Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation HEINZ FAMILY FOUNDATION	**A Employer identification number** 25-1689382
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 625 LIBERTY AVENUE, SUITE 3200	**B** Telephone number 412-497-5775
City or town, state, and ZIP code PITTSBURGH, PA 15222	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 117,095,904. **J** Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,093,756.	1,342,885.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,402,964.			STATEMENT 1
	b Gross sales price for all assets on line 6a 11,281,092.				
	7 Capital gain net income (from Part IV, line 2)		4,497,597.		
	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	8,812.	69,249.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	5,505,532.	5,909,731.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,089.	2,404.		45,685.
	14 Other employee salaries and wages	482,932.	23,141.		459,791.
	15 Pension plans, employee benefits	212,050.	10,603.		201,447.
	16a Legal fees STMT 3	50,778.	1,331.		49,447.
	b Accounting fees STMT 4	20,248.	1,012.		19,236.
	c Other professional fees STMT 5	280,520.	287,954.		0.
	17 Interest		7,756.		
	18 Taxes STMT 6	94,966.	1,364.		0.
	19 Depreciation and depletion	48,829.	2,441.		
	20 Occupancy	289,133.	14,457.		274,676.
	21 Travel, conferences, and meetings	11,102.	555.		10,547.
	22 Printing and publications	8,166.	408.		7,758.
	23 Other expenses STMT 7	123,738.	288,361.		117,708.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,670,551.	641,787.		1,186,295.
	25 Contributions, gifts, grants paid	2,020,563.			2,222,563.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,691,114.	641,787.		3,408,858.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,814,418.			
	b **Net investment income** (if negative, enter -0-)		5,267,944.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing	1,432.	1,561.	1,561.
	2 Savings and temporary cash investments	7,651,571.	7,427,832.	7,427,832.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	42,585,579.	43,896,644.	53,271,522.
	c Investments - corporate bonds STMT 9	12,240,461.	10,180,648.	11,718,058.
	11 Investments - land, buildings, and equipment basis ▶ 2,011,833.			
	Less accumulated depreciation ▶ 1,952,608.	72,450.	59,225.	59,225.
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	479,590.	479,590.	479,590.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	34,739,467.	37,447,639.	44,138,116.
	16 **Total assets** (to be completed by all filers)	97,770,550.	99,493,139.	117,095,904.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	320,000.	210,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	4,184,029.	4,092,200.	
	23 **Total liabilities** (add lines 17 through 22)	4,504,029.	4,302,200.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	93,266,521.	95,190,939.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	93,266,521.	95,190,939.	
	31 **Total liabilities and net assets/fund balances**	97,770,550.	99,493,139.	

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	93,266,521.
2 Enter amount from Part I, line 27a	2	1,814,418.
3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR CASH BASIS GRANTS	3	110,000.
4 Add lines 1, 2, and 3	4	95,190,939.
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	95,190,939.

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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	SALES (SEE STMT 15)	P	VARIOUS	VARIOUS
b	PASSTHROUGH FROM PARTNERSHIPS (SEE STMT 15)			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,849,420.		5,964,728.	2,970,314.
b				1,527,283.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,970,314.
b				1,527,283.
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4,497,597.
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	3,752,262.	110,658,906.	.033908
2010	4,148,170.	96,238,086.	.043103
2009	6,261,364.	82,894,281.	.075534
2008	9,410,890.	94,683,237.	.099393
2007	6,793,656.	99,195,895.	.068487

2 Total of line 1, column (d)	2	.320425
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	.064085
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	112,897,993.
5 Multiply line 4 by line 3	5	7,235,068.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,679.
7 Add lines 5 and 6	7	7,287,747.
8 Enter qualifying distributions from Part XII, line 4	8	3,442,681.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	105,359.
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	105,359.
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	105,359.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	104,323.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	144,323.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	38,964.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 38,964. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ROSE GIBSON Telephone no. ▶ 412-497-5775

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? PART VIII	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)? — 5b: No X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		48,089.	14,490.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
*KIM O'DELL - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	DIRECTOR/HEINZ AWARDS 39.60	106,585.	34,221.	0.
*MARGARET JONES - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA	ASSISTANT CONTROLLER 33.60	60,433.	15,037.	0.
*JONATHAN GREENE - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA	PROGRAM OFFICER/HEINZ AWARDS 40.00	54,297.	7,118.	0.

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

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*SEE STATEMENT 19

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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
HEINZ FAMILY OFFICE - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	CONTRACTED EMPLOYEE SERVICES	616,586.
BURSON-MARSTELLER - FOUR GATEWAY CENTER, 3RD FLOOR, PITTSBURGH, PA 15222	AWARDS PROGRAM PUBLIC RELATIONS SER	70,000.
SANDS CAPITAL MANAGEMENT P.O. BOX 1821, MERRIFIELD, VA 22116	INVESTMENT CONSULTING SERVICES	64,572.
REED SMITH, LLP P.O. BOX 360074M, PITTSBURGH, PA 15251	LEGAL SERVICES	45,598.
CAMBRIDGE ASSOCIATES LLC P.O. BOX 83232, CHICAGO, IL 60691	INVESTMENT CONSULTING SERVICES	40,000.
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 SEE STATEMENT 18	1,667,213.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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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	107,413,619.
b	Average of monthly cash balances	1b	7,203,633.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	114,617,252.
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	114,617,252.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,719,259.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	112,897,993.
6	**Minimum investment return.** Enter 5% of line 5	6	5,644,900.

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

1	Minimum investment return from Part X, line 6	1	5,644,900.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 105,359.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	105,359.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,539,541.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,539,541.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,539,541.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,408,858.
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	33,823.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,442,681.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,442,681.

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				5,539,541.
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 1,969,922.				
b From 2008 4,702,000.				
c From 2009 2,127,674.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	8,799,596.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 3,442,681.				
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				3,442,681.
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).)	2,096,860.			2,096,860.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,702,736.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,702,736.			
10 Analysis of line 9:				
a Excess from 2008 4,575,062.				
b Excess from 2009 2,127,674.				
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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

TERESA HEINZ

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

NONE

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

Check here ▶ ☒ 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:

SEE STATEMENT 20

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

SEE STATEMENT 20

c Any submission deadlines:

SEE STATEMENT 20

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

SEE STATEMENT 20

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 17				2,222,563.
Total			▶ 3a	2,222,563.
b Approved for future payment				
SEE STATEMENT 17				210,000.
Total			▶ 3b	210,000.

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12-05-12

Form **990-PF** (2012)

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,093,756.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<812.>	01	9,624.	
8 Gain or (loss) from sales of assets other than inventory	900003	9,356.	18	4,393,608.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		8,544.		5,496,988.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,505,532.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Rose Gibson | 11/12/13 | ▶ Controller

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL M. COMSTOCK	M M. Cstk, CPA	11/12/13		P00474378
Firm's name ▶ SISTERSON & CO. LLP			Firm's EIN ▶ 25-1467156	
Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219			Phone no. 412-281-2025	

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,281,092.	6,878,128.	0.	0.	4,402,964.

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

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

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,402,964.

FORM 990-PF | OTHER INCOME | STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	8,812.	10,407.	
OTHER INCOME FROM PARTNERSHIPS	0.	58,842.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,812.	69,249.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	50,778.	1,331.		49,447.
TO FM 990-PF, PG 1, LN 16A	50,778.	1,331.		49,447.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX SERVICES	20,248.	1,012.		19,236.
TO FORM 990-PF, PG 1, LN 16B	20,248.	1,012.		19,236.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	260,520.	267,954.		0.
INVESTMENT CONSULTING	20,000.	20,000.		0.
TO FORM 990-PF, PG 1, LN 16C	280,520.	287,954.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - FLOW THROUGH FROM PARTNERSHIPS	0.	1,364.		0.
FEDERAL INCOME TAX	94,966.	0.		0.
TO FORM 990-PF, PG 1, LN 18	94,966.	1,364.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	19,166.	958.		18,208.
RESEARCH EXPENSES	2,684.	0.		2,684.
MISC. OFFICE EXPENSE	11,247.	562.		10,685.
OFFICE SUPPLIES	4,740.	237.		4,503.
DUES AND SUBSCRIPTIONS	300.	15.		285.
POSTAGE AND MESSENGER SERVICES	17,240.	862.		16,378.
TELEPHONE/FAX	36,349.	1,817.		34,532.
PROGRAM CONSULTING	425.	0.		425.
FLOWTHROUGH FROM PARTNERSHIPS	0.	282,331.		0.
EQUIPMENT & FURNITURE MAINTENANCE	31,577.	1,579.		29,998.
FELLOWSHIP CONSULTING EXPENSE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	123,738.	288,361.		117,708.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HJ HEINZ STOCK	1,131.	602,468.
MAYO CAPITAL - AWARDS (8A)	3,755,797.	4,611,285.
MAYO CAPITAL - T&J (8B)	2,645,740.	3,110,263.
SANDS - AWARDS (8C)	3,262,723.	6,661,652.
SANDS - T&J (8D)	2,398,012.	4,324,490.
FOREIGN EQUITIES	21,387,633.	23,495,548.
VANGUARD ST BOND INDEX FUND - T&J	2,045,997.	2,034,912.
MAYO CAPITAL - T&J (CONVERTIBLE BOND)	50,798.	44,130.
BOSTON TRUST SMALL CAP FUND - AWARDS	3,403,245.	3,438,672.
BOSTON TRUST SMALL CAP FUND - T & J	1,430,028.	1,444,914.
OAKMARK INCOME AND EQUITY FUND - EXETER	852,252.	849,258.
OAKMARK INCOME AND EQUITY FUND - YALE	2,663,288.	2,653,930.
TOTAL TO FORM 990-PF, PART II, LINE 10B	43,896,644.	53,271,522.

Asset detail

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
10,000	AT&T Inc (T)	$ 33.7100	$ 337,100.00	$ 245,031.05	$ 92,068.95	$ 18,000.00	5.3%	5.7%
2,500	Abbott Laboratories (ABT)	65.5000	163,750.00	110,349.70	53,400.30	1,400.00	0.9	2.8
1,000	Aetna Inc (AET)	46.3100	46,310.00	43,678.26	2,631.74	800.00	1.7	0.8
1,000	American Express Company (AXP)	57.4800	57,480.00	52,095.80	5,384.20	800.00	1.4	1.0
1,000	American International Group Inc (AIG)	35.3000	35,300.00	32,500.00	2,800.00	0.00	0.0	0.6
1,000	Anadarko Petroleum Corp (APC)	74.3100	74,310.00	40,741.10	33,568.90	360.00	0.5	1.3
4,000	Archer Daniels Midland Co (ADM)	27.3900	109,560.00	112,344.70	-2,784.70	2,800.00	2.6	1.9
1,000	The Bank Of New York Mellon (BK) Corporation (BNY Mellon)	25.7000	25,700.00	26,932.10	-1,232.10	520.00	2.0	0.4
300	The Boeing Company (BA)	75.3600	22,608.00	22,152.36	455.64	582.00	2.6	0.4
4,000	CVS Caremark Corporation (CVS)	48.3500	193,400.00	146,808.25	46,591.75	3,600.00	1.9	3.3

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,000	Centurytel Inc (CTL)	39.1200	117,360.00	115,732.80	1,627.20	8,700.00	7.4	2.0
5,000	Cisco Systems Inc (CSCO)	19.6494	98,247.00	92,976.15	5,270.85	2,800.00	2.9	1.7
2,000	Citigroup Inc (C)	39.5600	79,120.00	63,000.00	16,120.00	80.00	0.1	1.4
7,000	Comcast Corp Cl A (CMCSA)	37.3600	261,520.00	116,249.19	145,270.81	4,550.00	1.7	4.5
14,000	Delta Air Lines Inc (DAL)	11.8700	166,180.00	143,498.60	22,681.40	0.00	0.0	2.8
2,500	E M C Corp Mass (EMC)	25.3000	63,250.00	66,975.00	-3,725.00	0.00	0.0	1.1
2,500	Express Scripts Holdings, Inc. (ESRX)	54.0000	135,000.00	132,743.45	2,256.55	0.00	0.0	2.3
5,000	Frontier Communications Corporation (FTR)	4.2800	21,400.00	23,453.50	-2,053.50	2,000.00	9.4	0.4
6,000	General Electric Company (GE)	20.9900	125,940.00	74,917.25	51,022.75	4,560.00	3.6	2.1
1,000	General Motors Co (GM)	28.8300	28,830.00	27,401.70	1,428.30	0.00	0.0	0.5
100	Google Inc (GOOG)	707.3800	70,738.00	62,898.71	7,839.29	0.00	0.0	1.2
2,500	Hess Corporation (HES)	52.9600	132,400.00	125,846.35	6,553.65	1,000.00	0.8	2.3
400	International Business Machines (IBM) Corporation	191.5500	76,620.00	50,089.72	26,530.28	1,360.00	1.8	1.3
1,500	International Paper Co (IP)	39.8400	59,760.00	52,174.17	7,585.83	1,800.00	3.0	1.0
1,000	JP Morgan Chase & Co (JPM)	43.9691	43,969.10	38,964.00	5,005.10	1,200.00	2.7	0.8
9,000	Kroger Co (KR)	26.0200	234,180.00	191,747.10	42,432.90	5,400.00	2.3	4.0
1,500	Metlife Inc (MET)	32.9400	49,410.00	53,875.00	-4,465.00	1,110.00	2.3	0.8
6,500	Microsoft Corporation (MSFT)	26.7097	173,613.05	146,303.95	27,309.10	5,980.00	3.4	3.0
1,500	The Mosaic Company (MOS)	56.6300	84,945.00	67,765.60	17,179.40	1,500.00	1.8	1.5
6,000	Mylan Laboratories Inc (MYL)	27.4500	164,700.00	55,690.30	109,009.70	0.00	0.0	2.8
1,000	Occidental Petroleum Corp (OXY)	76.6100	76,610.00	87,791.90	-11,181.90	2,160.00	2.8	1.3
7,500	Pfizer Inc (PFE)	25.0793	188,094.75	125,807.05	62,287.70	7,200.00	3.8	3.2
1,000	State Street Corp (STT)	47.0100	47,010.00	42,383.20	4,626.80	960.00	2.0	0.8
1,000	The Travelers Companies Inc (TRV)	71.8200	71,820.00	28,934.01	42,885.99	1,840.00	2.6	1.2
1,500	US Bancorp (USB)	31.9400	47,910.00	37,600.05	10,309.95	1,170.00	2.4	0.8

STATEMENT 8A

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,000	Valero Energy Corp New (VLO)	34.1200	34,120.00	29,504.20	4,615.80	700.00	2.1	0.6
Total U.S. large cap			**$ 3,718,264.90**	**$ 2,886,956.27**	**$ 831,308.63**	**$ 84,932.00**		**63.3%**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,500	Omnicare Inc (OCR)	$ 36.1000	$ 126,350.00	$ 99,577.45	$ 26,772.55	$ 1,470.00	1.2%	2.2%
15,000	Saic Inc (SAI)	11.3200	169,800.00	230,738.81	-60,938.81	7,200.00	4.2	2.9
Total U.S. mid cap			**$ 296,150.00**	**$ 330,316.26**	**$ -34,166.26**	**$ 8,670.00**		**5.0%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,000	Bunge Limited (BG)	$ 72.6900	$ 72,690.00	$ 62,344.05	$ 10,345.95	$ 1,080.00	1.5%	1.2%
5,500	Barrick Gold Corp (ABX)	35.0100	192,555.00	99,931.50	92,623.50	4,400.00	2.3	3.3
1,000	Goldcorp Inc New (GG)	36.7000	36,700.00	44,758.00	-8,058.00	540.00	1.5	0.6
1,500	Potash Corp Of Saskatchewan Inc (POT)	40.6900	61,035.00	64,871.50	-3,836.50	1,260.00	2.1	1.0
4,000	Suncor Energy Inc (SU)	32.9800	131,920.00	117,374.95	14,545.05	2,096.00	1.6	2.3
9,000	Talisman Energy Inc (TLM)	11.3300	101,970.00	149,244.95	-47,274.95	2,430.00	2.4	1.7
Total developed international			**$ 596,870.00**	**$ 538,524.95**	**$ 58,345.05**	**$ 11,806.00**		**10.2%**
Total equities			**$ 4,611,284.90**	**$ 3,755,797.48**	**$ 855,487.42**	**$ 105,408.00**		**78.5%**

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
6,000	AT&T Inc (T)	$ 33.7100	$ 202,260.00	$ 149,488.30	$ 52,771.70	$ 10,800.00	5.3%	5.2%
1,500	Abbott Laboratories (ABT)	65.5000	98,250.00	69,594.65	28,655.35	840.00	0.9	2.5
1,000	Aetna Inc (AET)	46.3100	46,310.00	42,540.80	3,769.20	800.00	1.7	1.2
500	American Express Company (AXP)	57.4800	28,740.00	26,047.90	2,692.10	400.00	1.4	0.7
1,000	American International Group Inc (AIG)	35.3000	35,300.00	32,500.00	2,800.00	0.00	0.0	0.9
800	Anadarko Petroleum Corp (APC)	74.3100	59,448.00	33,123.40	26,324.60	288.00	0.5	1.5
2,500	Archer Daniels Midland Co (ADM)	27.3900	68,475.00	71,894.95	-3,419.95	1,750.00	2.6	1.8
2,500	Bank Of America Corporation (BAC)	11.6100	29,025.00	31,840.50	-2,815.50	100.00	0.3	0.7
300	Berkshire Hathaway Inc Del Cl B (BRK.B)	89.7000	26,910.00	24,099.47	2,810.53	0.00	0.0	0.7
200	The Boeing Company (BA)	75.3600	15,072.00	14,768.24	303.76	388.00	2.6	0.4
3,000	CVS Caremark Corporation (CVS)	48.3500	145,050.00	115,416.64	29,633.36	2,700.00	1.9	3.7
2,000	Centurytel Inc (CTL)	39.1200	78,240.00	69,871.15	8,368.85	5,800.00	7.4	2.0
2,500	Cisco Systems Inc (CSCO)	19.6494	49,123.50	47,622.95	1,500.55	1,400.00	2.9	1.3
1,500	Citigroup Inc (C)	39.5600	59,340.00	45,971.10	13,368.90	60.00	0.1	1.5
4,500	Comcast Corp Cl A (CMCSA)	37.3600	168,120.00	72,707.55	95,412.45	2,925.00	1.7	4.3
9,000	Delta Air Lines Inc (DAL)	11.8700	106,830.00	93,565.30	13,264.70	0.00	0.0	2.7
1,000	E M C Corp Mass (EMC)	25.3000	25,300.00	9,631.35	15,668.65	0.00	0.0	0.7
1,500	Express Scripts Holdings, Inc. (ESRX)	54.0000	81,000.00	78,748.20	2,251.80	0.00	0.0	2.1
4,000	General Electric Company (GE)	20.9900	83,960.00	93,249.10	-9,289.10	3,040.00	3.6	2.2
500	General Motors Co (GM)	28.8300	14,415.00	13,700.85	714.15	0.00	0.0	0.4
100	Google Inc (GOOG)	707.3800	70,738.00	62,898.71	7,839.29	0.00	0.0	1.8
1,800	Hess Corporation (HES)	52.9600	95,328.00	93,387.21	1,940.79	720.00	0.8	2.4
300	International Business Machines (IBM) Corporation	191.5500	57,465.00	38,336.97	19,128.03	1,020.00	1.8	1.5
1,000	International Paper Co (IP)	39.8400	39,840.00	33,336.40	6,503.60	1,200.00	3.0	1.0
6,000	Kroger Co (KR)	26.0200	156,120.00	129,987.45	26,132.55	3,600.00	2.3	4.0

STATEMENT 8B

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,000	Marsh & McLennan Cos Inc (MMC)	34.4700	34,470.00	26,860.00	7,610.00	920.00	2.7	0.9
1,000	Metlife Inc (MET)	32.9400	32,940.00	37,006.05	-4,066.05	740.00	2.3	0.8
4,500	Microsoft Corporation (MSFT)	26.7097	120,193.65	106,612.10	13,581.55	4,140.00	3.4	3.1
1,000	The Mosaic Company (MOS)	56.6300	56,630.00	47,261.60	9,368.40	1,000.00	1.8	1.5
3,500	Mylan Laboratories Inc (MYL)	27.4500	96,075.00	43,695.60	52,379.40	0.00	0.0	2.5
300	Occidental Petroleum Corp (OXY)	76.6100	22,983.00	22,677.60	305.40	648.00	2.8	0.6
1,000	Oracle Corp (ORCL)	33.3200	33,320.00	30,894.25	2,425.75	240.00	0.7	0.9
5,000	Pfizer Inc (PFE)	25.0793	125,396.50	97,067.20	28,329.30	4,800.00	3.8	3.2
500	State Street Corp (STT)	47.0100	23,505.00	21,191.60	2,313.40	480.00	2.0	0.6
500	Total S.A. ADR (TOT)	52.0100	26,005.00	26,667.35	-662.35	1,253.50	4.8	0.7
1,000	The Travelers Companies Inc (TRV)	71.8200	71,820.00	39,088.84	32,731.16	1,840.00	2.6	1.8
1,000	Valero Energy Corp New (VLO)	34.1200	34,120.00	28,939.55	5,180.45	700.00	2.1	0.9
Total U.S. large cap			**$ 2,518,117.65**	**$ 2,022,290.88**	**$ 495,826.77**	**$ 54,592.50**		**64.4%**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,500	Omnicare Inc (OCR)	$ 36.1000	$ 90,250.00	$ 71,886.10	$ 18,363.90	$ 1,050.00	1.2%	2.3%
10,000	Saic Inc (SAI)	11.3200	113,200.00	154,150.15	-40,950.15	4,800.00	4.2	2.9
Total U.S. mid cap			**$ 203,450.00**	**$ 226,036.25**	**$ -22,586.25**	**$ 5,850.00**		**5.2%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
500	Bunge Limited (BG)	$ 72.6900	$ 36,345.00	$ 30,241.35	$ 6,103.65	$ 540.00	1.5%	0.9%
3,500	Barrick Gold Corp (ABX)	35.0100	122,535.00	95,234.93	27,300.07	2,800.00	2.3	3.1
500	Goldcorp Inc New (GG)	36.7000	18,350.00	22,379.00	-4,029.00	270.00	1.5	0.5
1,500	Potash Corp Of Saskatchewan Inc (POT)	40.6900	61,035.00	67,073.95	-6,038.95	1,260.00	2.1	1.6

Developed international
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,500	Suncor Energy Inc (SU)	32.9800	82,450.00	75,477.35	6,972.65	1,310.00	1.6	2.1
6,000	Talisman Energy Inc (TLM)	11.3300	67,980.00	107,005.95	-39,025.95	1,620.00	2.4	1.7
Total developed international			**$ 388,695.00**	**$ 397,412.53**	**$ -8,717.53**	**$ 7,800.00**		**9.9%**

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,000	General Motors Co Preferred Convertible Until 12/1/2013	$ 44.1300	$ 44,130.00	$ 50,798.25	$ -6,668.25	$ 2,375.00	5.4%	1.1%
Total other equity			**$ 44,130.00**	**$ 50,798.25**	**$ -6,668.25**	**$ 2,375.00**		**1.1%**
Total equities			**$ 3,154,392.65**	**$ 2,696,537.91**	**$ 457,854.74**	**$ 70,617.50**		**80.7%**
Less: General Motors Convertible Bond			(44,130.00)	(50,798.25)				
Total Amount included as Corporate Stock			3,110,262.65	2,645,739.66				

STATEMENT 8B

Asset detail

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,500	Alexion Pharmaceuticals Inc (ALXN)	$ 93.7400	$ 234,350.00	$ 76,584.48	$ 157,765.52	$ 0.00	0.0%	3.5%
3,200	Allergan Inc (AGN)	91.7300	293,536.00	173,326.40	120,209.60	640.00	0.2	4.4
2,150	Amazon.Com Inc (AMZN)	250.8700	539,370.50	145,288.66	394,081.84	0.00	0.0	8.1
1,025	Apple Inc (AAPL)	532.1730	545,477.33	60,317.67	485,159.66	10,865.00	2.0	8.2
2,500	Cerner Corp (CERN)	77.5100	193,775.00	190,701.12	3,073.88	0.00	0.0	2.9
525	Chipotle Mexican Grill Inc (CMG) Cl A	297.4600	156,166.50	134,825.48	21,341.02	0.00	0.0	2.3
3,300	Coach Inc (COH)	55.5100	183,183.00	191,152.59	-7,969.59	3,960.00	2.2	2.7
3,600	Fmc Technologies Inc (FTI)	42.8300	154,188.00	72,198.36	81,989.64	0.00	0.0	2.3
7,000	Facebook Inc. (FB)	26.6197	186,337.90	216,296.27	-29,958.37	0.00	0.0	2.8
1,900	F5 Networks Inc (FFIV)	97.1500	184,585.00	180,612.13	3,972.87	0.00	0.0	2.8

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
700	Google Inc (GOOG)	707.3800	495,166.00	158,918.52	336,247.48	0.00	0.0	7.4
1,250	Intercontinentalexchange Inc (ICE)	123.8100	154,762.50	70,393.16	84,369.34	0.00	0.0	2.3
300	Intuitive Surgical Inc (ISRG)	490.3700	147,111.00	22,129.17	124,981.83	0.00	0.0	2.2
4,800	Las Vegas Sands Corp (LVS)	46.1600	221,568.00	34,487.38	187,080.62	18,000.00	8.1	3.3
2,400	National Oilwell Varco Inc. (NOV)	68.3500	164,040.00	76,442.10	87,597.90	1,248.00	0.8	2.5
4,000	Nike Inc Class B Stock (NKE)	51.6000	206,400.00	108,221.24	98,178.76	1,680.00	0.8	3.1
1,900	Praxair Inc (PX)	109.4500	207,955.00	173,910.39	34,044.61	4,180.00	2.0	3.1
350	Priceline.Com Inc (PCLN)	620.3900	217,136.50	161,303.69	55,832.81	0.00	0.0	3.3
3,950	Qualcomm Inc (QCOM)	61.8596	244,345.42	144,481.92	99,863.50	3,950.00	1.6	3.7
1,000	Regeneron Pharmaceuticals Inc (REGN)	171.0700	171,070.00	55,864.25	115,205.75	0.00	0.0	2.6
2,900	Salesforce.Com Inc (CRM)	168.1000	487,490.00	114,681.29	372,808.71	0.00	0.0	7.3
3,400	Southwestern Energy Co (SWN)	33.4100	113,594.00	125,067.82	-11,473.82	0.00	0.0	1.7
3,400	Starbucks Corp (SBUX)	53.6300	182,342.00	55,347.75	126,994.25	2,856.00	1.6	2.7
3,650	Visa Inc-Class A Shrs (V)	151.5800	553,267.00	187,084.70	366,182.30	4,818.00	0.9	8.3
Total U.S. large cap			**$ 6,237,216.65**	**$ 2,929,636.54**	**$ 3,307,580.11**	**$ 52,197.00**		**93.2%**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,000	Athenahealth Inc (ATHN)	$ 73.2900	$ 73,290.00	$ 69,044.83	$ 4,245.17	$ 0.00	0.0%	1.1%
2,300	Biomarin Pharmaceutical Inc (BMRN)	49.2000	113,160.00	98,690.11	14,469.89	0.00	0.0	1.7
Total U.S. mid cap			**$ 186,450.00**	**$ 167,734.94**	**$ 18,715.06**	**$ 0.00**		**2.8%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,696	A S M L Holding N.V. (ASML)	$ 64.3900	$ 237,985.44	$ 165,351.31	$ 72,634.13	$ 2,487.41	1.0%	3.6%
Total developed international			**$ 237,985.44**	**$ 165,351.31**	**$ 72,634.13**	**$ 2,487.41**		**3.6%**
Total equities			**$ 6,661,652.09**	**$ 3,262,722.79**	**$ 3,398,929.30**	**$ 54,684.41**		**99.6%**

Asset detail

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,600	Alexion Pharmaceuticals Inc (ALXN)	$ 93.7400	$ 149,984.00	$ 50,948.25	$ 99,035.75	$ 0.00	0.0%	3.4%
2,100	Allergan Inc (AGN)	91.7300	192,633.00	122,308.87	70,324.13	420.00	0.2	4.4
1,350	Amazon.Com Inc (AMZN)	250.8700	338,674.50	117,156.16	221,518.34	0.00	0.0	7.8
675	Apple Inc (AAPL)	532.1730	359,216.78	97,065.01	262,151.77	7,155.00	2.0	8.2
1,700	Cerner Corp (CERN)	77.5100	131,767.00	129,173.05	2,593.95	0.00	0.0	3.0
350	Chipotle Mexican Grill Inc (CMG) Cl A	297.4600	104,111.00	89,957.40	14,153.60	0.00	0.0	2.4
2,100	Coach Inc (COH)	55.5100	116,571.00	124,088.12	-7,517.12	2,520.00	2.2	2.7
2,300	Fmc Technologies Inc (FTI)	42.8300	98,509.00	54,544.68	43,964.32	0.00	0.0	2.3
4,600	Facebook Inc. (FB)	26.6197	122,450.62	144,059.32	-21,608.70	0.00	0.0	2.8
1,300	F5 Networks Inc (FFIV)	97.1500	126,295.00	121,929.60	4,365.40	0.00	0.0	2.9
450	Google Inc (GOOG)	707.3800	318,321.00	159,905.05	158,415.95	0.00	0.0	7.3
800	Intercontinentalexchange Inc (ICE)	123.8100	99,048.00	50,976.55	48,071.45	0.00	0.0	2.3

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
200	Intuitive Surgical Inc (ISRG)	490.3700	98,074.00	14,794.40	83,279.60	0.00	0.0	2.3
3,100	Las Vegas Sands Corp (LVS)	46.1600	143,096.00	42,342.23	100,753.77	11,625.00	8.1	3.3
1,600	National Oilwell Varco Inc. (NOV)	68.3500	109,360.00	65,054.76	44,305.24	832.00	0.8	2.5
2,600	Nike Inc Class B Stock (NKE)	51.6000	134,160.00	76,302.22	57,857.78	1,092.00	0.8	3.1
1,200	Praxair Inc (PX)	109.4500	131,340.00	116,300.31	15,039.69	2,640.00	2.0	3.0
225	Priceline.Com Inc (PCLN)	620.3900	139,587.75	106,861.42	32,726.33	0.00	0.0	3.2
2,550	Qualcomm Inc (QCOM)	61.8596	157,741.98	96,878.58	60,863.40	2,550.00	1.6	3.6
650	Regeneron Pharmaceuticals Inc (REGN)	171.0700	111,195.50	38,415.09	72,780.41	0.00	0.0	2.6
1,900	Salesforce.Com Inc (CRM)	168.1000	319,390.00	101,986.50	217,403.50	0.00	0.0	7.3
2,200	Southwestern Energy Co (SWN)	33.4100	73,502.00	81,879.35	-8,377.35	0.00	0.0	1.7
2,200	Starbucks Corp (SBUX)	53.6300	117,986.00	35,849.00	82,137.00	1,848.00	1.6	2.7
2,375	Visa Inc-Class A Shrs (V)	151.5800	360,002.50	142,166.15	217,836.35	3,135.00	0.9	8.3
Total U.S. large cap			**$ 4,053,016.63**	**$ 2,180,942.07**	**$ 1,872,074.56**	**$ 33,817.00**		**92.9%**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
600	Athenahealth Inc (ATHN)	$ 73.2900	$ 43,974.00	$ 41,825.50	$ 2,148.50	$ 0.00	0.0%	1.0%
1,500	Biomarin Pharmaceutical Inc (BMRN)	49.2000	73,800.00	63,969.07	9,830.93	0.00	0.0	1.7
Total U.S. mid cap			**$ 117,774.00**	**$ 105,794.57**	**$ 11,979.43**	**$ 0.00**		**2.7%**

STATEMENT 8D

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,387	A S M L Holding N.V. (ASML)	$ 64.3900	$ 153,698.93	$ 111,275.19	$ 42,423.74	$ 1,606.45	1.0%	3.5%
Total developed international			**$ 153,698.93**	**$ 111,275.19**	**$ 42,423.74**	**$ 1,606.45**		**3.5%**
Total equities			**$ 4,324,489.56**	**$ 2,398,011.83**	**$ 1,926,477.73**	**$ 35,423.45**		**99.1%**

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT 14	10,180,648.	11,718,058.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,180,648.	11,718,058.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

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

FORM 990-PF	OTHER ASSETS	STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARK ST. V CAP. PRIVATE EQUITY	1,339,187.	1,256,600.	1,040,929.
PARK ST. VI CAP. PRIVATE EQUITY	1,602,000.	1,553,100.	1,670,183.
PARK ST VII CAP. PRIVATE EQUITY	1,554,000.	1,520,600.	1,588,832.
PARK ST VIII CAP. PRIVATE EQUITY	1,372,300.	1,432,200.	1,736,501.
TUCKER ANTHONY II	872,420.	805,392.	263,173.
TUCKER ANTHONY III	1,278,575.	1,196,485.	501,397.
TUCKER ANTHONY IV	1,121,982.	1,028,779.	648,013.
PARK STREET NATURAL RESOURCES	1,077,594.	911,901.	877,624.
DAVIDSON KEMPNER	945,000.	945,000.	2,304,697.
STARK ASSET MGMT (SHEPHARD)	694,135.	525,717.	389,362.
KENSICO PARTNERS	848,288.	848,288.	3,357,589.
COATUE PARTNERS	400,000.	400,000.	1,610,152.
THE TAP FUND	2,700,000.	4,200,000.	4,096,656.
CANYON VALUE REALIZATION FUND	2,500,000.	2,500,000.	3,584,912.
MASON CAPITAL, LTD	2,500,000.	2,500,000.	3,023,892.
NORTH RUN OFFSHORE PARTNERS	1,000,000.	1,000,000.	1,237,990.
PARK ST IX CAP. PRIVATE EQUITY	1,079,700.	1,354,300.	1,482,184.
VANGUARD TIPS	2,854,286.	2,469,277.	2,989,878.
MAVERICK STABLE FUND, LTD	4,500,000.	4,500,000.	4,733,084.
BARLOW PARTNERS OFFSHORE, LTD	4,500,000.	4,500,000.	4,853,630.
SENATOR GLOBAL OPPORTUNITY OFFSHORE	0.	2,000,000.	2,147,438.
TO FORM 990-PF, PART II, LINE 15	34,739,467.	37,447,639.	44,138,116.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CAPITAL LEASE PAYABLE	650.	0.
AGENCY LIABILITIES	4,183,379.	4,092,200.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,184,029.	4,092,200.

Heinz Family Foundaton
Board of Directors
12/31/2012

Name and Address	Title and Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Teresa Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chair/CEO 416 hours/year	None	None	None
Andre Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 40 hours/year	None	None	None
Wendy Mackenzie 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Secretary 40 hours/year	None	None	None
Jack E. Kime 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Financial Officer 384 hours/year	None	None	None
*John R. Taylor (1/1/12 - 6/18/12) 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Investment Officer 96 hours/year	$ 12,085	$ 2,638	None
*Andrew Eberhart (6/18/12 - 12/31/12) 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Investment Officer 112 hours/year	$ -	$ -	None
*Rose Gibson 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Treasurer 520 hours/year	$ 36,004	$ 11,852	None

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

Heinz Family Foundaton
Heinz Awards Board of Directors
12/31/2012

Name and Address	Title and Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Teresa Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 416 hours/year	None	None	None
Andre Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Ronald Davenport 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Arie Kopelman 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Wendy Mackenzie 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 40 hours/year	None	None	None
Linda K. Smith, Esq 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 60 hours/year	None	None	None
Theodore H. Stebbins, Jr. 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
TOTALS (PART VIII OF 990-PF)		**$ 48,089**	**$ 14,490**	**$ -**

Heinz Family Foundaiton
EIN: 25-1689382
CORPORATE BOND DETAIL
12/31/2012

Bonds

	12/31/12 Cost	12/31/12 FMV
Awards Fund		
Mellon Capital Mgmt	7,610,617	8,946,101
T&J Fund		
Mellon Capital Mgmt	2,475,000	2,664,113
Subtotal	**10,085,617**	**11,610,214**

T-Bills/T-Notes

	12/31/12 Cost	12/31/12 FMV
T&J Fund		
US Treasury Notes 4 0%, maturity date 2/15/15	95,031	107,844
Subtotal	95,031	107,844
Grand Total	10,180,648	11,718,058

THE HEINZ FAMILY FOUNDATION

2012 TAX RETURN

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

Description	Method acquired	Date acquired	Date sold	Gross sales price	Cost basis	Gain (Loss)
SALES/LIQUIDATIONS						
MELLON TRUST ACTIVITY	P/D	VARIOUS	VARIOUS	8,849,420	5,964,728	2,884,692
CAPITAL GAIN DISTRIBUTIONS						
HEINZ EXETER SCHOLARSHIP FUND						20,757
HEINZ YALE SCHOLARSHIP FUND						64,865
						2,970,314
FLOWTHROUGH FROM PARTNERSHIPS:						
FLOWTHROUGH FROM DAVIDSON KEMPNER INST PARTNERS						109,655
FLOWTHROUGH FROM PARK STREET CAPITAL P E VIII						160,984
FLOWTHROUGH FROM PARK STREET CAPITAL P E VI - AWARDS FUND						102,874
FLOWTHROUGH FROM PARK STREET CAPITAL P E. VI - T & J FUND						34,291
FLOWTHROUGH FROM PARK STREET CAPITAL P E V - AWARDS FUND						492,596
FLOWTHROUGH FROM PARK STREET CAPITAL P E V - T & J FUND						82,101
FLOWTHROUGH FROM TUCKER ANTHONY P E IV - T & J FUND						22,520
FLOWTHROUGH FROM TUCKER ANTHONY P E IV - AWARDS FUND						135,125
FLOWTHROUGH FROM TUCKER ANTHONY P E III - AWARDS FUND						89,834
FLOWTHROUGH FROM PARK STREET CAPITAL P E VII - T & J FUND						12,879
FLOWTHROUGH FROM PARK STREET CAPITAL P E VII - AWARDS FUND						38,636
FLOWTHROUGH FROM TUCKER ANTHONY P E III - T & J FUND						11,229
FLOWTHROUGH FROM TUCKER ANTHONY P E II						69,339
FLOWTHROUGH FROM PARK STREET CAPITAL P E IX						27,337
FLOWTHROUGH FROM PARK STREET CAPITAL NATURAL RESOURCES - T & J FUND						27,577
FLOWTHROUGH FROM PARK STREET CAPITAL NATURAL RESOURCES - AWARDS FUND						110,306
						1,527,283
				8,849,420	5,964,728	4,497,597

P = Purchased

D = Donated

HEINZ FAMILY FOUNDATION
EIN: 25-1689382
YEAR ENDED: DECEMBER 31,2012

FORM 990-PF

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

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	1,414,881
FURNITURE & FIXTURES	596,952
SUBTOTAL FIXED ASSETS	2,011,833
LESS: ACCUMULATED DEPRECIATION	(1,952,608)
NET FIXED ASSETS	59,225

DEPRECIATION EXPENSE FOR 12/31/12 WAS $48,829

HEINZ FAMILY FOUNDATION
FORM 990-PF
EIN: 25-1689382
YEAR ENDED: 12/31/2012

SCHEDULE OF GRANTS PAID
AND GRANTS PAYABLE

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending 2012
Climate Solutions 1402 Third Avenue, Suite 1305 Seattle, WA 98101 *designated payment by KC Golden, 2012 Heinz Awards Winner - Public Policy* $75,000.00	501(c)(3)-509(a)(1) 2012	$0.00	$75,000.00	$0.00	$75,000.00	$0.00
Dr. Richard Jackson 827 Levering AvenueApartment 402 Los Angeles, CA 90024 *2012 Heinz Award Winner - Environment* $215,000.00	2012	$0.00	$215,000.00	$0.00	$215,000.00	$0.00
Historical Society of Western Pennsylvania 1212 Smallman Street Pittsburgh, PA 15222 *for the Senator John Heinz History Center* $2,475.00	501(c)(3)-509(a)(1) 2012	$0.00	$2,475.00	$0.00	$2,475.00	$0.00
KC Golden 322 29th Avenue Seattle, WA 98122 *2012 Heinz Award Winner - Public Policy* $175,000.00	2012	$0.00	$175,000.00	$0.00	$175,000.00	$0.00
Mason Bates 130 Newton Drive Burlingame, CA 94010 *2012 Heinz Award Winner - Arts and Humanities* $250,000.00	2012	$0.00	$250,000.00	$0.00	$250,000.00	$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending 2012
Regents of the University of California Los Angeles UCLA-FSPHRm. 56-070 CHSBox 951772 Los Angeles, CA 90095-1772 *designated payment by Dr. Richard Jackson, 2012 Heinz Awards winner-Environment*	501(c)(3)-509(a)(1)	$0.00	$35,000.00	$0.00	$35,000.00	$0.00
$35,000.00	2012					
University of Maryland Foundaiton, Inc. c/o UMBC FoundationOffice of Institutional Advancement1000 Hilltc Baltimore, MD 21250 *designated payment by Dr. Freeman Hrabowski, 2012 Heinz Awards Winner - Human Condition*	501(c)(3)-509(a)(1)	$0.00	$250,000.00	$0.00	$250,000.00	$0.00
$250,000.00	2012					
Zagaya 2340 Powell Street, Suite 288 Emeryville, CA 94608 *designated payment by Dr. Jay Keasling, 2012 Heinz Awards Winner - Technology, the Economy and Employment*		$0.00	$250,000.00	$0.00	$250,000.00	$0.00
$250,000.00	2012					
Grand Total (8 items)		$0.00	$1,252,475.00	$0.00	$1,252,475.00	$0.00

Heinz Family Foundation
Exeter Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Phillips Exeter Academy 20 Main Street Exeter, NH 03833-2460 *for scholarships for the 2012-2013 academic year* $42,000.00	501(c)(3)-509(a)(1) 2012	$0.00	$42,000.00	$0.00	$42,000.00	$0.00
Grand Total (1 item)		$0.00	$42,000.00	$0.00	$42,000.00	$0.00

Heinz Family Foundation
Yale Scholarship Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Yale University Office of the Recording SecretaryP.O. Box 2038 New Haven, CT 06521 *for the 2012-2013 undergraduate scholarships* $160,000.00	501(c)(3)-509(a)(1) 2012	$0.00	$160,000.00	$0.00	$160,000.00	$0.00
Grand Total (1 item)		$0.00	$160,000.00	$0.00	$160,000.00	$0.00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
American Academy of Arts and Sciences Norton's Woods136 Irving Street Cambridge, MA 02138 *for general operating support* $2,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,500 00	$0.00	$2,500 00	$0 00
American Jewish Committee Philadelphia/Southern New Jersey Office30 S 15th Street, Suite 801 Philadelphia, PA 19102 *for the 2012 National Courage of Belief Award event* $5,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Arts for the Aging, Inc. 12320 Parklawn Drive Rockville, MD 20852 *for the 24th Annual Benefit Gala* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
The Breast Cancer Research Foundation, Inc. 60 East 56 Street, 8th Floor New York, NY 10022 *for the 2012 Boston Hot Pink Party* $10,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Brookings Institution 1775 Massachusetts Avenue NW Washington, DC 20036 *for general operating support* $25,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$25,000 00	$0 00	$25,000 00	$0 00
Cancer Resource Foundation Inc. c/o Boston Prostate Cancer Walk225 Cedar Hill RoadSuite 200 Marlborough, MA 01752 *for the 2012 Boston Prostate Cancer Walk* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Capitol Restoration Trust Fund Main Capitol BuildingRoom 630 Harrisburg, PA 17120 *for the Catherine Baker Knoll Memorial Fund* $2,500 00	Government Entity 2012	$0 00	$2,500 00	$0 00	$2,500 00	$0 00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Carnegie Institute Museum of Art4400 Forbes Avenue Pittsburgh, PA 15213 *for the Fellows Fund* $1,250 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,250 00	$0 00	$1,250 00	$0 00
Carnegie Institute Museum of Art4400 Forbes Avenue Pittsburgh, PA 15213 *for the 2012 Art in Bloom event* $1,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,500 00	$0 00	$1,500 00	$0 00
Carnegie Institute 4400 Forbes Avenue Pittsburgh, PA 15213 *for the 2012 Annual Giving Campaign* $25,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$25,000 00	$0 00	$25,000 00	$0 00
Carnegie Mellon University Corporate and Foundation Relations5000 Forbes Avenue Pittsburgh, PA 15213-3890 *for the 2011-2012 Trustee Annual Fund* $25,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$25,000 00	$0 00	$25,000 00	$0 00
Colonel Daniel Marr Boys and Girls Club New England Women's Leadership Awards1135 Dorchester Avenue Dorchester, MA 02125 *for the 2012 New England Women's Leadership Awards Program* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Community Foundation for Nantucket P O Box 204 Nantucket, MA 02554 *for general operating support* $5,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Council on Foreign Relations 58 East 68th Street New York, NY 10021 *for the Annual Fund* $5,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Council on Foreign Relations 58 East 68th Street New York, NY 10021 *for the Annual Fund* $10,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$10,000 00	$0 00	$10,000 00	$0 00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Dana-Farber Cancer Institute 450 Brookline Avenue Boston, MA 02215-5450 *for general operating support* $1,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,500 00	$0 00	$1,500 00	$0 00
East Harlem School at Exodus 309 East 103rd Street New York, NY 10029 *for the 2012 Fall Benefit* $5,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
East Side House Settlement 337 Alexander Avenue Bronx, NY 10454 *for the Winter Antiques Show* $2,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
Grist Magazine, Inc. 710 Second Avenue, Suite 860 Seattle, WA 98104 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Harlem Children's Zone 35 East 125th StreetSuite 405 New York, NY 10035 *for general operating support* $5,000 00	501(c)(3)-509(a)(2) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Hearth, Inc. 1640 Washington Street Boston, MA 02118 *for the 2012 Annual Meeting event* $2,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
Herring Gut Learning Center P O Box 286 Port Clyde, ME 04855 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Holt-Elwell Memorial Foundation P O Box 9 East Hebron, NH 03241 *for Camp Mowglis* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
International Conservation Caucus Foundation 25786 Georgetown Station Washington, DC 20027-8786 *for the 2012 Oceans Gala* $10,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Jefferson Awards for Public Service 100 West 10th StreetSuite 215 Wilmington, DE 19801-1665 *for the Jefferson Awards* $5,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Jewish Federation of Greater Pittsburgh 234 McKee Place Pittsburgh, PA 15213-3999 *for the 2012 Pursuer of Peace Award event* $1,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,500 00	$0 00	$1,500 00	$0 00
Lee Pesky Learning Center, Inc. 3324 Elder Street Boise, ID 83705-4713 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Lung Cancer Allliance P O Box 418372 Boston, MA 02241-8372 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Nantucket Conservation Foundation, Inc. PO Box 13118 Cliff Road Nantucket, MA 02554-0013 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Nantucket Land Council PO Box 502 Nantucket, MA 02554 *for the Bartlett's Farm Project* $10,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Nantucket Sustainable Development Corporation P O Box 1244 Nantucket, MA 02554 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
National Gallery of Art 6th & Constitution Washington, DC 20565 *for the annual Circle Fund* $10,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Natural Resources Defense Council Inc 40 West 20th Street New York, NY 10011 *for general operating support* $2,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,000 00	$0 00	$2,000 00	$0 00
New York Pops, Inc. 333 West 52nd StreetSuite 600 New York, NY 10019-6238 *for the 29th Birthday Gala* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
New York Restoration Project 254 West 31st Street, 10th Floor New York, NY 10001 *for the annual Hulaween event* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Pittsburgh Area Jewish Committee 4905 Fifth Avenue, Suite 5 Pittsburgh, PA 15213 *for the 2012 Impact Award event* $2,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
Rosie's Place 889 Harrison Avenue Boston, MA 02118 *for the "Funny Women Serious Business" event* $500 00	501(c)(3)-509(a)(1) 2012	$0 00	$500 00	$0 00	$500 00	$0 00
Russell Byers Charter School 210 W Rittenhouse Square, Suite 400 Philadelphia, PA 19130 *for general operating support* $15,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$15,000 00	$0 00	$15,000 00	$0 00
Seattle Art Museum 1300 First Avenue Seattle, WA 98101-2003 *for the Special Exhibitions Fund* $50,000 00	501(c)(3)-509(a)(1) 2009	$20,000 00	$0 00	$0 00	$10,000 00	$10,000 00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Silent Spring Institute 29 Crafts Street Newton, MA 02158 *for general operating support* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Small Friends on Nantucket, Inc. PO Box 2826 Nantucket, MA 02584 *for the Event Under the Tent, Folk Art & Artisan Show* $500 00	501(c)(3)-509(a)(2) 2012	$0 00	$500 00	$0 00	$500 00	$0 00
St. Paul's School 325 Pleasant Street Concord, NH 03301 *for the Parents Annual Fund* $1,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Sun Valley Summer Symphony, Inc. P O Box 1914 Sun Valley, ID 83353 *for general operating support* $20,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$20,000 00	$0 00	$20,000 00	$0 00
Sun Valley Writers' Conference P O Box 957 Ketchun, ID 83340 *for the 2012 Writers' Conference* $2,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,000 00	$0 00	$2,000 00	$0 00
U.S. Civilian Research & Development Foundation 1530 Wilson Boulevard, 3rd Floor Arlington, VA 22209 *for the 2012 George Brown Award Dinner* $5,000 00	501(c)(3)-509(a)(1) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00

Heinz Family Foundation
T J Fund
Form 990-PF
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Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The UCLA Foundation Neurosurgery Research and Educationc/o Grant Associates5670 Wilsh Los Angeles, CA 90036 *for the 2012 Visionary Ball* $500 00	501(c)(3)-509(a)(1) 2012	$0 00	$500 00	$0 00	$500 00	$0 00
United Nations Foundation 1800 Massachusetts Avenu, NWSuite 400 Washington, DC 20036 *for the Global Leadership dinner* $2,500 00	501(c)(3)-509(a)(1) 2012	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
University of the Witwatersrand Fund, Inc. Post Office Box 7101 New York, NY 10150 *for the Public Health building project* $500,000 00	501(c)(3)-509(a)(1) 2010	$300,000 00	$0 00	$0 00	$100,000 00	$200,000 00
University of the Witwatersrand Fund, Inc. Post Office Box 7101 New York, NY 10150 *for the Wits 90 Awards Dinner* $600 00	501(c)(3)-509(a)(1) 2012	$0 00	$600 00	$0 00	$600 00	$0 00
Woodley House, Inc. 1408 No Capitol Street, NW Washington, DC 20002 *for general operating support* $2,000 00	501(c)(3)-509(a)(2) 2012	$0 00	$2,000 00	$0 00	$2,000 00	$0 00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN: 25-1689382
Year Ended: 12/31/12

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
World Wildlife Fund 1250 24th Street, NW Washington, DC 20037-1193 *for general operating support* $500 00	501(c)(3)-509(a)(1) 2012	$0 00	$500 00	$0 00	$500 00	$0 00
WorldWomenWork 8 Cole Lane Santa Fe, NM 87508 *for general operating support* $5,000 00	501(c)(3)-509(a)(2) 2012	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Grand Total (52 items)		$320,000 00	$243,350 00	$0 00	$353,350 00	$210,000 00

Awards Fund	$1,252,475 00
Heinz Exeter Scholarship Fund	$42,000 00
Heinz Yale Scholarship Fund	$160,000 00
Teresa & H John Heinz III Fund	$353,350 00
Heinz Award Expense	$414,738 00
	$2,222,563 00

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2012

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

PART IX-A, LINE 1

One of the primary exempt purposes of the foundation is the awarding of individual grants, recognizing outstanding achievements in the areas of Arts & Humanities; Human Condition; Public Policy; Technology, the Economy & Employment; and Environment. During 2012, grants of $1,250,000 were made to 5 individuals or charitable organizaitons as detailed on the following page.

These awards are granted in accordance with IRC Section 4945 (g) on an objective and nondiscriminatory basis pursuant to a procedure approved in advance by the Internal Revenue Service.	$	1,667,213

2012 HEINZ AWARD WINNERS

Recipient	Date of Award		Amount
Mason Bates	October 11, 2012	$	250,000
KC Golden	October 11, 2012	$	175,000
Climate Solutions (designated payment by KC Golden)	October 11, 2012	$	75,000
University of Maryland Foundaiton, Inc. (designated payment by Dr. Freeman Hrabowski)	October 11, 2012	$	250,000
Dr Richard Jackson	October 11, 2012	$	215,000
Regents of the University of California Los Angeles (designated payment by Dr. Richard Jackson)	October 11, 2012	$	35,000
Zagaya (designated payment by Dr. Jay Keasling)	October 11, 2012	$	250,000
Total Heinz Awards		$	1,250,000
Other Heinz Grants		$	2,475
Direct Heinz Awards Program Expenses		$	414,738
		$	1,667,213

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2012

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

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

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2012

Part XV, Line 2

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

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OFFICE COPY
SISTERSON & CO. LLP

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ ROSE GIBSON
625 LIBERTY AVENUE, SUITE 3200 - PITTSBURGH, PA 15222
Telephone No. ▶ 412-497-5775 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, and ending ______.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	144,323.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	104,323.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	40,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 books are in the care of ▶ ROSE GIBSON 625 LIBERTY AVENUE, SUITE 3200 - PITTSBURGH, PA 15222
  Telephone No. ▶ 412-497-5775 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 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
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 144,323.
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	$ 144,323.
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 ▶ M. M. Cutts Title ▶ CPA Date ▶ 08/08/13

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