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

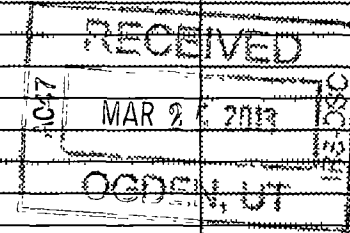
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning

, and ending

Name of foundation FALCONHEAD FOUNDATION		A Employer identification number 13-3946281
Number and street (or P O box number if mail is not delivered to street address) C/O BROWN BROTHERS HARRIMAN TR CO NA	Room/suite	B Telephone number 212-493-8000
City or town, state, and ZIP code 140 BROADWAY-5 FL, NEW YORK, NY 10005		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,336,664. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	63,684.	63,684.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,539.			
	b Gross sales price for all assets on line 6a 494,324.				
	7 Capital gain net income (from Part IV, line 2)		181,539.		
	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					
12 Total. Add lines 1 through 11	245,223.	245,223.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,000.	0.	0.	3,000.
	c Other professional fees STMT 3	26,242.	26,242.	0.	0.
	17 Interest				
	18 Taxes STMT 4	11,874.	1,837.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	93.	93.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	41,209.	28,172.	0.	3,000.
	25 Contributions, gifts, grants paid	175,000.			175,000.
26 Total expenses and disbursements. Add lines 24 and 25	216,209.	28,172.	0.	178,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	29,014.				
b Net investment income (if negative, enter -0-)		217,051.			
c Adjusted net income (if negative, enter -0-)			0.		



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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	73,196.	13,122.	13,122.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations			
b	Investments - corporate stock STMT 6	2,422,094.	2,503,407.	3,323,542.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers)	2,495,290.	2,516,529.	3,336,664.
17	Accounts payable and accrued expenses	7,775.		
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	7,775.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	2,487,515.	2,516,529.	
30	Total net assets or fund balances	2,487,515.	2,516,529.	
31	Total liabilities and net assets/fund balances	2,495,290.	2,516,529.	

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	2,487,515.
2	Enter amount from Part I, line 27a	2	29,014.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,516,529.
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	2,516,529.

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	494,324.	312,785.	181,539.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			181,539.

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	181,539.
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	153,000.	3,006,507.	.050890
2010	154,135.	2,760,551.	.055835
2009	155,950.	2,417,487.	.064509
2008	158,046.	2,963,254.	.053335
2007	150,000.	3,200,281.	.046871

2 Total of line 1, column (d)	2	.271440
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	.054288
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,237,095.
5 Multiply line 4 by line 3	5	175,735.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,171.
7 Add lines 5 and 6	7	177,906.
8 Enter qualifying distributions from Part XII, line 4	8	178,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,171.
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	2,171.
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	2,171.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,520.
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	6,520.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,349.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	2,149.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BROWN BROTHERS HARRIMAN TR CO. NA Telephone no ▶ 212-493-8000 Located at ▶ 140 BROADWAY-5TH FL, 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 ▶		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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). N/A

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

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

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

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

5b		
6b		X
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 7		0.	0.	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
NONE				

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

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

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	3,166,867.
b	Average of monthly cash balances	1b	119,524.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,286,391.
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	3,286,391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,237,095.
6	Minimum investment return. Enter 5% of line 5	6	161,855.

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	161,855.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,171.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,171.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	159,684.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	159,684.
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	159,684.

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	178,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	178,000.
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	2,171.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175,829.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				159,684.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			74,526.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 178,000.				
a Applied to 2011, but not more than line 2a			74,526.	
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				103,474.
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))	0.			0.
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				56,210.
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				

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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2e					
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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BYERS SCHOOL FOUNDATION 210 W. RITTENHOUSE SQ, STE 400 PHILADELPHIA, PA 19103	NONE	501(3)(C)	GENERAL SUPPORT	17,500.
CHURCH OF THE ADVOCATE (GRAND AS PARENTS PROGRAM) 18TH & DIAMOND STREET PHILADELPHIA, PA 19121	NONE	501(3)(C)	GENERAL SUPPORT	10,000.
CRADLES TO CRAYONS 30 CLIPPER ROAD, P.O. BOX 799 PHILADELPHIA, PA 19428	NONE	501(3)(C)	GENERAL SUPPORT	7,500.
DE LA SALLE ACADEMY 202 W 97TH ST, NEW YORK, NY 10025	NONE	501(3)(C)	GENERAL SUPPORT	12,500.
EDUCATING COMMUNITIES FOR PARENTING 211 N 13TH ST, STE 701 PHILADELPHIA, PA 19107	NONE	501(3)(C)	GENERAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)				▶ 3a 175,000.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

Table with 2 main columns: Question (1) and Yes/No. Sub-questions include: 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets to a noncharitable exempt organization, etc.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes '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: [Signature] Date: 3-16-13 Title: PRESIDENT

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

Paid Preparer Use Only section containing: Print/Type preparer's name (ANNA-LIESE ANDERSON), Preparer's signature, Date (4/1/13), Check self-employed, Firm's name (BROWN BROTHERS HARRIMAN TRUST CO., N.A.), Firm's EIN (20-4592596), Firm's address (140 BROADWAY - 5TH FL NEW YORK, NY 10005), Phone no (212-493-1818), PTIN (P00804632).

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EPISCOPAL COMMUNITY SERVICES 225 S THIRD ST, PHILADELPHIA, PA 19106	NONE	501(3)(C)	GENERAL SUPPORT	16,000.
ETHIOPIA READS PO BOX 581302 MINNEAPOLIS, MN 55458	NONE	501(3)(C)	GENERAL SUPPORT	5,000.
GARY KLINSKY CHILDREN'S SERVICE 285 SCHERMERHORN STREET BROOKLYN, NY 11217	NONE	501(3)(C)	GENERAL SUPPORT	3,000.
GESU SCHOOL 1700 WEST THOMPSON STREET PHILADELPHIA, PA 19121	NONE	501(3)(C)	GENERAL SUPPORT	7,500.
GLOBAL AIDS INTERFAITH ALLIANCE P.O. BOX 29110 SAN FRANCISCO, CA 94129	NONE	501(3)(C)	GENERAL SUPPORT	10,000.
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	NONE	501(3)(C)	GENERAL SUPPORT	12,500.
HARLEM SCHOOL OF THE ARTS 645 SAINT NICHOLAS AVENUE NEW YORK, NY 10030	NONE	501(3)(C)	GENERAL SUPPORT	4,000.
ICE HOCKEY IN HARLEM, INC 1460 BROADWAY, ROOM 04-06 NEW YORK, NY 10036	NONE	501(3)(C)	GENERAL SUPPORT	3,000.
KIDS SMILES 5828 MARKET ST PHILADELPHIA, PA 19139	NONE	501(3)(C)	GENERAL SUPPORT	15,000.
MASTERY CHARTER SCHOOLS 35 SOUTH 4TH STREET PHILADELPHIA, PA 19106	NONE	501(3)(C)	GENERAL SUPPORT	10,000.
Total from continuation sheets				117,500.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE ATTACHED STATMENT - BROWN BROTHERS HARRIMAN A	P	VARIOUS	VARIOUS
b SEE ATTACHED STATMENT - BROWN BROTHERS HARRIMAN A	P	VARIOUS	VARIOUS
c CLASS ACTION PROCEEDS - MARSH & MCLENNAN	P	VARIOUS	03/26/12
d CAPITAL GAINS DIVIDENDS			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 45,812.		30,585.	15,227.
b 435,434.		282,200.	153,234.
c 2,928.			2,928.
d 10,150.			10,150.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			15,227.
b			153,234.
c			2,928.
d			10,150.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	181,539.
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

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO
Realized Gain/Loss Report

Run on 2/1/2013 3:47:21 PM

Start Date: 01/01/2012

End Date: 12/31/2012

Account: 1091004175
FALCONHEAD FOUNDATION INC

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
79 SHARES OF EBAY INC	08/27/2012	11/18/2011	3,715.05	2,373.76	1,341.29 Covered
271 SHARES OF EBAY INC	08/28/2012	11/18/2011	12,732.29	8,142.90	4,589.39 Covered
225 SHARES OF EBAY INC	09/06/2012	12/16/2011	11,020.51	6,729.75	4,290.76 Covered
125 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/05/2012	12/16/2011	11,321.85	7,197.50	4,124.35 Covered
175 SHARES OF DENTSPLY INTL INC	12/12/2012	12/16/2011	7,022.59	6,140.75	881.84 Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			45,812.29	30,584.66	15,227.63
** LONG TERM CAPITAL GAIN (LOSS)					
75 SHARES OF ECOLAB INC	01/19/2012	02/08/2010	4,517.48	3,291.54	1,225.94
125 SHARES OF ECOLAB INC	01/19/2012	02/10/2010	7,529.13	5,480.45	2,048.68
100 SHARES OF ECOLAB INC	01/19/2012	02/12/2010	6,023.30	4,152.88	1,870.42
113 SHARES OF ECOLAB INC	02/01/2012	02/12/2010	6,848.60	4,692.75	2,155.85
48 SHARES OF ECOLAB INC	02/02/2012	04/15/2009	2,912.91	1,794.09	1,118.82
37 SHARES OF ECOLAB INC	02/02/2012	02/12/2010	2,245.36	1,536.57	708.79
11 SHARES OF VISA INC- CL A SHARES	02/03/2012	12/06/2010	1,175.84	853.11	322.73
122 SHARES OF VISA INC- CL.A SHARES	02/03/2012	12/07/2010	13,041.17	9,486.32	3,554.85
67 SHARES OF VISA INC- CL A SHARES	02/06/2012	12/06/2010	7,171.50	5,196.20	1,975.30
100 SHARES OF VISA INC- CL.A SHARES	02/09/2012	12/06/2010	11,313.40	7,755.53	3,557.87
100 SHARES OF VISA INC- CL.A SHARES	02/09/2012	12/16/2010	11,313.39	7,594.70	3,718.69
225 SHARES OF VISA INC- CL.A SHARES	02/27/2012	12/16/2010	26,317.80	17,088.08	9,229.72
75 SHARES OF VISA INC- CL.A SHARES	03/26/2012	12/16/2010	9,004.55	5,696.02	3,308.53
85 SHARES OF VISA INC- CL.A SHARES	03/26/2012	03/23/2011	10,205.16	6,121.86	4,083.30 Covered
50 SHARES OF VISA INC- CL.A SHARES	03/27/2012	03/23/2011	5,999.79	3,601.09	2,398.70 Covered
28 SHARES OF VISA INC- CL.A SHARES	03/28/2012	03/23/2011	3,361.37	2,016.62	1,344.75 Covered
12 SHARES OF VISA INC- CL.A SHARES	04/03/2012	03/23/2011	1,439.61	864.26	575.35 Covered
166 SHARES OF	04/17/2012	12/17/2010	20,289.99	11,244.94	9,045.05

VISA INC- CL.A SHARES						
81 SHARES OF ECOLAB INC	04/17/2012	04/14/2009	5,074.46	3,009.28	2,065.18	
77 SHARES OF ECOLAB INC	04/17/2012	04/15/2009	4,823.86	2,878.03	1,945.83	
147 SHARES OF ECOLAB INC	04/18/2012	04/14/2009	9,191.80	5,461.29	3,730.51	
36 SHARES OF ECOLAB INC	04/20/2012	04/14/2009	2,241.51	1,337.46	904.05	
111 SHARES OF ECOLAB INC	04/25/2012	04/14/2009	6,923.23	4,123.83	2,799.40	
109 SHARES OF VISA INC- CL.A SHARES	04/26/2012	12/17/2010	13,344.89	7,383.72	5,961.17	
250 SHARES OF WAL-MART STORES INC	06/07/2012	09/29/2008	16,493.01	14,722.50	1,770.51	
250 SHARES OF WAL-MART STORES INC	07/02/2012	09/29/2008	17,310.28	14,722.50	2,587.78	
175 SHARES OF WAL-MART STORES INC	07/17/2012	09/26/2006	12,769.73	8,562.75	4,206.98	
50 SHARES OF WAL-MART STORES INC	07/17/2012	09/29/2008	3,648.50	2,944.50	704.00	
50 SHARES OF WAL-MART STORES INC	07/17/2012	02/25/2010	3,648.49	2,683.60	964.89	
175 SHARES OF WAL-MART STORES INC	07/27/2012	09/26/2006	13,050.90	8,562.75	4,488.15	
76 SHARES OF WAL-MART STORES INC	08/03/2012	09/26/2006	5,666.16	3,718.68	1,947.48	
149 SHARES OF WAL-MART STORES INC	08/06/2012	09/26/2006	11,109.14	7,290.57	3,818.57	
150 SHARES OF WAL-MART STORES INC	08/08/2012	09/26/2006	11,170.26	7,339.50	3,830.76	
31 SHARES OF DIAGEO PLC- SPONSORED ADR	08/21/2012	10/15/2009	3,300.26	1,938.07	1,362.19	
125 SHARES OF DIAGEO PLC- SPONSORED ADR	08/21/2012	02/26/2010	13,307.51	8,105.57	5,201.94	
44 SHARES OF DIAGEO PLC- SPONSORED ADR	08/22/2012	10/15/2009	4,686.89	2,750.81	1,936.08	
25 SHARES OF DIAGEO PLC- SPONSORED ADR	08/22/2012	10/16/2009	2,663.01	1,562.45	1,100.56	
32 SHARES OF EBAY INC	09/06/2012	06/13/2011	1,567.36	955.90	611.46	Covered
68 SHARES OF EBAY INC	09/07/2012	06/13/2011	3,331.27	2,031.30	1,299.97	Covered
76 SHARES OF EBAY INC	09/21/2012	01/07/2009	3,797.64	1,111.73	2,685.91	
175 SHARES OF EBAY INC	09/21/2012	06/13/2011	8,744.57	5,227.60	3,516.97	Covered
79 SHARES OF LIBERTY VENTURES - RTS	09/18/2012	01/07/2009	929.24	170.86	758.38	
.5 SHARES OF LIBERTY VENTURES SER A	08/28/2012	01/07/2009	23.71	4.29	19.42	
147 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/05/2012	08/18/2011	13,314.49	8,017.10	5,297.39	Covered
95 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	08/18/2011	8,249.09	5,181.12	3,067.97	Covered
33 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	09/06/2011	2,865.47	1,729.45	1,136.02	Covered
384 SHARES OF WASTE MANAGEMENT INC	11/06/2012	08/13/2008	12,373.69	13,589.76	1,216.07-	
205 SHARES OF WASTE MANAGEMENT INC	11/07/2012	08/13/2008	6,558.82	7,254.95	696.13-	
185 SHARES OF WASTE MANAGEMENT INC	11/08/2012	08/13/2008	5,914.81	6,547.15	632.34-	
76 SHARES OF WASTE MANAGEMENT INC	11/21/2012	08/13/2008	2,429.71	2,689.64	259.93-	

194 SHARES OF EBAY INC	12/06/2012	01/07/2009	10,084.67	2,837.83	7,246.84
231 SHARES OF EBAY INC	12/11/2012	01/07/2009	12,018.85	3,379.07	8,639.78
237 SHARES OF LIBERTY VENTURES SER A	12/11/2012	01/07/2009	13,984.49	2,033.93	11,950.56
125 SHARES OF AUTOMATIC DATA PROCESSING INC	12/12/2012	06/30/1997	7,202.33	2,580.33	4,622.00
50 SHARES OF DENTSPLY INTL INC	12/12/2012	10/29/2008	2,006.45	1,495.11	511.34
125 SHARES OF JOHNSON & JOHNSON	12/12/2012	11/18/2009	8,903.56	7,798.33	1,105.23
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			435,434.46	282,200.32	153,234.14

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN-DOMESTIC	73,834.	10,150.	63,684.
TOTAL TO FM 990-PF, PART I, LN 4	<u>73,834.</u>	<u>10,150.</u>	<u>63,684.</u>

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEE	3,000.	0.	0.	3,000.
TO FORM 990-PF, PG 1, LN 16B	<u>3,000.</u>	<u>0.</u>	<u>0.</u>	<u>3,000.</u>

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	26,242.	26,242.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	<u>26,242.</u>	<u>26,242.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,837.	1,837.	0.	0.
FEDERAL TAX	10,037.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<u>11,874.</u>	<u>1,837.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	93.	93.	0.	0.
TO FORM 990-PF, PG 1, LN 23	93.	93.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER-BUSCH INBEV SPN ADR	38,268.	65,558.
AUTOMATIC DATA PROCESSING	23,739.	65,470.
BAXTER INTL INC	99,154.	139,986.
BBH INTERNATIONAL EQUITY FUND	175,000.	188,762.
BERKSHIRE HATHAWAY INC	118,012.	201,825.
CHUBB CORP	74,350.	116,746.
COMCAST CORP CL A	112,752.	179,328.
DELL INC	50,479.	45,630.
DENTSPLY INTL INC	49,156.	70,308.
DIAGEO PLC- SPONSORED ADR	67,294.	134,067.
EBAY INC	16,419.	68,796.
ECOLAB INC	0.	0.
EOG RESOURCES INC	82,928.	108,711.
HENRY SCHEIN INC COM STK	47,576.	60,315.
JOHNSON & JOHNSON	60,808.	68,348.
LIBERTY INTERACTIVE A	14,634.	93,480.
LONGLEAF PARTNERS SMALL CAP FD	75,000.	94,215.
MICROSOFT CORP	73,323.	73,452.
NESTLE S A SPONS ADR	98,549.	140,116.
NOVARTIS AG - ADR	118,725.	134,513.
OCCIDENTAL PETROLEUM	51,647.	76,610.
PEPSICO INC	53,581.	75,273.
PROGRESSIVE CORP OHIO	80,380.	96,005.
SOUTHWSTN ENERGY CO	80,278.	73,502.
T ROWE PRICE INST HIGH YIELD	30,000.	31,930.
T ROWE PRICE NEW ASIA FUND	75,000.	76,969.
TARGET CORP	93,575.	109,465.
US BANCORP	109,538.	149,320.
VISA INC CL.A SHARES	0.	0.
WAL-MART STORES INC	37,921.	52,878.
WASTE MANAGEMENT INC.	95,208.	93,629.
WELLS FARGO & CO	91,363.	102,540.
BED BATH & NEYOND INC	29,051.	27,955.
GOOGLE INC CL A	108,883.	130,158.

CELANESE CORP SERIES A	41,719.	43,016.
PRAXAIR INC	44,186.	46,516.
QUALCOMM INC	84,911.	88,150.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,503,407.	3,323,542.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIB	PLAN EXPENSE	ACCOUNT
RODNEY D. DAY, III 630 CARISBROOKE ROAD BRYN MAWR, PA 190103622	PRESIDENT 0.75	0.	0.	0.	0.
EVELYN S. DAY 630 CARISBROOKE ROAD BRYN MAWR, PA 190103622	VP, SECRETARY, TREASURER 0.75	0.	0.	0.	0.
EVELYN DAY LASRY 1150 FIFTH AVENUE, APARTMENT 8E NEW YORK, NY 10128	VICE PRESIDENT 0.50	0.	0.	0.	0.
ALLISON DAY LANNI 2929 BERKLEY ROAD ARDMORE, PA 19003	VICE PRESIDENT 0.50	0.	0.	0.	0.
HILARY DAY MANER 123 LOWRY'S LAND ROSEMONT, PA 19010	VICE PRESIDENT 0.50	0.	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.	0.