EXTENSIONS ATTACHED

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 , 2012, and ending , 20

OCT 1 1 2013

ENVELOPE POSTMARK DATE

Name of foundation HEAD FAMILY CHARITABLE FOUNDATION 5507-19-4/4	**A** Employer identification number 38-6949833
Number and street (or P O box number if mail is not delivered to street address) — Room/suite C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST. — 1200	**B** Telephone number (see instructions) 215- 419-6000
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391	**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)* ▶ $ 29,723,249.

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) (see instructions).)*

		(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 (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	368,759.	378,798.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	390,168.			
	b Gross sales price for all assets on line 6a 4,424,127.				
	7 Capital gain net income (from Part IV, line 2)		390,168.		
	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) (attach schedule)				
	11 Other income (attach schedule)	70,149.	70,149.		STMT 1
	12 **Total.** Add lines 1 through 11	829,076.	839,115.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,500.	NONE	NONE	3,500.
	c Other professional fees (attach schedule)	62,973.	47,230.		15,743.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,320.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 2	30.			30.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	70,823.	47,230.	NONE	19,273.
	25 Contributions, gifts, grants paid	1,467,500.			1,467,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,538,323.	47,230.	NONE	1,486,773.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-709,247.			
	b **Net investment income** (if negative, enter -0-)		791,885.		
	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 (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	74,627.	-1,158.	-1,158.
2	Savings and temporary cash investments	11,820,855.	9,638,612.	9,638,612.
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 (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	17,813,407.	19,362,181.	20,085,795.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	29,708,889.	28,999,635.	29,723,249.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
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	29,708,889.	28,999,635.	
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** (see instructions)	29,708,889.	28,999,635.	
31	**Total liabilities and net assets/fund balances** (see instructions)	29,708,889.	28,999,635.	

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	29,708,889.
2	Enter amount from Part I, line 27a	2	-709,247.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	28,999,642.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	7.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,999,635.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
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	4,424,127.		4,033,959.	390,168.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				390,168.
b				
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** 390,168.

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) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . . **3**

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	513,492.	28,600,252.	0.017954
2010	NONE	15,760,000.	NONE
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	0.017954
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	0.008977
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,517,517.
5	Multiply line 4 by line 3	5	264,979.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,919.
7	Add lines 5 and 6	7	272,898.
8	Enter qualifying distributions from Part XII, line 4	8	1,486,773.

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 ▶ [X] and enter 1% of Part I, line 27b	1	7,919.
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	
3	Add lines 1 and 2	3	7,919.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,919.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 5,634.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 4,757.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,391.
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	2,472.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,472. **Refunded** ▶	11	

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 the 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	N/A	
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) ▶ NJ			
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)*

		Line	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 ▶ SEE STATEMENT 3 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations *section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?*		1b	N/A	
	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)*		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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)? (see instructions)	☐ 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	N/A
	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?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
CAROL A. HEAD 1650 MARKET ST., SUITE 1200, PHILADELPHIA, PA 19103-7	TRUSTEE 1	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
THE GLENMEDE TRUST CO., N.A. PHILADELPHIA, PA 19103-7391		66,473.
Total number of others receiving over $50,000 for professional services ▶		NONE

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** (see instructions)

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

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	19,009,642.
b	Average of monthly cash balances	1b	10,957,380.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	29,967,022.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	29,967,022.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	449,505.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,517,517.
6	**Minimum investment return.** Enter 5% of line 5	6	1,475,876.

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	1,475,876.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,919.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,919.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,467,957.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,467,957.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,467,957.

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	1,486,773.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,486,773.
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 (see instructions)	5	7,919.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,478,854.

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				1,467,957.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			917,734.	
b	Total for prior years: 20 10 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... NONE				
d	From 2010 ... NONE				
e	From 2011 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,486,773.				
a	Applied to 2011, but not more than line 2a			917,734.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				569,039.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				898,918.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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).)

CAROL A.. HEAD

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 SCHEDULE ATTACHED				1,467,500.
Total . . . . ▶ **3a**				1,467,500.
b *Approved for future payment*				
SEE SCHEDULE ATTACHED				1,600,000.
Total . . . . ▶ **3b**				1,600,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	368,759.	
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			14	70,149.	
8 Gain or (loss) from sales of assets other than inventory			18	390,168.	
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)				829,076.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 829,076.

(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). (See instructions.)
	NOT APPLICABLE

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

Carol A. Hend 10/2/2013 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS X. MEHAFFEY	Francis X. Mehaffey	9/20/13		P01072411
Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A.			Firm's EIN ▶ 32-0274136	
Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391			Phone no 215-419-6000	

HEAD FAMILY CHARITABLE FOUNDATION
ACCOUNT #5507-19-4/4
EIN: 38-6949833
TAX YEAR ENDING 12/31/12

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES - DIVIDENDS AND INTEREST	368,759	378,798	
LINE 11	OTHER INCOME - PARTNERSHIP INVESTMENT INCOME PER K-1'S	70,149	70,149	
EXPENSES:				
LINE 16b	ACCOUNTING FEES - THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE	3,500	0	3,500
LINE 16c	OTHER PROFESSIONAL FEES - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	62,973	47,230	15,743
LINE 18	TAXES - EXCISE TAX PAYMENTS	4,320	0	0
LINE 23	OTHER EXPENSES - NEW JERSEY DIVISION OF CONSUMER AFFAIRS FILING FEE	30	0	30

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
9638612	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	9,638,612	1.00	9,638,612		6	0.00 *
-1158+	Cash		1.00	1,158-	1.00	1,158-		0	0.00
Cash & Reserves Total				9,637,454		9,637,454		6	0 00
Fixed Income									
U S Government Obligations									
35000	US TREASURY N/B DTD 5/31/2009 2.25% 5/31/2014 (912828KV1)	Aaa	1.04	36,358	102.84	35,995	362-	788	2.19
30000	US TREASURY N/B DTD 8/15/2007 4.75% 8/15/2017 (912828HA1)	Aaa	1.20	36,059	118.73	35,618	441-	1,425	4.00
150000	U S TREASURY BONDS DTD 11/15/2011 3 125% 11/15/2041 (912810QT8)	Aaa	1.09	163,842	104.67	157,008	6,834-	4,688	2.99 #
	Total			236,259		228,621	7,637-	6,901	3.02
U S Government Agencies									
60000	FHLMC DTD 10/13/2006 5.125% 10/18/2016 (3137EAAJ8)	Aaa	1.18	70,792	117.19	70,315	478-	3,075	4.37
100000	FHLMC DTD 3/27/2009 3 75% 3/27/2019 (3137EACA5)	Aaa	1.16	115,987	115.59	115,592	395-	3,750	3.24

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			186,779		185,907	873-	6,825	3.67	
Corporate Bonds - Industrial										
100000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 (931142CJ0)	Aa2	1.21	121,300	122.51	122,505	1,205	5,800	4.73	
110000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8)	Aaa	1.21	133,135	121.35	133,483	348	5,665	4.24	
105000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 (713448BJ6)	A1	1.35	141,235	134.95	141,692	457	8,295	5.85	#
105000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.35	142,156	135.65	142,428	272	8,295	5.82	#
85000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	Aa3	1.42	121,013	142.09	120,779	234-	7,119	5.89	
	Total			658,839		660,887	2,048	35,174	5.32	
Corporate Bonds - Finance										
130000	AMERICAN EXPRESS CR CORP DTD 6/12/2012 1.75% 6/12/2015 (0258M0DE6)	A2	1.01	131,556	102 09	132,722	1,166	2,275	1.71	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
125000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 (89233P5E2)	Aa3	1.02	127,258	103.68	129,594	2,336	2,500	1.93	
120000	WALT DISNEY COMPANY DTD 9/11/2006 5.625% 9/15/2016 (25468PCE4)	A2	1.18	141,866	116.34	139,604	2,262-	6,750	4.84	
125000	GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5)	A1	1.14	142,435	117.97	147,465	5,030	7,031	4.77	#
115000	ORACLE CORP DTD 4/9/2008 5 75% 4/15/2018 (68389XAC9)	A1	1.21	139,124	121.70	139,956	832	6,613	4.72	#
110000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A2	1.11	121,783	111.53	122,687	904	4,290	3.50	
	Total			804,022		812,028	8,007	29,459	3.63	
Other Taxable Bond Mutual Funds										
55831+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.01	726,233	13.34	744,786	18,553	33,108	4.45	#
65715+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		10.67	701,340	11.71	769,526	68,186	23,809	3.09	#
60237+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.99	601,839	10.41	627,066	25,227	35,138	5.60	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Total			2,029,412		2,141,378	111,965	92,055	4.30
Mortgage Backed Securities									
99849+	FNMA #AB3900 DTD 10/1/2011 3% 11/1/2026 (31417AKN8) Original Face Value: 132,000.00		1.05	104,592	105.63	105,465	874	2,995	2 84
123251+	FNMA PASS-THRU INT 15 YEAR DTD 6/1/2012 3% 6/1/2027 (3138LQSX3) Original Face Value: 130,000.00		1.05	129,336	105.69	130,260	924	3,698	2.84
129893+	FHLMC PC GOLD 30YR DTD 11/1/2011 4% 12/1/2036 (3132GLDA9) Original Face Value: 139,457.00		1.07	139,169	106.84	138,783	386-	5,196	3.74
122740+	FNMA #AB3441 DTD 8/1/2011 3 5% 9/1/2041 (31416YZF8) Original Face Value: 140,000.00		1.05	129,472	107.52	131,965	2,493	4,296	3 26
92649+	FNMA PASS-THRU LNG 30 YEAR DTD 11/1/2011 4% 12/1/2041 (3138E06H7) Original Face Value: 100,000.00		1.07	99,526	107.34	99,453	72-	3,706	3.73
131670+	FHLMC DTD 2/1/2012 3.5% 2/1/2042 (31292LFK6) Original Face Value: 150,000.00		1.05	137,965	106.42	140,125	2,160	4,608	3.29
123073+	FNMA #AK3358 DTD 2/1/2012 4% 2/1/2042 (3138E7WU4) Original Face Value· 150,000.00		1.07	132,150	107.34	132,111	38-	4,923	3.73

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
102817+	FNMA PASS-THRU LNG 30 YEAR 3.500 DTD 4/1/2012 3.5% 4/1/2042 (3138E9LH1) Original Face Value: 105,000.00		1 05	108,103	106.92	109,934	1,831	3,599	3.27	
107056+	FNMA PASS-THRU LNG 30 YEAR DTD 5/1/2012 3% 5/1/2042 (3138E9L81) Original Face Value: 109,232.00		1.04	111,405	104.89	112,292	887	3,212	2.86	
69639+	FNMA DTD 9/1/2012 3% 9/1/2042 (3138M8R62) Original Face Value: 70,000.00		1.05	72,881	104.89	73,044	163	2,089	2.86	
129326+	FNMA PASS-THRU DTD 9/1/2012 3.5% 9/1/2042 (3138MBZQ2) Original Face Value: 130,000.00		1.08	139,632	107.52	139,046	586-	4,526	3 26	
	Total			1,304,231		1,312,478	8,250	42,848	3.26	
Fixed Income Total				5,219,542		5,341,299	121,761	213,262	3.99	
Equities										
Basic Industries										
410	3M CO (MMM)		89.77	36,804	92.85	38,069	1,264	968	2 54	
270	B/E AEROSPACE INC (BEAV)		45.08	12,171	49 40	13,338	1,167	0	0.00	#
80	FLOWSERVE CORP (FLS)		116.68	9,334	146.80	11,744	2,410	115	0.98	
200	FLUOR CORP (NEW) (FLR)		45.19	9,038	58.74	11,748	2,710	128	1 09	
805	GENERAL ELECTRIC CO (GE)		22.92	18,447	20.99	16,897	1,550-	612	3.62	
240	W W GRAINGER INC (GWW)		194 95	46,788	202.37	48,569	1,780	768	1.58	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
624	HONEYWELL INTERNATIONAL INC (HON)		55.21	34,449	63.47	39,605	5,156	1,023	2.58	
536	J. B. HUNT (JBHT)		43.48	23,307	59.71	32,005	8,697	322	1.00	
390	MONSANTO CO (MON)		90.45	35,275	94.65	36,914	1,639	585	1 58	
440	PARKER-HANNIFIN CORP. (PH)		87.17	38,356	85.06	37,426	930-	722	1.93	#
240	PRECISION CASTPARTS CORP (PCP)		141 54	33,970	189 42	45,461	11,491	29	0.06	
	Total			297,939		331,776	33,835	5,272	1 59	
Consumer Discretionary										
547	ADVANCE AUTO PARTS (AAP)		70.56	38,597	72.35	39,575	978	131	0.33	#
840	BED BATH & BEYOND INC (BBBY)		60.46	50,789	55.91	46,964	3,825-	0	0 00	#
710	COACH INC (COH)		57.39	40,748	55.51	39,412	1,336-	852	2.16	#
175	WALT DISNEY CO. (DIS)		37.04	6,482	49.79	8,713	2,231	131	1.51	
580	DOLLAR TREE INC (DLTR)		40 14	23,284	40.56	23,525	241	0	0 00	#
610	HOME DEPOT INC. (HD)		32.05	19,548	61.85	37,729	18,181	708	1.88	#
190	OMNICOM GROUP (OMC)		49 54	9,413	49.96	9,492	79	228	2.40	#
305	SCRIPPS NETWORKS INTERAC (SNI)		43.72	13,336	57.92	17,666	4,329	146	0.83	#
285	SIGNET JEWELERS LTD (SIG)		48.04	13,692	53.40	15,219	1,527	137	0.90	#
520	TIME WARNER INC (TWX)		34 83	18,109	47.83	24,872	6,763	541	2.17	#
810	YUM BRANDS INC (YUM)		55.90	45,283	66.40	53,784	8,501	1,085	2.02	#
	Total			279,281		316,951	37,671	3,959	1.25	
Consumer Staples										
1370	COCA COLA CO. (KO)		36 64	50,200	36.25	49,663	537-	1,397	2 81	#
280	COLGATE PALMOLIVE CO. (CL)		78.59	22,005	104 54	29,271	7,266	694	2.37	
455	CONAGRA INC. (CAG)		27.76	12,629	29.50	13,423	793	455	3.39	#
435	CVS CORP (CVS)		36 58	15,913	48.35	21,032	5,119	392	1.86	#
420	KELLOGG CO (K)		56 61	23,776	55.85	23,457	319-	739	3 15	#
190	KIMBERLY CLARK CORP. (KMB)		84.55	16,064	84.43	16,042	22-	562	3 51	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
650	PHILIP MORRIS INTERNATIONAL (PM)		64 21	41,737	83.64	54,366	12,630	2,210	4.07	#
1030	PROCTER & GAMBLE CO. (PG)		65.18	67,132	67.89	69,927	2,795	2,315	3.31	#
335	REYNOLDS AMERICAN INC (RAI)		43.75	14,655	41.43	13,879	776-	791	5.70	#
	Total			264,111		291,060	26,948	9,555	3 28	
Energy										
95	APACHE CORP (APA)		86.84	8,250	78.50	7,458	792-	65	0 87	#
880	CHEVRON CORP (CVX)		105.32	92,682	108.14	95,164	2,482	3,168	3.33	#
370	CONOCOPHILLIPS (COP)		58.20	21,533	57.99	21,456	77-	977	4.55	#
260	DIAMOND OFFSHORE DRILLING (DO)		65.08	16,920	67.96	17,670	749	130	0.74	#
280	EXXON MOBIL CORPORATION (XOM)		82.63	23,137	86.55	24,234	1,097	638	2.63	#
540	NATIONAL OILWELL VARCO INC (NOV)		65.30	35,264	68.35	36,909	1,645	281	0 76	#
540	OCCIDENTAL PETROLEUM CORP. (OXY)		96 13	51,909	76.61	41,369	10,539-	1,166	2.82	#
790	SCHLUMBERGER LTD. (SLB)		88.65	70,031	69.30	54,746	15,285-	869	1.59	#
	Total			319,726		299,006	20,721-	7,294	2.44	
Financials										
620	ACE LTD (ACE)		71.33	44,222	79.80	49,476	5,254	1,215	2.46	#
895	AMERICAN EXPRESS CO. (AXP)		45.57	40,782	57.48	51,445	10,662	716	1.39	#
2380	BANK OF AMERICA CORP (BAC)		9 58	22,812	11.61	27,632	4,820	95	0.34	#
140	BLACKROCK INC (BLK)		187.90	26,306	206.71	28,939	2,633	840	2.90	
335	CAPITAL ONE FINL CORP. (COF)		42.11	14,106	57.93	19,407	5,300	67	0.35	#
710	FIDELITY NATIONAL TITLE CL A (FNF)		20.32	14,424	23 55	16,721	2,297	454	2.72	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
333	FRANKLIN RESOURCES INC. (BEN)		123.15	41,010	125.70	41,858	848	386	0.92	#
475	HERTZ GLOBAL HOLDINGS INC (HTZ)		13.07	6,209	16.27	7,728	1,519	0	0.00	#
715	JPMORGAN CHASE & CO (JPM)		40.36	28,859	43.97	31,438	2,578	858	2.73	#
405	KBR INC (KBR)		31.15	12,616	29.92	12,118	498-	130	1 07	
1140	PNC FINANCIAL SERVICES GROUP (PNC)		61 63	70,260	58.31	66,474	3,786-	1,824	2.74	#
1095	SLM CORP (SLM)		16.28	17,829	17.13	18,757	928	548	2.92	#
585	SUNTRUST BANKS INC. (STI)		24.91	14,574	28.35	16,585	2,011	117	0.71	#
275	TORCHMARK CORP (TMK)		37.12	10,208	51.67	14,209	4,002	165	1.16	#
1110	US BANCORP (USB)		26.72	29,664	31.94	35,453	5,790	866	2.44	#
3094	WELLS FARGO CO (WFC)		29.40	90,971	34.18	105,753	14,782	2,723	2.57	#
	Total			484,852		543,993	59,139	11,004	2.02	
Health Care										
290	ACTAVIS INC COM (ACT)		74.42	21,581	86.00	24,940	3,359	0	0.00	#
410	ALLERGAN INC (AGN)		91 88	37,669	91.73	37,609	60-	82	0 22	#
580	BAXTER INTL. INC. (BAX)		53.12	30,812	66 66	38,663	7,851	1,044	2.70	
380	C R BARD INC. (BCR)		96 18	36,547	97.74	37,141	594	304	0.82	#
495	CIGNA CORP. (CI)		47.83	23,674	53.46	26,463	2,789	20	0.07	#
470	HCA HOLDINGS INC (HCA)		26.20	12,314	30.17	14,180	1,866	0	0 00	#
1100	JOHNSON & JOHNSON (JNJ)		66.88	73,565	70 10	77,110	3,545	2,684	3.48	#
500	LABORATORY CORP OF AMERICA HOLDINGS (LH)		90 90	45,448	86.62	43,310	2,138-	0	0.00	#
260	MCKESSON HBOC INC (MCK)		89.63	23,303	96 96	25,210	1,906	208	0.83	#
695	MYLAN LABORATORIES INC. (MYL)		21.22	14,749	27.45	19,078	4,329	0	0.00	#
450	ROCHE HOLDINGS LTD SPONSORED ADR (RHHBY)		46.99	21,144	50.25	22,614	1,470	694	3.07	
910	UNITEDHEALTH GROUP INC (UNH)		47.97	43,657	54.24	49,358	5,701	774	1 57	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			384,463		415,676	31,211	5,810	1 40	
Reits										
220	DIGITAL REALTY TRUST INC (DLR)		66.35	14,598	67.89	14,936	338	642	4.30	#
	Total			14,598		14,936	338	642	4.30	
Technology										
660	ACCENTURE PLC (ACN)		51.87	34,234	66 50	43,890	9,656	1,069	2.44	#
490	AMPHENOL CORP-CL A (APH)		57.47	28,159	64.70	31,703	3,544	206	0.65	#
190	APPLE INC (AAPL)		352.43	66,962	532.17	101,113	34,151	2,014	1.99	#
520	ARROW ELECTRONICS INC (ARW)		39.16	20,363	38.08	19,802	561-	0	0.00	#
720	AVAGO TECHNOLOGIES LTD (AVGO)		31.32	22,552	31.65	22,789	237	490	2.15	
460	COGNIZANT TECH SOLUTIONS CRP (CTSH)		65 17	29,979	73.88	33,986	4,007	0	0.00	#
455	FIDELITY NATIONAL INFORMATION SERVICES (FIS)		31.01	14,110	34.81	15,839	1,729	364	2.30	#
285	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		210 21	59,909	191 55	54,592	5,317-	969	1.77	
940	MICROCHIP TECHNOLOGY INC. (MCHP)		34.66	32,582	32.59	30,635	1,948-	1,324	4.32	#
2685	MICROSOFT CORP. (MSFT)		26.83	72,031	26.71	71,716	315-	2,470	3.44	#
2110	ORACLE CORP (ORCL)		32.26	68,069	33.32	70,305	2,236	506	0.72	#
951	QUALCOMM CORP. (QCOM)		55 65	52,927	61.86	58,828	5,901	951	1.62	#
	Total			501,877		555,198	53,320	10,363	1.87	
Utilities										

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
169	DUKE ENERGY CORP (DUK)		63.33	10,703	63.80	10,782	79	517	4.80	#
145	NEXTERA ENERGY INC (NEE)		69.04	10,011	69.19	10,033	22	348	3.47	
335	XCEL ENERGY INC (XEL)		27.62	9,253	26.71	8,948	305-	362	4 04	
	Total			29,967		29,763	204-	1,227	4.12	
Other Assets										
190	BUNGE LTD (BG)		67.24	12,776	72.69	13,811	1,035	205	1.49	#
690	XL GROUP PLC F (XL)		24.51	16,913	25 06	17,291	379	304	1 76	#
	Total			29,689		31,102	1,413	509	1.64	
U S Mutual Funds										
19911+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		15.26	303,783	18.63	370,933	67,151	3,345	0.90	#
106036+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		12 03	1,275,460	11.90	1,261,826	13,633-	0	0.00	*#
32799+	GMO QUALITY FUND IV (GQEFX)		19.99	655,584	22.35	733,059	77,475	17,088	2 33	#
18024+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		18.66	336,258	21.02	378,865	42,607	8,183	2.16	#
	Total			2,571,085		2,744,683	173,600	28,616	1.04	
International Mutual Funds										
17923+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		22.66	406,195	24 41	437,512	31,317	3,621	0.83	#
35977+	OAKMARK INTERNATIONAL FD I (OAKIX)		19 46	700,000	20.93	753,001	53,001	15,794	2.10	#
12972+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		30.84	400,130	31.16	404,222	4,092	2,335	0 58	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
24074+	THORNBURG INTL VALUE FD-I (TGVIX)		29.08	700,000	28.09	676,236	23,764-	9,509	1.41	#
	Total			2,206,325		2,270,971	64,647	31,259	1.38	
Equities Total				7,383,913		7,845,115	461,199	115,510	1.47	
Other										
Alternative Assets										
403164	GLENMEDE CLIENT OPP UNF COMMITMENT		0.00	0	0.00	0		0	0.00	#
796799+	GLENMEDE CLIENT OPPORTUNITIES PFIC POOL		1 00	796,799	1 29	1,030,500	233,701	0	0.00	#
20000	LIBERTY SPECIAL STRATEGIES OFFSHORE FD		100.00	2,000,000	101.38	2,027,620	27,620	0	0.00	
135501+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		11.07	1,500,000	11 09	1,502,710	2,710	81,436	5 42	
18000	PRISMA SPECTRUM FUND LTD		100.00	1,800,000	102.80	1,850,356	50,356	0	0.00	
4263	UNITED STATES COMMODITY INDEX (USCI)		70.37	299,968	58.63	249,939	50,029-	0	0.00	#
5308+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)		57.57	305,552	44.89	238,256	67,296-	1,306	0 55	#
	Total			6,702,319		6,899,381	197,063	82,742	1.20	
Other Total				6,702,319		6,899,381	197,063	82,742	1.20	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/12
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Grand Total				28,943,228		29,723,249	780,023	411,520	1 38

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION
12/31/2012
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 12			28,943,228		29,723,249	780,021	411,520
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to page 11							
	GLENMEDE CLIENT OPPORTUNITIES PFCI POOL ADJUSTMENT TO BASIS PER K-1		112,235	-	-	(112,235)	
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(55,828)	-	-	55,828	
	Total		56,407		-	(56,407)	-
Other Total			56,407		-	-56,407	-
Adjusted Grand Total			28,999,635		29,723,249	723,614	411,520

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: THE GLENMEDE GTRUST CO., N.A

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

STATEMENT 3

HEAD FAMILY CHARITABLE FOUNDATION
ACCOUNT #5507-19-4/4
EIN: 38-6949833
TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
1	**Drew University** Madison, NJ To endow The Head Family Scholarship for minority students at Drew University	100,000.00	1/11/2012
2	**Big Brothers Big Sisters of America** Philadelphia, PA General Charitable Purposes	25,000.00	3/14/2012
3	**St. Hubert's Animal Welfare Center** Madison, NJ Capital Phase 1	100,000 00	5/22/2012
4	**St. Hubert's Animal Welfare Center** Madison, NJ Capital Phase 1	25,000.00	6/5/2012
5	**Charity Global Inc.** New York, New York General Charitable Purposes	2,500.00	6/20/2012
6	**Community Foodbank of New Jersey, Inc.** Hillside, New Jersey General Charitable Purposes	2,500.00	6/20/2012
7	**Doctors Without Borders USA** New York, NY General Charitable Purposes	2,500.00	6/20/2012
8	**International Rescue Committee** New York, NY General Charitable Purposes	2,500.00	6/20/2012
9	**The Fistula Foundation** San Jose, CA General Charitable Purposes	5,000.00	6/20/2012
10	**The New York Times Neediest Cases Fund** Brooklyn, NY General Charitable Purposes	5,000.00	6/20/2012

HEAD FAMILY CHARITABLE FOUNDATION
ACCOUNT #5507-19-4/4
EIN: 38-6949833
TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
11	**The Wyoming Presbyterian Church USA** Millburn, NJ Living Waters for the World	5,000.00	6/20/2012
12	**The Wyoming Presbyterian Church USA** Millburn, NJ Elizabeth Coalition to House the Homeless	10,000.00	6/22/2012
13	**The Wyoming Presbyterian Church USA** Millburn, NJ Camp Johnsonburg Campership Program	10,000.00	6/22/2012
14	**Art Start Incorporated** New York, NY General Charitable Purposes	5,000.00	7/25/2012
15	**Brooklyn Heights Montessori School** Brooklyn, NY General Charitable Purposes	10,000.00	7/25/2012
16	**The New York Times Neediest Cases Fund** Brooklyn, NY General Charitable Purposes	5,000.00	7/25/2012
17	**WNYC Radio** New York, NY General Charitable Purposes	7,500.00	7/25/2012
18	**Westfield Symphony Orchestra** Westfield, NJ General Charitable Purposes	20,000.00	8/22/2012
19	**Grace Counseling Center** Madison, NJ General Charitable Purposes	20,000.00	9/5/2012

HEAD FAMILY CHARITABLE FOUNDATION
ACCOUNT #5507-19-4/4
EIN: 38-6949833
TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
20	**American Repertory Theatre** Cambridge, MA To Support the Education Experience and Community Connections Programs	10,000.00	10/11/2012
21	**Buckingham Browne and Nichols School** Cambridge, MA For Financial Aid	10,000.00	10/11/2012
22	**New School of Music Inc.** Cambridge, MA General Charitable Purposes	10,000.00	10/11/2012
23	**Riverside Community Care Inc.** Dedham, MA Riverside Trauma Center	10,000.00	10/11/2012
24	**Foundation for Morristown Medical Center** Morristown, NJ From the Head Family Charitable Foundation - To Support the Behavioral Health Unit	1,000,000.00	10/31/2012
25	**Riverside Community Care Inc.** Dedham, MA General Charitable Purposes	10,000.00	11/13/2012
26	**Family Promise** Summit, NJ General Charitable Purposes	5,000.00	11/19/2012
27	**Madison Montessori School, Inc.** Madison, NJ To Support the Madison Montessori School Scholarship Fund	10,000.00	11/19/2012
28	**Our House** Murray Hill, NJ To Help Purchase Generators for Homes	2,500.00	11/19/2012

HEAD FAMILY CHARITABLE FOUNDATION
ACCOUNT #5507-19-4/4
EIN: 38-6949833
TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
29	**Overlook Foundation** Summit, NJ General Charitable Purposes of the Andy Bovin Memorial Fund	10,000.00	11/19/2012
30	**Reeves-Reed Arboretum** Summit, NJ General Charitable Purposes	2,500.00	11/19/2012
31	**Summit Area YMCA** Summit, NJ General Charitable Purposes	10,000.00	11/19/2012
32	**Nature Conservancy of New Jersey** Chester, NJ General Charitable Purposes	5,000.00	11/28/2012
33	**The Connection for Women and Families** Summit, NJ General Charitable Purposes	10,000.00	12/5/2012
	Grand Totals	**1,467,500.00**	

HEAD FAMILY CHARITABLE FOUNDATION
ACCOUNT #5507-19-4/4
EIN: 38-6949833
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS 3b
APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2012

NO.	UNPAID AS OF 12/31/2012	AMOUNT
1	**FOUNDATION FOR MORRISTOWN MEDICAL CENTER** Morristown, NJ To Support the Behavioral Health Unit	1,600,000.00
	TOTAL 2012 UNPAID GRANT AS OF 12/31/2012	**1,600,000.00**