600 000	55,963 77	23,478.00	0 68	-32,485 77
PRAXAIR INC SEC ID:74005P104	106 9000	900 000	82,504 15	96,210.00	2.77	13,705 85
PRICELINE.COM INC SEC ID 741503403	467 7100	225.000	106,861 42	105,234 75	3.03	-1,626.67
QUALCOMM INC SEC ID·747525103	54 7000	3,400.000	133,768.96	185,980 00	5 35	52,211.04

STATEMENT 8D

BNY MELLON
WEALTH MANAGEMENT

Asset Detail by Asset Type

Reported in U.S. Dollars

Settlement Date positions as of 31 Dec 11

HEINZ FAMILY FND T & J FD-SANDS

Description	Price	Shares	Cost	Market Value	% of Total	Net Unrealized Gain/Loss
REGENERON PHARMACEUTICALS INC SEC ID:75886F107	55 4300	600 000	37,244 36	33,258.00	0.96	-3,986.36
SALESFORCE COM INC SEC ID 79466L302	101.4600	1,900 000	101,986 50	192,774.00	5.55	90,787.50
SCHWAB CHARLES CORP NEW SEC ID 808513105	11.2600	6,000 000	102,962.92	67,560 00	1.94	-35,402.92
SOUTHWESTERN ENERGY CO SEC ID.845467109	31 9400	2,200 000	81,879 35	70,268 00	2.02	-11,611.35
STARBUCKS CORP SEC ID 855244109	46.0100	3,000 000	51,168 74	138,030 00	3.97	86,861.26
VISA INC-CLASS A SHRS SEC ID:92826C839	101.5300	2,900.000	187,799.81	294,437 00	8.47	106,637.19
ASML HOLDING N V. SEC ID:N07059186	41 7900	2,500 000	80,386.22	104,475 00	3.01	24,088 78
Total Equities			**2,214,048.13**	**3,437,781.00**	**98.94**	**1,223,732.87**

STATEMENT 8D

Heinz Family Foundaton
Board of Directors
12/31/2011

Name and Address	Title and Time Devoted to Position	Compensation	Contirbutions to Employee Benefit Plans	Expense Acct and Other Allowances
Teresa Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chair/CEO 416 hours/year	None	None	None
Andre Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 40 hours/year	None	None	None
*Jeffrey R. Lewis (1/1/11 - 5/31/11) 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	President 752 hours/year	$ 92,130	$ 30,970	None
Wendy Mackenzie 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Secretary 40 hours/year	None	None	None
Jack E Kime 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Financial Officer 384 hours/year	None	None	None
*John R. Taylor 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Investment Officer 208 hours/year	$ 20,203	$ 5,263	None
*Rose Gibson 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Treasurer 520 hours/year	$ 34,671	$ 11,852	None

* Jeffrey R Lewis, John R. Taylor and Rose Gibson are employees of the Heinz Family Office, and, as a result, the Heinz Family Office pays their respective salaries and benefits. The Heinz Family Foundation has no employees, and contracts the Heinz Family Office's employees to provide its services. The salary and benefit amounts listed above are also reflected in Part VIII, line 1 of Form 990-PF under compensation paid to the Heinz Family Office for contracted services

Heinz Family Foundaton
Heinz Awards Board of Directors
12/31/2011

Name and Address	Title and Time Devoted to Position	Compensation	Contirbutions to Employee Benefit Plans	Expense Acct and Other Allowances
Teresa Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 416 hours/year	None	None	None
Andre Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Ronald Davenport 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Arie Kopelman 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Wendy Mackenzie 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 40 hours/year	None	None	None
Linda K Smith, Esq. 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 60 hours/year	None	None	None
Theodore H Stebbins, Jr 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
TOTALS (PART VIII OF 990-PF)		**$ 147,004**	**$ 48,085**	**$ -**

Heinz Family Foundaiton
EIN: 25-1689382
CORPORATE BOND DETAIL
12/31/2011

Bonds

	12/31/11 Cost	12/31/11 FMV
Awards Fund		
Mellon Capital Mgmt	9,369,565	10,943,009
T&J Fund		
Mellon Capital Mgmt	2,475,000	2,647,012
	11,844,565	**13,590,021**
Awards Fund		
Boston Scientific 6.25% 11/15/15	76,000	110,852
Subtotal	11,920,565	13,700,873

T-Bills/T-Notes

	12/31/11 Cost	12/31/11 FMV
Awards Fund		
US Treasury Bill, maturity date 11/15/12	87,947	87,947
Subtotal	87,947	87,947
T&J Fund		
US Treasury Bill, maturity date 11/15/12	136,918	136,918
US Treasury Notes 4.0%, maturity date 2/15/15	95,031	111,063
Subtotal	231,949	247,981
Grand Total	12,240,461	14,036,801

THE HEINZ FAMILY FOUNDATION

2011 TAX RETURN

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

Description	Method acquired	Date acquired	Date sold	Gross sales price	Cost basis	Gain (Loss)
SALES/LIQUIDATIONS						
MELLON TRUST ACTIVITY	P/D	VARIOUS	VARIOUS	7,497,685	4,679,988	2,817,697
HEINZ EXETER SCHOLARSHIP FUND	P/D	VARIOUS	VARIOUS	898,807	879,171	19,636
HEINZ YALE SCHOLARSHIP FUND	P/D	VARIOUS	VARIOUS	3,764,225	3,291,113	473,112
FLOWTHROUGH FROM PARTNERSHIPS:						
FLOWTHROUGH FROM DAVIDSON KEMPNER INST PARTNERS						59,757
FLOWTHROUGH FROM PARK STREET CAPITAL P E VIII						62,250
FLOWTHROUGH FROM PARK STREET CAPITAL P E VI - AWARDS FUND						97,256
FLOWTHROUGH FROM PARK STREET CAPITAL P E VI - T & J FUND						32,419
FLOWTHROUGH FROM PARK STREET CAPITAL P E V - AWARDS FUND						106,428
FLOWTHROUGH FROM PARK STREET CAPITAL P E V - T & J FUND						17,739
FLOWTHROUGH FROM TUCKER ANTHONY P E IV - T & J FUND						5,892
FLOWTHROUGH FROM TUCKER ANTHONY P E IV - AWARDS FUND						35,343
FLOWTHROUGH FROM TUCKER ANTHONY P E III - AWARDS FUND						57,350
FLOWTHROUGH FROM PARK STREET CAPITAL P E VII - T & J FUND						13,183
FLOWTHROUGH FROM PARK STREET CAPITAL P E VII - AWARDS FUND						39,540
FLOWTHROUGH FROM TUCKER ANTHONY P E VII - T & J FUND						7,169
FLOWTHROUGH FROM TUCKER ANTHONY P E III - T & J FUND						60,091
FLOWTHROUGH FROM PARK STREET CAPITAL P E IX						5,101
FLOWTHROUGH FROM PARK STREET CAPITAL NATURAL RESOURCES - T & J FUND						(1,472)
FLOWTHROUGH FROM PARK STREET CAPITAL NATURAL RESOURCES - AWARDS FUND						(5,884)
						592,162
				12,160,717	8,850,272	3,902,607

P = Purchased

D = Donated

HEINZ FAMILY FOUNDATION
EIN: 25-1689382
YEAR ENDED: DECEMBER 31,2011

FORM 990-PF

PART I, LINE 19 - DEPRECIATION
PART II, LINE 11 - LAND, BUILDINGS, AND EQUIPMENT
PART II, LINE 11 - ACCUMULATED DEPRECIATION

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	1,411,835
FURNITURE & FIXTURES	1,095,866
SUBTOTAL FIXED ASSETS	2,507,701
LESS: ACCUMULATED DEPRECIATION	(2,435,251)
NET FIXED ASSETS	72,450

DEPRECIATION EXPENSE FOR 12/31/11 WAS $55,931

HEINZ FAMILY FOUNDATION
FORM 990-PF
EIN: 25-1689382
YEAR ENDED: 12/31/2011

SCHEDULE OF GRANTS PAID
AND GRANTS PAYABLE

STATEMENT 17

AWARDS FUND

Fiscal Year 2011

12/31/2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Amherst College Trustees Folger Shakespeare Library201 East Capitol Street, S.E. Washington, DC 20003 *for general operating support for the Folger Shakespeare Library* $9,000.00 2011	501(c)(3)-509(a)(1)	$0.00	$9,000.00	$0.00	$9,000.00	$0.00
Amherst College Trustees Folger Shakespeare Library201 East Capitol Street, S.E. Washington, DC 20003 *for general operating support for the Folger Shakespeare Library* $9,000.00 2011	501(c)(3)-509(a)(1)	$0.00	$9,000.00	$0.00	$9,000.00	$0.00
Curtis Ellis 514 E. 12th Street, #11 New York, NY 10009 *2011 Heinz Award Winner* $50,000.00 2011		$0.00	$50,000.00	$0.00	$50,000 00	$0.00
Curtis Ellis 514 E. 12th Street, #11 New York, NY 10009 *2011 Heinz Award Winner* $50,000.00 2011		$0.00	$50,000.00	$0.00	$50,000 00	$0.00
Ian Cheney 348 19th Street, #3 Brooklyn, NY 11215 *2011 Heinz Award Winner* $50,000.00 2011		$0.00	$50,000.00	$0.00	$50,000 00	$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Ian Cheney 348 19th Street, #3 Brooklyn, NY 11215 *2011 Heinz Award Winner* $50,000.00 2011		$0.00	$50,000.00	$0.00	$50,000.00	$0.00
Janine Benyus 2813 Caribou Lane Stevensville, MT 59870 *2011 Heinz Award Winner* $100,000.00 2011		$0.00	$100,000.00	$0.00	$100,000.00	$0.00
Joan Kleypas 428 Brook Road Boulder, CO 80302 *2011 Heinz Award Winner* $100,000.00 2011		$0.00	$100,000.00	$0.00	$100,000.00	$0.00
John Luther Adams P.O. Box 81382 Fairbanks, AK 99708 *2011 Heinz Award Winner* $100,000.00 2011		$0.00	$100,000.00	$0.00	$100,000.00	$0.00
LSU Foundation 3838 West Lakeshore Drive Baton Rouge, LA 70808 *designated payment by Dr Nancy Rabalais, 2011 Heinz Award Winner to support hypoxia research and outreach conducted by LUMCON* $50,000.00 2011	501(c)(3)-509(a)(1)	$0.00	$50,000.00	$0.00	$50,000 00	$0.00

AWARDS FUND

Fiscal Year 2011

12/31/2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
The Medical University of South Carolina Foundation 18 Bee StreetMSC 450 Charleston, SC 29425-4500 *designated payment by Dr. Louis Guillette, 2011 Heinz Award Winner* $100,000.00	501(c)(3)-509(a)(3) 2011	$0.00	$100,000.00	$0.00	$100,000.00	$0.00
Nancy Knowlton 1817 Belmont Road Washington, DC 20009 *2011 Heinz Award Winner* $85,000.00	2011	$0.00	$85,000.00	$0 00	$85,000.00	$0 00
Nancy Rabalais 925 Fulwar Skipwith Road Baton Rouge, LA 70810 *2011 Heinz Award Winner* $50,000.00	2011	$0.00	$50,000.00	$0.00	$50,000.00	$0.00
Pennsylvania State University The Office of the Associate Vice President for Development, Fundrais University Park, PA 16802 *designated payment by Dr. Richard Alley, 2011 Heinz Award Winner* $10,000.00	Government Entity 2011	$0.00	$10,000.00	$0.00	$10,000.00	$0.00
Richard Alley 1100 Shamrock Avenue State College, PA 16801 *2011 Heinz Award Winner* $90,000 00	2011	$0 00	$90,000.00	$0.00	$90,000.00	$0.00

AWARDS FUND

Fiscal Year 2011

12/31/2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Sandra Steingraber 14 Bradley Street Trumansburg, NY 14886 *2011 Heinz Award Winner* $100,000.00 2011		$0.00	$100,000.00	$0.00	$100,000.00	$0.00
University of California, San Diego Foundation Scripps Institution of Oceanography 9500 Gilman Drive, # 0210 La Jolla, CA 92093-0210 *designated payment by Dr. Nancy Knowlton, 2011 Heinz Award Winner for support of the Center for Marine Biodiversity and Conservation* $15,000.00 2011	501(c)(3)-509(a)(1)	$0.00	$15,000.00	$0.00	$15,000.00	$0.00
Grand Total		$0.00	$1,018,000.00	$0.00	$1,018,000.00	$0.00

HEINZ EXETER SCHOLARSHIP FUND

12/31/2011

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Phillips Exeter Academy 20 Main Street Exeter, NH 03833-2460 *for scholarships for the 2011 academic year* $40,000 00	501(c)(3)-509(a)(1) 2011	$0.00	$40,000.00	$0.00	$40,000.00	$0.00
Grand Total (1 item)		$0.00	$40,000.00	$0.00	$40,000.00	$0.00

HEINZ YALE SCHOLARSHIP FUND

12/31/2011

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Yale University Office of the Recording SecretaryP.O. Box 2038 New Haven, CT 06521 *for the 2011 undergraduate scholarships* $150,000.00	501(c)(3)-509(a)(1) 2011	$0.00	$150,000.00	$0.00	$150,000.00	$0.00
Grand Total (1 item)		$0.00	$150,000.00	$0 00	$150,000.00	$0.00

T&J FUND

12/31/2011

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
American Academy of Arts and Sciences Norton's Woods136 Irving Street Cambridge, MA 02138 *for general operating support* $2,500.00	501(c)(3)-509(a)(1) 2011	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
Arts for the Aging, Inc. 12320 Parklawn Drive Rockville, MD 20852 *for the 23rd Annual Benefit Gala* $1,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Blaine County Hunger Coalition, Inc. 121 Honeysuckle Street Bellevue, ID 83313-5095 *for matching campaign* $500 00	501(c)(3)-509(a)(1) 2011	$0 00	$500.00	$0 00	$500 00	$0 00
The Breast Cancer Research Foundation, Inc. 60 East 56 Street, 8th Floor New York, NY 10022 *for the Boston Hot Pink Party* $10,000.00	501(c)(3)-509(a)(1) 2011	$0 00	$10,000.00	$0 00	$10,000 00	$0.00
Brookings Institution 1775 Massachusetts Avenue NW Washington, DC 20036 *for general operating support* $10,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$10,000 00	$0 00	$10,000 00	$0 00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Carnegie Institute 4400 Forbes Avenue Pittsburgh, PA 15213 *for the 2011 Annual Giving Campaign* $25,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$25,000 00	$0 00	$25,000.00	$0 00
Carnegie Mellon University Corporate and Foundation Relations5000 Forbes Avenue Pittsburgh, PA 15213-3890 *for the 2010-2011 Trustee Annual Fund* $20,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$20,000 00	$0.00	$20,000.00	$0 00
Company of Fools, Inc. PO Box 329 Hailey, ID 83333 *for general operating support* $1,500.00	501(c)(3)-509(a)(1) 2011	$0 00	$1,500 00	$0.00	$1,500 00	$0 00
Council on Foreign Relations 58 East 68th Street New York, NY 10021 *for the Annual Fund* $10,000 00	501(c)(3)-509(a)(1) 2011	$0.00	$10,000 00	$0.00	$10,000 00	$0 00
Croy Canyon Ranch Foundation Inc. P O. Box 640 Hailey, ID 83333 *for the Continuing Care Community* $10,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$10,000 00	$0 00	$10,000 00	$0.00
East Side House Settlement 337 Alexander Avenue Bronx, NY 10454 *for the Winter Antiques Show* $2,500.00	501(c)(3)-509(a)(1) 2011	$0 00	$2,500 00	$0.00	$2,500 00	$0 00
Energy Vision 138 East 13th Street New York, NY 10003	501(c)(3)-509(a)(1)	$0 00	$1,500 00	$0 00	$1,500.00	$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
for general operating support $1,500 00	2011					
Grist Magazine, Inc. 710 Second Avenue, Suite 860 Seattle, WA 98104 *for general operating support* $2,500 00	501(c)(3)-509(a)(1) 2011	$0 00	$2,500.00	$0 00	$2,500 00	$0 00
H. John Heinz III Center for Science, Economics and the Environment 900 17th Street NWSuite 700 Washington, DC 20006 *for general operating support* $5,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$5,000 00	$0.00	$5,000.00	$0 00
H. John Heinz III Center for Science, Economics and the Environment 900 17th Street NWSuite 700 Washington, DC 20006 *for the Green Chemistry program* $20,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$20,000 00	$0 00	$20,000 00	$0 00
H. John Heinz III Center for Science, Economics and the Environment 900 17th Street NWSuite 700 Washington, DC 20006 *for the Jonathan Mawdsley program* $16,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$16,000 00	$0 00	$16,000.00	$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
H. John Heinz III Center for Science, Economics and the Environment 900 17th Street NWSuite 700 Washington, DC 20006 *for computer equipment and infrastructure* $50,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$50,000 00	$0.00	$50,000.00	$0 00
Indiana University Foundation The Center on Congress at Indiana University1315 E Tenth Street, Sui Bloomington, IN 47405-1701 *for various projects at the Center on Congress* $25,000.00	501(c)(3)-509(a)(1) 2011	$0 00	$25,000 00	$0 00	$25,000.00	$0 00
International Women's Media Foundation 1625 K Street, NWSuite 1275 Washington, DC 20006 *for the Courage in Journalism Awards* $500 00	501(c)(3)-509(a)(1) 2011	$0 00	$500.00	$0 00	$500 00	$0 00
John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566-0001 *for general operating support* $25,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$25,000 00	$0.00	$25,000.00	$0 00
Massachusetts General Hospital Office of the President55 Fruit Street Boston, MA 02114-2696 *for the Cancer Center* $25,000.00	501(c)(3)-509(a)(1) 2011	$0.00	$25,000.00	$0 00	$25,000.00	$0 00
Melanoma Foundation of New England 111 Old Road to 9 Acre Corner Concord, MA 01742 *for the Shades of Hope event* $2,000.00	501(c)(3)-509(a)(1) 2011	$0 00	$2,000.00	$0 00	$2,000.00	$0 00

T&J FUND

12/31/2011

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Nantucket Conservation Foundation, Inc. PO Box 13118 Cliff Road Nantucket, MA 02554-0013 *for general operating support* $1,000.00	501(c)(3)-509(a)(1) 2011	$0 00	$1,000 00	$0.00	$1,000 00	$0 00
Nantucket Historical Association P O Box 1016 Nantucket, MA 02554-1016 *for general operating support* $1,000 00	501(c)(3)-509(a)(2) 2011	$0 00	$1,000 00	$0 00	$1,000 00	$0.00
National Gallery of Art 6th & Constitution Washington, DC 20565 *for the annual Circle Fund* $10,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 *for general operating support* $2,000.00	501(c)(3)-509(a)(1) 2011	$0.00	$2,000 00	$0.00	$2,000 00	$0 00
Navy Seal Foundation 162 West 56th StreetSuite 405 New York, NY 10019 *for the 2011 Benefit Gala* $25,000 00	501(c)(3)-509(a)(1) 2011	$0.00	$25,000.00	$0 00	$25,000 00	$0 00
New York Restoration Project 254 West 31st Street, 10th Floor New York, NY 10001 *for the annual Hulaween event* $1,000.00	501(c)(3)-509(a)(1) 2011	$0 00	$1,000 00	$0.00	$1,000 00	$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Pancreatic Cancer Action Network PanCAN c/o Grant Associates5670 Wilshire Boulevard, Suite1590 Los Angeles, CA 90036 *for the "Evening with the Stars" 14th Annual Gala* $500 00	501(c)(3)-509(a)(1) 2011	$0 00	$500.00	$0 00	$500 00	$0.00
Pittsburgh Parks Conservancy 2000 Technology DriveSuite 300 Pittsburgh, PA 15219-3137 *for the Spring Hat Luncheon* $5,000 00	501(c)(3)-509(a)(1) 2011	$0.00	$5,000 00	$0 00	$5,000 00	$0 00
Research Foundation for Mental Hygene, Inc. c/o Columbia University College of Physicians & Surgeons1051 River New York, NY 10032 *for the Health and Aging Policy Fellows Program* $5,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$5,000 00	$0.00	$5,000.00	$0.00
Rosie's Place 889 Harrison Avenue Boston, MA 02118 *for the "Funny Women ..Serious Business" event* $500 00	501(c)(3)-509(a)(1) 2011	$0 00	$500 00	$0 00	$500 00	$0.00

T&J FUND

12/31/2011

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Seattle Art Museum P O Box 22000 Seattle, WA 98122-9700 *for the Special Exhibitions Fund* $50,000.00	501(c)(3)-509(a)(1) 2009	$30,000.00	$0 00	$0.00	$10,000.00	$20,000.00
Small Friends on Nantucket, Inc. PO Box 2826 Nantucket, MA 02584 *for the Event Under the Tent, Folk Art & Artisan Show* $500.00	501(c)(3)-509(a)(2) 2011	$0 00	$500 00	$0 00	$500 00	$0.00
St. Joseph Church 330 Dorseyville Road Pittsburgh, PA 15215 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$1,000 00	$0 00	$1,000 00	$0.00
Stanford University Woods Institute for the EnvironmentAttn Gift Processing326 Galvez S Stanford, CA 94305-6105 *for the Stephen Schneider Memorial Fund* $10,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Sun Valley Summer Symphony, Inc. P.O. Box 1914 Sun Valley, ID 83353 *for general operating support* $20,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$20,000 00	$0.00	$20,000 00	$0 00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Two Centre Street Restoration Project Inc. P O Box 1171 Nantucket, MA 02554 *for general operatıng support* $1,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$1,000 00	$0.00	$1,000 00	$0 00
The UCLA Foundation Neurosurgery Research and Educatıonc/o Grant Associates5670 Wılshı Los Angeles, CA 90036 *for the 2011 Visionary Ball* $500 00	501(c)(3)-509(a)(1) 2011	$0 00	$500 00	$0 00	$500 00	$0 00
United Nations Foundation 1800 Massachusetts Avenu, NWSuıte 400 Washıngton, DC 20036 *for the Global Leadershıp dınner* $2,500 00	501(c)(3)-509(a)(1) 2011	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
United Negro College Fund 8260 Wıllow Oaks Corporate DrıveP. O Box 10444 Faırfax, VA 22031-4511 *for the John Heınz Envıronmental Fellows Program* $120,000 00	501(c)(3)-509(a)(1) 2004	$40,000 00	$0.00	$0 00	$40,000 00	$0 00
University of Pittsburgh School of Nursıng3500 Vıctorıa Street, Room 218 Pıttsburgh, PA 15261 *for the Lıla Decker Fund* $5,000 00	501(c)(3)-509(a)(1) 2011	$0 00	$5,000 00	$0.00	$5,000 00	$0 00
University of the Witwatersrand Fund, Inc. Post Office Box 7101 New York, NY 10150 *for the Publıc Health buıldıng project* $500,000 00	501(c)(3)-509(a)(1) 2010	$400,000 00	$0 00	$0 00	$100,000.00	$300,000 00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Women in Aviation, International Atlantic Aviators, Southeastern Massachusetts ChapterP O Box 50902 New Bedford, MA 02745 *for the aviation-themed playground project* $1,000.00	501(c)(3)-509(a)(2) 2011	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Woodley House, Inc. 1221 Taylor Street, NW Washington, DC 20011 *for general operating support* $2,000.00	501(c)(3)-509(a)(2) 2011	$0 00	$2,000 00	$0.00	$2,000 00	$0 00
World Wildlife Fund 1250 24th Street, NW Washington, DC 20037-1193 *for general operating support* $500 00	501(c)(3)-509(a)(1) 2011	$0 00	$500 00	$0 00	$500 00	$0.00
Grand Total (46 items)		$470,000 00	$360,500.00	$0.00	$510,500 00	$320,000 00

Awards Fund	$1,018,000
Heinz Exeter Scholarship Fund	$40,000
Heinz Yale Scholarship Fund	$150,000
Teresa & H. John Heinz III Fund	$510,500
Heinz Award Expense	$439,830
	$2,158,330

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2011

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

PART IX-A, LINE 1

One of the primary exempt purposes of the foundation is the awarding of individual grants, recognizing outstanding achievements in the areas of Arts & Humanities; Human Condition; Public Policy; Technology, the Economy & Employment; and Environment. During 2011, grants of $1,000,000 were made to 10 individuals as detailed on the following page.

These awards are granted in accordance with IRC Section 4945 (g) on an objective and nondiscriminatory basis pursuant to a procedure approved in advance by the Internal Revenue Service.	$	1,457,830

2011 HEINZ AWARD WINNERS

Recipient	Date of Award	Amount
Curtis Ellis	November 15, 2011	100,000
Ian Cheney	November 15, 2011	100,000
Janine Benyus	November 15, 2011	100,000
Joan Kleypas	November 15, 2011	100,000
John Luther Adams	November 15, 2011	100,000
Nancy Rabalais	November 15, 2011	50,000
LSU Foundation (designated payment by Dr. Nancy Rabalais)	November 15, 2011	50,000
The Medical University of South Carolina Foundation (designated payment by Dr. Louis Guillette)	November 15, 2011	100,000
Nancy Knowlton	November 15, 2011	85,000
University of California, San Diego Foundation (designated payment by Dr. Nancy Knowlton)	November 15, 2011	15,000
Richard Alley	November 15, 2011	90,000
Pennsylvania State University (designated payment by Dr. Richard Alley)	November 15, 2011	10,000
Sandra Steingraber	November 15, 2011	100,000
Total Heinz Awards		1,000,000
Other Heinz Grants		18,000
Direct Heinz Awards Program Expenses		439,830
		$ 1,457,830

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2011

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

These individuals are employees of the Heinz Family Office and, as a result, the Heinz Family Office pays their respective salaries and benefits. The Heinz Family Foundation has no employees, and contracts the Heinz Family Office's employees to provide its services. The salary and benefit amounts listed above are also reflected in Part VIII, line 3 of Form 990-PF under compensation paid to the Heinz Family Office for contracted employee services.

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2011

Part XV, Line 2

The Heinz Family Foundation does not consider unsolicited requests for grants. The Heinz Family Foundation makes grants only to prior selected organizations that are public charities as described in Section 501(c)(3). The Heinz Family Foundation is not permitted by the U.S. government tax laws to make grants to individuals or organizations unless they are a qualified 501(c)(3) public charity in the United States, with the exception of the Heinz Awards winners. The Heinz Awards are granted in accordance with IRC Section 4945(g) on an objective and nondiscriminatory basis pursuant to a procedure approved in advance by the Internal Revenue Service.

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HEINZ FAMILY FOUNDATION	Employer identification number (EIN) or [X] 25-1689382
	Number, street, and room or suite no. If a P.O box, see instructions. 625 LIBERTY AVENUE, SUITE 3200	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. PITTSBURGH, PA 15222	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	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

- The books are in the care of ▶ JACK E. KIME, CFO 625 LIBERTY AVENUE, SUITE 3200 - PITTSBURGH, PA 15222

  Telephone No.▶ 412-497-5775 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 140,549.
b	If this application is for Form 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	3b	$ 100,549.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 40,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- 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 HEINZ FAMILY FOUNDATION	Employer identification number (EIN) or [X] 25-1689382
	Number, street, and room or suite no If a P.O. box, see instructions. 625 LIBERTY AVENUE, SUITE 3200	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions PITTSBURGH, PA 15222	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	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 books are in the care of ▶ JACK E. KIME, CFO 625 LIBERTY AVENUE, SUITE 3200 - PITTSBURGH, PA 15222

Telephone No. ▶ 412-497-5775 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, 2012

5 For calendar year 2011 , 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

ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$	140,549.
b If this application is for Form 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	$	140,549.
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 ▶ Mark M. Cutch Title ▶ CPA Date ▶ 08/10/12

123842
01-06-12