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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE F.B. HERON FOUNDATION		A Employer identification number 13-3647019
Number and street (or P.O. box number if mail is not delivered to street address) 100 BROADWAY, 17TH FLOOR		B Telephone number (212) 404-1800
City or town, state, and ZIP code NEW YORK, NY 10005		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 260,548,040.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		6,710.	6,710.		Statement 1
4 Dividends and interest from securities		7,036,218.	6,882,497.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,767,048.			
b Gross sales price for all assets on line 6a		47,097,243.			
7 Capital gain net income (from Part IV, line 2)			10,123,790.		
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		-103,750.	0.		Statement 3
12 Total. Add lines 1 through 11		15,706,226.	17,012,997.		
13 Compensation of officers, directors, trustees, etc		635,000.	237,000.		378,000.
14 Other employee salaries and wages		617,255.	34,675.		562,080.
15 Pension plans, employee benefits		359,504.	77,957.		267,809.
16a Legal fees Stmt 4		26,348.	25,623.		2,166.
b Accounting fees Stmt 5		76,925.	16,693.		50,053.
c Other professional fees Stmt 6		1,086,648.	678,590.		348,798.
17 Interest					
18 Taxes Stmt 7		275,000.	0.		0.
19 Depreciation and depletion		4,539.	984.		
20 Occupancy		224,695.	48,758.		173,032.
21 Travel, conferences, and meetings		104,201.	23,205.		81,699.
22 Printing and publications					
23 Other expenses Stmt 8		153,486.	52,059.		99,237.
24 Total operating and administrative expenses. Add lines 13 through 23		3,563,601.	1,195,544.		1,962,874.
25 Contributions, gifts, grants paid		5,779,593.			5,266,790.
26 Total expenses and disbursements. Add lines 24 and 25		9,343,194.	1,195,544.		7,229,664.
27 Subtract line 26 from line 12		6,363,032.			
a Excess of revenue over expenses and disbursements			15,817,453.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year			End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing	201.	200.	200.			
	2	Savings and temporary cash investments	4,158,941.	4,831,349.	4,831,349.			
	3	Accounts receivable ▶ 501,006.						
		Less: allowance for doubtful accounts ▶	487,577.	501,006.	501,006.			
	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	45,650.	72,525.	72,525.			
	10a	Investments - U.S. and state government obligations Stmt 10	46,689,167.	50,442,224.	50,442,224.			
	b	Investments - corporate stock Stmt 11	151,739,967.	161,375,105.	161,375,105.			
	c	Investments - corporate bonds Stmt 12	9,406,185.	17,124,965.	17,124,965.			
Liabilities	11	Investments - land, buildings, and equipment basis ▶						
		Less: accumulated depreciation ▶						
	12	Investments - mortgage loans						
	13	Investments - other Stmt 13	13,053,403.	12,367,196.	12,367,196.			
	14	Land, buildings, and equipment basis ▶ 605,879.						
		Less: accumulated depreciation Stmt 14 ▶ 605,879.	4,539.	0.	0.			
	15	Other assets (describe ▶ Statement 15)	14,911,521.	13,833,470.	13,833,470.			
	16	Total assets (to be completed by all filers)	240,497,151.	260,548,040.	260,548,040.			
	17	Accounts payable and accrued expenses	167,324.	375,583.				
	18	Grants payable	1,340,000.	1,852,925.				
Net Assets or Fund Balances	19	Deferred revenue						
	20	Loans from officers, directors, trustees, and other disqualified persons						
	21	Mortgages and other notes payable						
	22	Other liabilities (describe ▶ Statement 16)	153,958.	463,083.				
	23	Total liabilities (add lines 17 through 22)	1,661,282.	2,691,591.				
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	238,835,869.	257,856,449.				
	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						
Net Assets or Fund Balances	30	Total net assets or fund balances	238,835,869.	257,856,449.				
	31	Total liabilities and net assets/fund balances	240,497,151.	260,548,040.				

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	238,835,869.
2	Enter amount from Part I, line 27a	2	6,363,032.
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	12,657,548.
4	Add lines 1, 2, and 3	4	257,856,449.
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	257,856,449.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 48,453,985.		38,330,195.	10,123,790.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			10,123,790.

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	10,123,790.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	11,166,349.	233,601,985.	.047801
2010	12,908,133.	219,747,335.	.058741
2009	18,333,660.	203,446,916.	.090115
2008	19,692,453.	256,759,533.	.076696
2007	11,730,721.	292,815,513.	.040062

2 Total of line 1, column (d)	2	.313415
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	.062683
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	235,797,771.
5 Multiply line 4 by line 3	5	14,780,512.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	158,175.
7 Add lines 5 and 6	7	14,938,687.
8 Enter qualifying distributions from Part XII, line 4 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	8	9,279,663.

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)		1	316,349.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	316,349.
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	316,349.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	374,198.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	374,198.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	43.	
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	57,806.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► WWW.FBHERON.ORG	13	X	
14	The books are in care of ► The Foundation Telephone no ► (212) 404-1800 Located at ► 100 BROADWAY, 17TH FLOOR, NEW YORK, NY ZIP+4 ► 10005			
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			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
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 2012 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 2012.)	N/A	
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 2012?	4b	X

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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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870.

6b**X****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 17		635,000.	115,086.	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
DANA PANCRAZI	PROGRAM OFFICER			
	40.00	147,500.	20,971.	0.
JOHN WEILER	ADMIN & FINANCE			
	40.00	107,466.	15,711.	0.
SHELLY CURNOW	DATA ADMINISTRATOR			
	40.00	76,095.	29,615.	0.
JAMES METZINGER	PROGRAM OFFICER			
	40.00	72,519.	8,603.	0.
JOHN SEIDL	EXEC ASSIST.			
	40.00	64,467.	9,178.	0.
Total number of other employees paid over \$50,000				0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISORY	251,994.
BLACKROCK GLOBAL INVESTORS - ONE INTERNATIONAL PLACE - 45TH FLOOR, BOSTON, MA	INVESTMENT ADVISORY	159,701.
CONSULTING 2 NONPROFITS - 225 EAST 49TH STREET, STE 5B, NEW YORK, NY 10017	CONSULTING	109,691.
INSTITUTIONAL SHAREHOLDERS SVCS 702 KING FARM BOULEVARD, ROCKVILLE, MD 20850	INVESTMENT ADVISORY	103,250.
COMMUNITY CAPITAL MANAGEMENT 2500 WESTON ROAD, WESTON, FL 33331	INVESTMENT ADVISORY	78,354.
Total number of others receiving over \$50,000 for professional services		3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 PROVIDING ASSISTANCE TO OTHER CHARITABLE ORGANIZATIONS THROUGH BOARD SERVICE, CONVENING CONFERENCES AND MEETINGS AND PROVIDING DIRECT TECHNICAL ASSISTANCE	174,502.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 SEE SCHEDULE ATTACHED #18	2,049,999.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	2,049,999.

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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	235,428,074.
b	Average of monthly cash balances	1b	3,407,147.
c	Fair market value of all other assets	1c	553,379.
d	Total (add lines 1a, b, and c)	1d	239,388,600.
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	239,388,600.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,590,829.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	235,797,771.
6	Minimum investment return. Enter 5% of line 5	6	11,789,889.

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	11,789,889.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	316,349.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	316,349.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,473,540.
4	Recoveries of amounts treated as qualifying distributions	4	2,978,050.
5	Add lines 3 and 4	5	14,451,590.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,451,590.

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	7,229,664.
b	Program-related investments - total from Part IX-B	1b	2,049,999.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,279,663.
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	9,279,663.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				14,451,590.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				4,912,940.
d From 2010				
e From 2011				
f Total of lines 3a through e	4,912,940.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 9,279,663.				
a Applied to 2011, 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 2012 distributable amount				9,279,663.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	4,912,940.			4,912,940.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				258,987.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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 2012, 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)

- 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

B Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

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

PLEASE REFER TO THE WEBSITE - WWW.FBHERON.ORG

c Any submission deadlines

NONE

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

PER GUIDELINES

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 ATTACHED LIST #19				5,266,790.
Total			▶ 3a	5,266,790.
b Approved for future payment				
SEE ATTACHED LIST #19				1,852,925.
Total			▶ 3b	1,852,925.

Form 990-PF (2012)

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. | | |

[illegible]

- 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.

Signature of officer or trustee

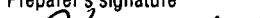
Date 11/12/13

Star President
Title

May the IRS discuss this return with the preparer shown below (see Instr)?

☒ X	Yes	☐	No
--	-----	--------------------------	----

**Paid
Preparer
Use Only**

Print/Type preparer's name Kevin Sunkel	Preparer's signature 	Date NOV 11 2013	Check ☐ if ☒ employed	PTIN P00706145
Firm's name ► Owen J Flanagan & Co			Firm's EIN ► 13-2060851	
Firm's address ► 60 East 42nd Street New York, NY 10165			Phone no 212-682-2783	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b URBAN AMERICA			
c BAY AREA SMART GROWTH			
d ICV	P		
e YUCAIPA	P		
f CANYON JOHNSON			
g CALIFORNIA SMART GROWTH	P		
h YUCAIPA PARALELL			
i HUNTINGTON	P		
j BLACKROCK FUNDS - PASS THRU	P		
k SALE OF BLACKROCK FUNDS	P		
l OTHER			
m BOOK TAX DIFFERENCE ON K-1	P		
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 23,430,855.		21,355,449.	2,075,406.
b		206,114.	-206,114.
c		377,437.	-377,437.
d 1,622.			1,622.
e 648.			648.
f		16,486.	-16,486.
g 76,523.			76,523.
h		1,344,478.	-1,344,478.
i 114,637.			114,637.
j 6,572,958.			6,572,958.
k 16,900,000.		15,030,130.	1,869,870.
l		101.	-101.
m 1,356,742.			1,356,742.
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,075,406.
b			-206,114.
c			-377,437.
d			1,622.
e			648.
f			-16,486.
g			76,523.
h			-1,344,478.
i			114,637.
j			6,572,958.
k			1,869,870.
l			-101.
m			1,356,742.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	10,123,790.
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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
MONEY MARKET	6,710.
Total to Form 990-PF, Part I, line 3, Column A	6,710.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
INT AND DIV ON SECURITIES	7,122,331.	0.	7,122,331.
PARTNERSHIP	-86,113.	0.	-86,113.
Total to Fm 990-PF, Part I, ln 4	7,036,218.	0.	7,036,218.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
PRI RESERVE FOR LOSS	-150,000.	0.	
CONTRACT FEE	46,250.	0.	
Total to Form 990-PF, Part I, line 11	-103,750.	0.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MILBANK TWEED - LEGAL	19,448.	18,723.		2,166.
K WEINER	6,900.	6,900.		0.
To Fm 990-PF, Pg 1, ln 16a	26,348.	25,623.		2,166.

Form 990-PF	Accounting Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OWEN J FLANAGAN & CO - ACCOUNTING	37,000.	8,029.		19,575.
O'CONNOR DAVIES ET AL - AUDIT	39,925.	8,664.		30,478.
To Form 990-PF, Pg 1, ln 16b	76,925.	16,693.		50,053.

Form 990-PF	Other Professional Fees		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WORKLAB	1,313.	0.		2,438.
ACHIEVE MISSION	4,500.	976.		3,524.
PACHYDERM CONSULTING	31,202.	6,771.		24,432.
BLACKROCK INV ADVISORY	159,701.	159,701.		0.
CALVERT FOUNDATION	39,570.	0.		24,431.
OTHER	2,975.	235.		2,740.
CCM - INVESTMENT ADVISORY	78,354.	78,354.		0.
VOYAGER - INV ADV.	56,570.	56,570.		0.
STATE STREET - INV ADV	78,161.	78,161.		0.
VERISIGHT	3,590.	779.		4,303.
CAMBRIDGE ASSOC. - INV ADV	251,994.	251,994.		0.
STANDARD & POOR'S	12,500.	6,250.		6,250.
CONSULTING 2 NONPROFITS	109,691.	0.		109,691.
VIST INSURANCE BLUEBELL	8,250.	0.		8,250.
DENISE DE MAIO	57,503.	0.		53,628.
TONY PROSCIO	4,900.	0.		4,900.
INSTITUTIONAL SHAREHOLDERS SERVICES	103,250.	51,625.		43,333.
UNDERSTANDING LAB	8,200.	0.		8,200.
KARIN CHAMBERLAIN	8,356.	0.		4,347.
EXPONENT PARTNERS	15,000.	0.		10,000.
COMMONGOOD CAREERS	46,819.	10,300.		36,519.
STATE STREET REIMBURSEMENTS	-46,251.	-23,126.		-24,688.
HUMANTIFIC	48,000.	0.		24,000.
GUIDESTAR	2,500.	0.		2,500.
To Form 990-PF, Pg 1, ln 16c	1,086,648.	678,590.		348,798.

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL EXCISE TAX	275,000.	0.		0.	
To Form 990-PF, Pg 1, ln 18	275,000.	0.		0.	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
CUSTODY FEES	25,927.	25,927.		0.	
EQUIPMENT AND EQUIPMENT REPAIR	27,897.	6,054.		21,264.	
OFFICE EXPENSES	55,097.	11,819.		41,668.	
INSURANCE	26,363.	5,720.		20,643.	
PAYROLL AND BENEFIT PROCESSING	5,210.	1,131.		4,079.	
FILING FEES	25.	0.		25.	
BANK FEES AND INTEREST	6,477.	0.		6,477.	
TEMPORARY HELP	6,490.	1,408.		5,081.	
To Form 990-PF, Pg 1, ln 23	153,486.	52,059.		99,237.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
Description		Amount	
CHANGE IN UNREALIZED APPRECIATION, NET OF DEFERRED TAX		12,657,548.	
Total to Form 990-PF, Part III, line 3		12,657,548.	

Form 990-PF U.S. and State/City Government Obligations Statement 10

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
BLACKROCK LT GOVT/CREDIT BOND FUND	X		9,111,763.	9,111,763.
US GOVERNMENT	X		20,953,343.	20,953,343.
MUNICIPALS		X	20,377,118.	20,377,118.
Total U.S. Government Obligations			30,065,106.	30,065,106.
Total State and Municipal Government Obligations			20,377,118.	20,377,118.
Total to Form 990-PF, Part II, line 10a			50,442,224.	50,442,224.

Form 990-PF Corporate Stock Statement 11

Description	Book Value	Fair Market Value
BLACKROCK EMERGING MARKETS	14,846,777.	14,846,777.
BLACKROCK EAFE EQUITY INDEX FUND	55,862,541.	55,862,541.
STATE STREET GLOBAL ADVISORS	13,237,842.	13,237,842.
BLACKROCK EQUITY INDEX FUND	47,909,213.	47,909,213.
BLACKROCK EXTENDED EQUITY MARKET	13,549,433.	13,549,433.
PANDORA STOCK	147,633.	147,633.
COMMUNITY INDEX COMMINGLED FUND	15,821,666.	15,821,666.
Total to Form 990-PF, Part II, line 10b	161,375,105.	161,375,105.

Form 990-PF Corporate Bonds Statement 12

Description	Book Value	Fair Market Value
BLACKROCK INT TERM CREDIT BOND FUND	15,609,381.	15,609,381.
CORPORATE ISSUES	1,515,584.	1,515,584.
Total to Form 990-PF, Part II, line 10c	17,124,965.	17,124,965.

Form 990-PF	Other Investments	Statement	13
Description	Valuation Method	Book Value	Fair Market Value
MISSION RELATED INSURED DEPOSITS	COST	2,850,000.	2,850,000.
MISSION RELATED LIMITED PARTNERSHIPS	COST	9,517,196.	9,517,196.
Total to Form 990-PF, Part II, line 13		12,367,196.	12,367,196.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	14
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
LEASEHOLD IMPROVEMENTS	446,255.	446,255.	0.
FURNITURE	120,581.	120,581.	0.
EQUIPMENT	16,350.	16,350.	0.
EQUIPMENT	22,693.	22,693.	0.
Total To Fm 990-PF, Part II, ln 14	605,879.	605,879.	0.

Form 990-PF	Other Assets	Statement	15
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
PROGRAM RELATED INVESTMENTS #18	14,911,521.	13,833,470.	13,833,470.
To Form 990-PF, Part II, line 15	14,911,521.	13,833,470.	13,833,470.

Form 990-PF	Other Liabilities	Statement	16
Description	BOY Amount	EOY Amount	
DEFERRED RENT	106,416.	108,518.	
DEFERRED FEDERAL EXCISE TAX	47,542.	354,565.	
Total to Form 990-PF, Part II, line 22	153,958.	463,083.	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 17

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
ANNE WADE C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
CLARA G MILLER C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	PRESIDENT & DIRECTOR 40.00	360,000.	61,944.	0.
KATHLEEN STARR C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	SECRETARY/TREASURER 40.00	275,000.	53,142.	0.
WILLIAM DIETEL C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
BUZZ SCHMIDT C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	CHAIRMAN 4.00	0.	0.	0.
WILLIAM MC CALPIN C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
JAMES JOSEPH C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
JOHN OTTERLEI C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		635,000.	115,086.	0.

PRI Lead Schedule, FY 2012

Organization Legal Name	Principal Activity FY 2012						PRI's Outstanding at 12/31/2011	PRI's Paid 2012	Prepayments/ Repayments Rec'd 2012	Other Adjustments 2012	PRI's Outstanding at 12/31/2012
	PRI's Approved FY 2012										
Adena Ventures, LP							322,976				322,976
Affordable Homes of South Texas							500,000				500,000
Boston Community Loan Fund, Inc							750,000				750,000
SUN Initiative Financing LLC	1,000,000							1,000,000			1,000,000
Bridge Housing Corporation							400,000		(400,000)		
Calvert Social Investment Foundation, Inc							500,000		(500,000)		
Community Loan Fund of New Jersey							400,000		(400,000)		
Community Reinvestment Fund, Inc ¹							1,208,303			49,999	1,258,302
Federation of Appalachian Housing Enterprises							500,000				500,000
Habitat for Humanity International FlexCap 2009-1							589,012		(193,851)		395,161
Habitat for Humanity International II FlexCap 2009-2							1,647,902		(1,320,186)		327,716
Habitat for Humanity International FlexCap 2010-2							453,608		(64,329)		389,278
Habitat for Humanity International FlexCap 2012-1	1,000,000							1,000,000	(31,867)		968,133
Hope Enterprise Corporation							250,000				250,000
Housing Assistance Council							750,000				750,000
Housing Partnership Network ²	6,000,000										
Latino Community Credit Union							200,000				200,000
Meritus Ventures, LP							500,000				500,000
National Federation of Community Development Credit Unions, Inc							1,000,000				1,000,000
Native American Bancorporation Co							300,000				300,000
New Hampshire Community Loan Fund							500,000				500,000
Nonprofit Finance Fund							500,000				500,000
Northwest Louisiana Community Development Fund I, LLC							465,619				465,619
Opportunities Credit Union							250,000				250,000
Pacific Community Ventures Investment Partners III, LLC							500,000		(67,817)		432,183
Penn Venture Partners, LP							250,000				250,000
The Reinvestment Fund, Inc							500,000				500,000
Rural Community Assistance Corporation							500,000				500,000
Self-Help Enterprises							750,000				750,000
SIF Ventures II, L P							374,101				374,101
The Southern Appalachian Fund, LP							400,000				400,000
	\$ 8,000,000						\$ 15,261,527	\$ 2,000,000	\$ (2,978,051)	\$ 49,999	\$ 14,333,470
Notes											
Ties to Authorizations in Board Minutes Ties to PT PRI's Principal account balance @ Ties to PT PRI's Principal account balance @ FYE 2012											
¹ CRF interest accrued reinvested back into PRI principal ² HPHI was approved by board. A letter of commitment was issued contingent on many things one of which was their achieving a successful bid on a Family Mae mortgage portfolio. Their bid was not successful and therefore the loan commitment made null. We never closed on this commitment.											

STMT #18

Schedule of Appropriations and Payments

Fiscal Year 2012

All Grants Approved or Paid in Fiscal Year 2012, or Payable at FYE

All are 501(c)3, except where noted by "n/a" preceding Recipient Name
Batch Authorization Sheets and Board Minutes references are noted, otherwise approved by signed Recommendation

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
All Forney Center 224 West 35th Street, Suite 1102 New York, NY 10001 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
American Academy of Dramatic Arts 120 Madison Avenue New York, NY 10016 501 (c) 3 One-year \$1,000 Directed Grant (Community Service) Approved on Authorization Sheet CSG_2012-12-20	-	1,000	-	-	1,000
American Civil Liberties Foundation of Virginia 530 East Main Street, Ste 310 Richmond, VA 23219 501 (c) 3 One-year \$1,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,500	-	-	1,500
American Civil Liberties Union Foundation 125 Broad Street, 10th Floor New York, NY 10004 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
The Aspen Institute, Inc. One Dupont Circle, NW Suite 700 Washington, DC 20036 501 (c) 3 One-year \$50,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-04 02	-	50,000	-	50,000	-

STMT #19

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Assistance League of Minneapolis - St. Paul 6416 Penn Avenue S Richfield, MN 55423-1141 501 (c) 3 One-year \$1,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,500	-	-	1,500
Buffalo Niagara Medical Campus Innovation Center at 640 Ellicott Street Buffalo, NY 14203 501 (c) 3 6-month \$100,000 Readiness Grant Approved 2/9/2012	-	100,000	-	100,000	-
Buffalo Niagara Medical Campus Innovation Center at 640 Ellicott Street Buffalo, NY 14203 501 (c) 3 One-year \$100,000 Readiness Grant Approved 12/12/2012	-	100,000	-	100,000	-
Cape Eleuthera Foundation, Inc. c/o ISS PO Box 5910 Princeton, NJ 08543 501 (c) 3 One-year \$2,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,000	-	-	2,000
Center for Public Policy Priorities 900 Lydia Street Austin, TX 78702 501 (c) 3 Two-year \$100,000 Legacy Grant Approved on Docket I-a - 2011	50,000	-	-	50,000	-
Center for Responsible Lending 302 W Main St Durham, NC 27701 501 (c) 3 Two-year \$100,000 Legacy Grant Approved on Docket I - 2011	50,000	-	-	50,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Child Care and Learning Center PO Box 520 Washington, VA 22747 501 (c) 3 One-year \$1,000 Directed Grant (Community Service) Approved on Authorization Sheet CSG_2012-12-20	-	1,000	-	-	1,000
Children's Center of New Milford, Inc. 11 Aspetuck Avenue New Milford, CT 06776 501 (c) 3 One-year \$25 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20	-	25	-	-	25
Children's Center of New Milford, Inc. 11 Aspetuck Avenue New Milford, CT 06776 501 (c) 3 One-year \$1,000 Directed Grant (Community Service) Approved on Authorization Sheet CSG_2012-12-20	-	1,000	-	-	1,000
Children's Center of New Milford, Inc. 11 Aspetuck Avenue New Milford, CT 06776 501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	5,000	-	5,000	-
Circle of Friends PO Box 1718 Sisters, OR 97759 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
City First Enterprises, Inc. 1432 U St NW Washington, DC 20009 501 (c) 3 Two-year \$100,000 Legacy Grant Approved on Docket I-a - 2011	50,000	-	-	50,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Coastal Enterprises, Inc. P O Box 268 Wiscasset, ME 04578-0268 501 (c) 3 Two-year \$250,000 Legacy Grant Approved on Docket I-a - 2011	125,000	-	-	125,000	-
Coastal Enterprises, Inc. P O Box 268 Wiscasset, ME 04578-0268 501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	5,000	-	5,000	-
Colonial Williamsburg Foundation PO Box 1776 Williamsburg, VA 23187-1776 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
Community Development Corporation of Brownsville 901 East Levee Street Brownsville, TX 78520 501 (c) 3 Two-year \$130,000 Legacy Grant Approved on Docket I - 2011	65,000	-	-	65,000	-
Community Foundation of Southeastern Massachusetts 63 Union Street New Bedford, MA 02740 501 (c) 3 One-year \$4,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	4,000	-	-	4,000
Community Funds, Inc. 909 Third Avenue New York, NY 10022 501 (c) 3 One-year \$5,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	5,000	-	5,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Community Voices Heard, Inc. 115 East 106th Street, 3rd Floor New York, NY 10029 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
Congregation Beth Simchat Torah of New York, Inc. 57 Bethune Street New York, NY 10014 501 (c) 3 One-year \$2,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,500	-	-	2,500
Consumer Credit Counseling Service of Greater Atlar 270 Peachtree Street, NW Suite 1800 Atlanta, GA 30303 501 (c) 3 One-year \$125,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	125,000	-	125,000	-
* CoopMetrics, Inc. 50A Walnut Ave Andover, MA 01810 <i>Expenditure Responsibility</i> One-year \$150,000 Readiness Grant Approved 12/12/2012	-	150,000	-	150,000	-
Council on Foundations, Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22201 501 (c) 3 One-year \$23,920 Good Citizen Grant Approved on Authorization Sheet GC_2012-07 01	-	23,920	-	23,920	-
Craft3 P O Box 826 203 Howerton Way, SE Ilwaco, WA 98624 501 (c) 3 One-year \$125,000 Legacy Grant Approved on Docket III - 2011	125,000	-	-	125,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Cunningham Dance Foundation, Inc. 55 Bethune Street New York, NY 10014 501 (c) 3 One-year \$300 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	300	-	300	-
Democracy Collaborative Foundation, Inc. 6930 Carroll Ave., Suite 415 Takoma Park, MD 20912 501 (c) 3 One-year \$50,000 Readiness Grant Approved 2/9/2012	-	50,000	-	50,000	-
* Development Action Group 101 Lower Main Road, Observatory Cape Town, South Africa 7925 <i>Expenditure Responsibility</i> 11-month \$50,000 Legacy Grant Approved on Docket III-Addm01 - 2011	50,000	-	-	50,000	-
Disability Fund, Inc. 201 I U Willets Road Albertson, NY 11507-1599 501 (c) 3 One-year \$50,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	50,000	-	50,000	-
Earth Rising, Inc. PO Box 696 Tonganoxie, KS 66086 501 (c) 3 One-year \$2,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,000	-	-	2,000
Easton Mountain, Inc. 391 Herrington Hill Road Greenwich, NY 12834 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Echoing Green Foundation 494 Eighth Avenue, 2nd Floor New York, NY 10001 501 (c) 3 One-year \$100 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	100	-	100	-
Emma Willard School 285 Pawling Avenue Troy, NY 12180 501 (c) 3 One-year \$5,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20	-	5,000	-	5,000	-
Federation of Appalachian Housing, Inc. PO Box 908 Berea, KY 40403 501 (c) 3 One-year \$125,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	125,000	-	125,000	-
FII - National 1203 Preservation Parkway, Suite 100 Oakland, CA 94612 501 (c) 3 One-year \$75,000 Readiness Grant Approved 3/27/2012	-	75,000	-	75,000	-
FII - National 1203 Preservation Parkway, Suite 100 Oakland, CA 94612 501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	5,000	-	5,000	-
Financial Innovations Center, Inc. 20 N Clark, Suite 1950 Chicago, IL 60602 501 (c) 3 One-year \$75,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	75,000	-	75,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
First Nations Development Institute					
351 Coffman Street, Suite 200 Longmont, CO 80501	-	100,000	-	100,000	-
501 (c) 3					
One-year \$100,000 Legacy Grant Approved on Authorization Sheet LG_2012-06 01					
First Nations Oweesta Corporation					
351 Coffman Street, Suite 200 Longmont, CO 80501	-	75,000	-	75,000	-
501 (c) 3					
One-year \$75,000 Legacy Grant Approved on Authorization Sheet LG_2012-06 01					
Food Chain Workers Alliance					
1730 W Olympic Blvd #300 Room K Los Angeles, CA 90015	-	1,000	-	-	1,000
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20					
The Foundation Center					
79 Fifth Avenue New York, NY 10003-3076	-	6,000	-	6,000	-
501 (c) 3					
One-year \$6,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-04 02					
Foundation for Louisiana					
4354 S Sherwood Forest Boulevard Suite 200 Baton Rouge, LA 70816	75,000	-	-	75,000	-
501 (c) 3					
One-year \$75,000 Legacy Grant Approved on Docket III-Addm03 - 2011					
Foundation for Louisiana					
4354 S Sherwood Forest Boulevard Suite 200 Baton Rouge, LA 70816	-	1,500	-	-	1,500
501 (c) 3					
One-year \$1,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Gaylordsville Volunteer Fire Department	-	1,000	-	-	1,000
700 Kent Road					
Gaylordsville, CT 06755					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Germantown Friends School	-	2,000	-	-	2,000
31 West Coulter Street					
Philadelphia, PA 19144					
501 (c) 3					
One-year \$2,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Grantmakers for Effective Organizations	-	5,000	-	5,000	-
1725 DeSales St , NW, Suite 404					
Washington, DC 20036					
501 (c) 3					
One-year \$5,000 Good Citizen Grant					
Approved on Authorization Sheet GC_2012-12-20					
Grants Managers Network, Inc.	-	2,000	-	-	2,000
1666 K Street, NW Suite 440					
Washington, DC 20006					
501 (c) 3					
One-year \$2,000 Good Citizen Grant					
Approved on Authorization Sheet GC_2012-12-20					
Grants Managers Network, Inc.	-	1,000	-	-	1,000
1666 K Street, NW Suite 440					
Washington, DC 20006					
501 (c) 3					
One-year \$1,000 Directed Grant (Community Service)					
Approved on Authorization Sheet CSG_2012-12-20					
Greater Minneapolis Crisis Nursery	-	500	-	-	500
5400 Glenwood Avenue					
Golden Valley, MN 55422					
501 (c) 3					
One-year \$500 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Greenpoint Reformed Church 136 Milton Street Brooklyn, NY 11222-0026 501 (c) 3 One-year \$1,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,500	-	-	1,500
Greens Farms Academy, Inc. 35 Beachside Avenue P O Box 998 Greens Farms, CT 06838 501 (c) 3 One-year \$1,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	1,000	-	1,000	-
Greens Farms Academy, Inc. 35 Beachside Avenue P O Box 998 Greens Farms, CT 06838 501 (c) 3 One-year \$1,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	1,000	-	1,000	-
Greens Farms Academy, Inc. 35 Beachside Avenue P O Box 998 Greens Farms, CT 06838 501 (c) 3 One-year \$1,000 Directed Grant (Community Service) Approved on Authorization Sheet CSG_2012-12-20	-	1,000	-	-	1,000
Greens Farms Academy, Inc. 35 Beachside Avenue P O Box 998 Greens Farms, CT 06838 501 (c) 3 One-year \$4,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	4,000	-	-	4,000
DC Project, Inc. 440 Riverside Drive #122 New York, NY 10027 501 (c) 3 One-year \$30,000 Readiness Grant Approved 6/27/2012	-	30,000	-	30,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
GuideStar USA, Inc. 4801 Courthouse St Suite 220 Williamsburg, VA 23188 501 (c) 3 One-year \$10,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-07 01	-	10,000	-	10,000	-
GuideStar USA, Inc. 4801 Courthouse St Suite 220 Williamsburg, VA 23188 501 (c) 3 One-year \$1,000 Directed Grant (Community Service) Approved on Authorization Sheet CSG_2012-12-20	-	1,000	-	-	1,000
Hastings Historical Society 407 Broadway Hastings-on-Hudson, NY 10706 501 (c) 3 One-year \$300 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	300	-	300	-
Hastings Volunteer Fire Dept Inc. PO Box 241 Hastings, NY 13076 501 (c) 3 One-year \$400 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20	-	400	-	-	400
* Heller Communication Design 100 Jay Street, 12C Brooklyn, NY 11201 <i>Expenditure Responsibility</i> One-year \$35,000 Readiness Grant Approved 10/12/2012	-	35,000	-	35,000	-
Hooker County Community Foundation Inc. PO Box 66 Mullen, NE 69152 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hot Bread Kitchen LTD 1607 Park Avenue New York, NY 10029 501 (c) 3 One-year \$2,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,000	-	-	2,000
Housing Assistance Council 1025 Vermont Avenue, NW, Suite 606 Washington, DC 20005 501 (c) 3 Two-year \$300,000 Legacy Grant Approved on Docket I - 2011	150,000	-	-	150,000	-
The Housing Partnership Network One Washington Mall, 12th Fl Boston, MA 02108 501 (c) 3 One-year \$1,500,000 Philanthropic Equity Grant Approved on Board Minutes BRD_2012-12-04	-	1,500,000	-	-	1,500,000
The Housing Partnership Network One Washington Mall, 12th Fl Boston, MA 02108 501 (c) 3 One-year \$100,000 Research Grant Approved 12/12/2012	-	100,000	-	100,000	-
* Imprint Capital Advisors 605 Market Street, Suite 500 San Francisco, CA 94105 <i>Expenditure Responsibility</i> One-year \$30,000 Research Grant Approved 12/12/2012	-	30,000	-	15,000	15,000
Independent Sector 1602 L Street NW Suite 900 Washington, DC 20036 501 (c) 3 One-year \$11,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-07 01	-	11,000	-	11,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Indiana University Foundation PO Box 660245 Indianapolis, IN 46266-0245 501 (c) 3 One-year \$2,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,000	-	-	2,000
Isles Inc. 10 Wood Street Trenton, NJ 08618 501 (c) 3 One-year \$100 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	100	-	100	-
Johns Hopkins University Office of the President 242 Garland Hall 3400 N Charles Street Baltimore, MD 21218 501 (c) 3 One-year \$1,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	1,000	-	1,000	-
Just Food, Inc. 1155 Avenue of the Americans 3rd Floor New York, NY 10036 501 (c) 3 One-year \$2,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,000	-	-	2,000
Kent State University Foundation 325 Lincoln Street Kent State University Kent, OH 44242 501 (c) 3 One-year \$75,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	75,000	-	75,000	-
* The Kuyasa Fund 3, Wrensch Road, Observatory Cape Town, South Africa <i>Expenditure Responsibility</i> Two-year \$300,000 Legacy Grant Approved on Docket II-c - 2011	150,000	-	-	150,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Local Initiatives Support Corporation 119 South Theobald Street, Suite 109 Greenville, MS 38701-4161 501 (c) 3 One-year \$75,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	75,000	-	75,000	-
Lower Manhattan Cultural Council, Inc. 125 Maiden Lane New York, NY 10038 501 (c) 3 One-year \$20,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-12-20	-	20,000	-	20,000	-
Maine Women's Fund PO Box 5132 Portland, ME 04101 501 (c) 3 One-year \$1,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20	-	1,000	-	-	1,000
Make the Road New York 301 Grove Street Brooklyn, NY 11237 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
Massachusetts Alliance of Portuguese Speakers 1046 Cambridge Street Cambridge, MA 02139 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
MDC, Inc. Post Office Box 17268 Chapel Hill, NC 27516-7268 501 (c) 3 One-year \$1,000 Directed Grant (Community Service) Approved on Authorization Sheet CSG_2012-12-20	-	1,000	-	-	1,000

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
MDC, Inc.	-	2,500	-	-	2,500
Post Office Box 17268					
Chapel Hill, NC 27516-7268					
501 (c) 3					
One-year \$2,500 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Metropolitan Planning Council	-	150,000	-	150,000	-
140 South Dearborn, Suite 1400					
Chicago, IL 60603					
501 (c) 3					
One-year \$150,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
Montclair Operetta Club, Inc.	-	500	-	-	500
494 Valley Road					
Upper Montclair, NJ 07043					
501 (c) 3					
One-year \$500 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Mountain Association for Community Economic Deve	-	100,000	-	100,000	-
433 Chestnut Street					
Berea, KY 40403					
501 (c) 3					
One-year \$100,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
Movement of Youth Incorporated	-	1,000	-	-	1,000
2530 Meridian Parkway, Suite 300					
Durham, NC 27713					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Museum of Modern Art	-	150	-	150	-
11 West 53rd Street					
New York, NY 10019					
501 (c) 3					
One-year \$150 Directed Grant (Matching)					
Approved on Authorization Sheet MG_2012-06-06					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
National American Indian Housing Council					
900 2nd Street NE, Suite 107 Washington, DC 20002	-	50,000	-	50,000	-
501 (c) 3					
One-year \$50,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
The National Center for Fathering, Inc.					
P O Box 413888	-	1,000	-	-	1,000
Kansas City, MO 64141					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
National Committee for Responsive Philanthropy					
1331 H Street NW, Suite 200	-	25,000	-	25,000	-
Washington, DC 20005					
501 (c) 3					
One-year \$25,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
National Community Stabilization Trust, LLC					
910 17th St NW STE 1030	-	150,000	-	150,000	-
Washington, DC 20006					
501 (c) 3					
One-year \$150,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
National Domestic Workers Alliance, Inc.					
330 7th Avenue, 19th Floor	-	1,000	-	-	1,000
New York, NY 10001					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
National Federation of Community Development Crec					
39 Broadway, Suite 2140	-	50,000	-	50,000	-
New York, NY 10006-3003					
501 (c) 3					
One-year \$50,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Native American Community Development Corporation	50,000	-	-	50,000	-
PO Box 3029					
Browning, MT 59417					
501 (c) 3					
Two-year \$100,000 Legacy Grant					
Approved on Docket I-b - 2011					
Native Community Development Financial Institution:	25,000		-	25,000	-
Box 932					
Eagle Butte, SD 57625					
One-year \$25,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
Natural History Museum of the Adirondacks	-	1,000	-	-	1,000
PO Box 897					
Tupper Lake, NY 12986					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Nature Conservancy, Inc.	-	4,000	-	-	4,000
2424 Spruce Street					
Boulder, CO 50302					
501 (c) 3					
One-year \$4,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Neighborhood Economic Development Advocacy Pro	-	75,000	-	75,000	-
176 Grand Street, Suite 300					
New York, NY 10013					
501 (c) 3					
One-year \$75,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04 01					
Neighborhood Housing Services of New York City, In	125,000	-	-	125,000	-
307 West 36th Street, 12th Floor					
New York, NY 10018					
501 (c) 3					
Two-year \$250,000 Legacy Grant					
Approved on Docket I - 2011					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Neighborhood Reinvestment Corporation dba NeighborWorks® America 1325 G Street, NW, Suite 800 Washington, DC 20005	-	250,000	-	250,000	-
501 (c) 3 One-year \$250,000 Philanthropic Equity Grant Approved on Board Minutes BRD_2012-03-06					
Neighborhood Reinvestment Corporation dba NeighborWorks® America 1325 G Street, NW, Suite 800 Washington, DC 20005	-	5,000	-	5,000	-
501 (c) 3 One-year \$5,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-07 01					
New Hampshire Community Loan Fund #7 Wall Street Concord, NH 03301	-	125,000	-	125,000	-
501 (c) 3 One-year \$125,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01					
Newark Public Radio, Inc. 54 Park Place Newark, NJ 07102	-	200	-	200	-
501 (c) 3 One-year \$200 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06					
Nonprofit Coordinating Committee of New York, Inc. 1350 Broadway-Suite 1801 New York, NY 10018-7802	-	3,000	-	3,000	-
501 (c) 3 One-year \$3,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-07 01					
Nonprofit Finance Fund 70 West 36th Street, 11th Floor New York, NY 10018-8007	-	105,000	-	105,000	-
501 (c) 3 7-month \$105,000 Readiness Grant Approved 2/9/2012					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Nonprofit Finance Fund					
70 West 36th Street, 11th Floor New York, NY 10018-8007	-	150,000	-	150,000	-
501 (c) 3					
One-year \$150,000 Readiness Grant Approved 7/27/2012					
Nonprofit Finance Fund					
70 West 36th Street, 11th Floor New York, NY 10018-8007	-	100,000	-	100,000	-
501 (c) 3					
One-year \$100,000 Research Grant Approved 12/12/2012					
Nonprofit Information Networking Association					
112 Water Street Suite 400 Boston, MA 02109	-	75,000	-	75,000	-
501 (c) 3					
One-year \$75,000 Research Grant Approved 3/28/2012					
Nonprofit Information Networking Association					
112 Water Street Suite 400 Boston, MA 02109	-	75,000	-	75,000	-
501 (c) 3					
One-year \$75,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-08 01					
Nonprofit Information Networking Association					
112 Water Street Suite 400 Boston, MA 02109	-	1,000	-	-	1,000
501 (c) 3					
One-year \$1,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20					
North Star Fund, Inc.					
520 Eighth Avenue, #2203 New York, NY 10018	-	1,000	-	-	1,000
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Northern Manhattan Coalition for Immigrant Rights					
665 West 182nd Street New York, NY 10033	-	5,000	-	5,000	-
501 (c) 3					
One-year \$5,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Northern Piedmont Community Foundation		1,000	-	-	1,000
PO Box 182 Warrenton, VA 20188	-				
501 (c) 3					
One-year \$1,000 Directed Grant (Community Service)					
Approved on Authorization Sheet CSG_2012-12-20					
Northern Piedmont Community Foundation		2,200	-	-	2,200
PO Box 182 Warrenton, VA 20188	-				
501 (c) 3					
One-year \$2,200 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Outreach House, Inc.		2,000	-	-	2,000
11 South Park Street Hanover, NH 03755	-				
501 (c) 3					
One-year \$2,000 Directed Grant (Matching)					
Approved on Authorization Sheet MG_2012-12-20					
Pacific Community Ventures		50,000	-	50,000	-
51 Federal Street San Francisco, CA 94107	-				
501 (c) 3					
One-year \$50,000 Research Grant					
Approved 9/5/2012					
Paraprofessional Healthcare Institute, Inc.		100,000	-	100,000	-
400 East Fordham Road, 11th Floor Bronx, NY 10458	-				
501 (c) 3					
One-year \$100,000 Readiness Grant					
Approved 6/27/2012					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Philanthropy New York 79 Fifth Avenue, 4th Floor New York, NY 10003-3076 501 (c) 3 One-year \$15,100 Good Citizen Grant Approved on Authorization Sheet GC_2012-07 01	-	15,100	-	15,100	-
Philanthropy New York 79 Fifth Avenue, 4th Floor New York, NY 10003-3076 501 (c) 3 One-year \$15,100 Good Citizen Grant Approved 11/30/2012	-	15,100	-	15,100	-
Philanthropy Northwest 2101 Fourth Avenue, Suite 650 Seattle, WA 98121 501 (c) 3 One-year \$5,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-12-20	-	5,000	-	5,000	-
Planned Parenthood of Central North Carolina, Inc. P O Box 3258 Chapel Hill, NC 27515-3258 501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	5,000	-	5,000	-
The Pop Tech Institute PO Box 1405 Camden, ME 04843 501 (c) 3 One-year \$1,500 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20	-	1,500	-	-	1,500
The Pop Tech Institute PO Box 1405 Camden, ME 04843 501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	5,000	-	5,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
President & Fellows of Harvard College The Harvard Project on American Indian Economic Development 79 John F Kennedy Street Cambridge, MA 02138 501 (c) 3 One-year \$29,878 Legacy Grant Approved on Docket II-a - 2011 Proyecto Azteca PO Box 27 San Juan, TX 78589 501 (c) 3 One-year \$65,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01 Rappahannock County Band Booster Association c/o David DeBoer, Band Director RCHS 12576 Lee Highway Washington, VA 22747 501 (c) 3 One-year \$300 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20 The Reinvestment Fund, Inc. 1700 Market St , 19th Fl Philadelphia, PA 19103 501 (c) 3 One-year \$500,000 Philanthropic Equity Grant Approved on Board Minutes BRD_2012-06-07 The Reinvestment Fund, Inc. 1700 Market St , 19th Fl Philadelphia, PA 19103 501 (c) 3 One-year \$5,000 Good Citizen Grant Approved on Authorization Sheet GC_2012-12-20 Reinvestment Partners PO Box 1929 Durham, NC 27702 501 (c) 3 Two-year \$150,000 Legacy Grant Approved on Docket I - 2011	-	-	-	(122)	-
	-	65,000	-	65,000	-
	-	300	-	-	300
	-	500,000	-	250,000	250,000
	-	5,000	-	5,000	-
	75,000	-	-	75,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Reinvestment Partners					
PO Box 1929	-	1,000	-	-	1,000
Durham, NC 27702					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
ROC USA LLC	50,000	-	-	50,000	-
7 Wall Street					
Concord, NH 03301					
501 (c) 3					
Two-year \$100,000 Legacy Grant					
Approved on Docket I - 2011					
Rockefeller Philanthropy Advisors, Inc.		20,000	-	20,000	-
6 West 48th Street, 10th Floor					
New York, NY 10036					
501 (c) 3					
One-year \$20,000 Good Citizen Grant					
Approved on Authorization Sheet GC_2012-12-20					
Room for ALL, Inc.	-	1,000	-	-	1,000
P O Box 11495					
Albany, NY 12211					
501 (c) 3					
One-year \$1,000 Directed Grant (Community Service)					
Approved on Authorization Sheet CSG_2012-12-20					
Rural Advancement Foundation International - USA		65,000	-	65,000	-
274 Pittsboro Elementary Road PO Box 640					
Pittsboro, NC 27312					
501 (c) 3					
One-year \$65,000 Legacy Grant					
Approved on Authorization Sheet LG_2012-04-01					
Sacred Heart University		250	-	250	-
5151 Park Avenue					
Fairfield, CT 06432-1000					
501 (c) 3					
One-year \$250 Directed Grant (Matching)					
Approved on Authorization Sheet MG_2012-06-06					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Sadie Nash Leadership Institute 157 Montague Street, 4th Floor Brooklyn, NY 11201 501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	5,000	-	5,000	-
Search Ministries, Inc. 7400 Metro Blvd Suite 210 Edina, MN 55439 501 (c) 3 One-year \$2,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	2,500	-	-	2,500
Shakespeare on the Sound, Inc. PO Box 15 Norwalk, CT 06853 501 (c) 3 One-year \$100 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	100	-	100	-
Simple Goodness 3804 Vincent Avenue S Minneapolis, MN 55410 501 (c) 3 One-year \$5,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-12-20	-	5,000	-	5,000	-
Southern Bancorp Capital Partners 8924 Kanis Road Little Rock, AR 72205 501 (c) 3 One-year \$40,000 Legacy Grant Approved on Authorization Sheet LG_2012-04 01	-	40,000	-	40,000	-
Southern Mutual Help Association, Inc. 3602 Old Jeanerette Road New Iberia, LA 70563 501 (c) 3 One-year \$75,000 Legacy Grant Approved on Authorization Sheet LG_2012-04.01	-	75,000	-	75,000	-

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
St. Louis University High School 4970 Oakland Avenue St Louis, MO 63110 501 (c) 3 One-year \$250 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	250	-	250	-
Stone Barns Restoration Corp. 630 Bedford Road Pocantico Hills, NY 10591 501 (c) 3 One-year \$350 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06	-	350	-	350	-
Sustainability Accounting Standards Board Pier 3, Suite 101 San Francisco, CA 94111 501 (c) 3 One-year \$150,000 Readiness Grant Approved 12/20/2012	-	150,000	-	150,000	-
Texas State Affordable Housing Corporation P O Box 12637 Austin, TX 78711-2637 501 (c) 3 Two-year \$100,000 Legacy Grant Approved on Docket I - 2011	50,000	-	-	50,000	-
Tri State Coalition for Responsible Investing 40 South Fullerton Ave Montclair, NJ 07042 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000
Unitarian Universalist Rowe Camp and Conference C 22 Kings Highway Rowe, MA 01367 501 (c) 3 One-year \$1,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20	-	1,000	-	-	1,000

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
United Neighborhood Houses of New York, Inc. 70 West 36th Street, 5th Floor New York, NY 10018	-	5,000	-	5,000	-
501 (c) 3 One-year \$5,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20					
University of North Carolina at Chapel Hill School of Social Work 301 Pittsboro Street CB 3550 Chapel Hill, NC 27599-3550	-	500	-	500	-
501 (c) 3 One-year \$500 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06					
University System of New Hampshire The Carsey Institute UNH 73 Main Street, Huddleston Hall Durham, NH 03824	-	10,000	-	10,000	-
501 (c) 3 One-year \$10,000 Legacy Grant Approved 1/24/2012					
Urban Ventures Leadership Foundation 3041 Fourth Ave South - Minneapolis, MN 55408-2438	-	2,500	-	-	2,500
501 (c) 3 One-year \$2,500 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20					
Virginia Organizing, Inc. 703 Concord Avenue Charlottesville, VA 22903-5208	-	3,000	-	-	3,000
501 (c) 3 One-year \$3,000 Directed Grant (Staff/Board) Approved on Authorization Sheet BSDG_2012-12-20					
Westmont College Office of College Advancement 955 La Paz Road Santa Barbara, CA 93108	-	5,000	-	5,000	-
501 (c) 3 One-year \$5,000 Directed Grant (Matching) Approved on Authorization Sheet MG_2012-06-06					

Recipient and Grant Info	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Williams College	-	1,000	-	1,000	-
75 Park Street					
Williamstown, MA 01267					
501 (c) 3					
One-year \$1,000 Directed Grant (Matching)					
Approved on Authorization Sheet MG_2012-06-06					
Wilton Library Association, Incorporated	-	500	-	500	-
137 Old Ridgefield Road					
Wilton, CT 06897-3000					
501 (c) 3					
One-year \$500 Directed Grant (Matching)					
Approved on Authorization Sheet MG_2012-06-06					
WNYC Radio	-	570	-	570	-
160 Varick Street					
New York, NY 10013					
501 (c) 3					
One-year \$570 Directed Grant (Matching)					
Approved on Authorization Sheet MG_2012-06-06					
WNYC Radio	-	2,500	-	-	2,500
160 Varick Street					
New York, NY 10013					
501 (c) 3					
One-year \$2,500 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Woodstock Institute	100,000	-	-	100,000	-
29 E Madison, Suite 1710					
Chicago, IL 60602-4566					
501 (c) 3					
Two-year \$200,000 Legacy Grant					
Approved on Docket I - 2011					
Young Life	-	1,000	-	-	1,000
420 N Cascade Ave					
Colorado Springs, CO 80903					
501 (c) 3					
One-year \$1,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Young Mens and Womens Hebrew Association of Wa	-	2,000	-	-	2,000
54 Nagle Avenue					
New York, NY 10040					
501 (c) 3					
One-year \$2,000 Directed Grant (Staff/Board)					
Approved on Authorization Sheet BSDG_2012-12-20					
Grand Total	\$1,340,000.	\$5,779,715.	-	\$5,266,668.	\$1,852,925.

F.B. Heron Foundation
2012 Expenditure Responsibility Activity
Data as of 4/15/2013

1. Organization Name and Address:

CoopMetrics, Inc.
50A Walnut Ave.
Andover, MA 01810

2. Grant's Date and Amount

Grant of \$150,000 approved on 11/1/2011
Payment of \$150,000 made on 12/19/2011

Grant of \$150,000 approved on 12/12/2012
Payment of \$150,000 made on 12/17/2012

3. Purpose of the Grant:

For Grant Approved 11/1/2011:
To develop a portfolio reporting and analysis platform that will aggregate and disseminate financial performance data from grantees/investees.

For Grant Approved 12/12/2012:
Preparedness grant to support Data Visualization development.

4. Grant Amount spent:

The Grants have been expended by the grantee as payments have been made.

5. Any part of the Grant diverted:

No portions of the funds have been diverted from the purpose of the Grant.

6. Date of report(s) received in 2012, if any:

For Grant Approved 11/1/2011:
No report due or rec'd in 2012
Final report due 4/30/2013.

For Grant Approved 12/12/2012:
No report due or rec'd in 2012
Year-end financial statements for FY2013 due 4/30/2014.

7. Date and results of any verification of the Grantee's reports undertaken by or at the direction of the grantor foundation: N/A

STMT # 20

1. Organization Name and Address:

Development Action Group
101 Lower Main Road, Observatory
Cape Town, South Africa 7925

2. Grant's Date and Amount

Grant of \$50,000 approved on 12/8/2011
Payment of \$50,000 made on 1/3/2012

3. Purpose of the Grant:

For the People's Housing Process project in Khayelitsha.

4. Grant Amount spent:

The Grant has been expended by the grantee as payments have been made.

5. Any part of the Grant diverted:

No portions of the funds have been diverted from the purpose of the Grant.

6. Date of report(s) received in 2012, if any:

No report due or recv'd in 2012
Final Report due 3/31/2013 (not yet recv'd)

7. Date and results of any verification of the Grantee's reports undertaken by or at the direction of the grantor foundation:

N/A

1. Organization Name and Address:

Heller Communication Design
100 Jay Street, 12C
Brooklyn, NY 11201

2. Grant's Date and Amount

Grant of \$35,000 approved on 10/12/2012
Payment of \$35,000 made on 10/12/2012

3. Purpose of the Grant:

To support communications work with a cohort of five philanthropic equity candidates to enhance their ability to see and communicate their full enterprise potential to all stakeholders and to define their identities in a way that engages the support they will require, in all its forms.

4. Grant Amount spent:

The Grant has been expended by the grantee as payments have been made.

5. Any part of the Grant diverted:

No portions of the funds have been diverted from the purpose of the Grant.

6. Date of report(s) received in 2012, if any:

No report due or recv'd in 2012.
Final report recv'd 4/4/2013

7. Date and results of any verification of the Grantee's reports undertaken by or at the direction of the grantor foundation:

N/A

1. Organization Name and Address:

Imprint Capital Advisors
605 Market Street, Suite 500
San Francisco, CA 94105

2. Grant's Date and Amount

Grant of \$30,000 approved on 12/12/2012
Payment of \$15,000 made on 12/17/2012

3. Purpose of the Grant:

To provide an initial market map to focus on employment models in the healthcare sector, from small social enterprises to non-profit enterprises to big public companies.

4. Grant Amount spent:

The Grant has been expended by the grantee as payments have been made.

5. Any part of the Grant diverted:

No portions of the funds have been diverted from the purpose of the Grant.

6. Date of report(s) received in 2012, if any:

No report due or rec'd in 2012.
Year-end financials for FY2012 due on 4/30/2013
Year-end financials for FY2013 due on 4/30/2014

7. Date and results of any verification of the Grantee's reports undertaken by or at the direction of the grantor foundation:

N/A

1. Organization Name and Address:

The Kuyasa Fund
3, Wrench Road, Observatory
Cape Town, South Africa

2. Grant's Date and Amount

Grant of \$300,000 approved on 11/1/2011
Payment of \$150,000 made on 12/29/2011
Payment of \$150,000 made on 12/19/2012

3. Purpose of the Grant:

To be used to support microloans to low-income households for home improvement.

4. Grant Amount spent:

The Grant has been expended by the grantee as payments have been made.

5. Any part of the Grant diverted:

No portions of the funds have been diverted from the purpose of the Grant.

6. Date of report(s) received in 2012, if any:

Interim report rec'd 4/19/2012
Interim report rec'd 8/15/2012
Interim report rec'd 10/19/2012
Interim report rec'd 11/19/2012
Interim report rec'd 12/20/2012
Interim Report due 9/1/2013
Final Report due 9/1/2014

7. Date and results of any verification of the Grantee's reports undertaken by or at the direction of the grantor foundation:

N/A

1. Organization Name and Address:

McKinsey & Company, Inc.
55 East 52nd Street, Room 1827
New York, NY 10055

2. Grant's Date and Amount

Grant of \$50,000 approved on 11/1/2011
Payment of \$50,000 made on 12/20/2011

3. Purpose of the Grant:

To support the development of the Social Impact Bond ("SIB") Marketplace by: (1) assessing the size and potential of the US SIB market, (2) supporting SIBs to market; and (3) contributing to the development of a SIB implementation toolbox..

4. Grant Amount spent:

The Grant has been expended by the grantee as payments have been made.

5. Any part of the Grant diverted:

No portions of the funds have been diverted from the purpose of the Grant.

6. Date of report(s) received in 2012, if any:

Final report rec'd 8/22/2012

7. Date and results of any verification of the Grantee's reports undertaken by or at the direction of the grantor foundation:

N/A

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS	050100		.000	16	446,255.			446,255.	446,255.		0.
2	FURNITURE	050100		.000	16	120,581.			120,581.	120,581.		0.
3	EQUIPMENT	050100		.000	16	16,350.			16,350.	16,350.		0.
4	EQUIPMENT	063008		.000	16	22,693.			22,693.	18,154.		4,539.
* Total 990-PF Pg 1 Depr						605,879.		0.	605,879.	601,340.	0.	4,539.

• 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	Employer identification number (EIN) or
	THE F.B. HERON FOUNDATION	13-3647019
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	100 BROADWAY, 17TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10005	

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

04

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

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

The Foundation

• The books are in the care of **100 BROADWAY, 17TH FLOOR - NEW YORK, NY 10005**

Telephone No **(212) 404-1800**

FAX No. ☐

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

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

4 I request an additional 3-month extension of time until **November 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

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

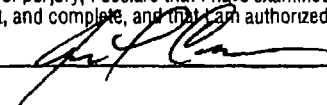
7 State in detail why you need the extension

THE ORGANIZATION IS STILL WAITING FOR K-1S TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	374,198.
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	\$	374,198.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature  Title **CPA** Date **8/9/13**

Form 8868 (Rev. 1-2013)