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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Oceanic Heritage Foundation		A Employer identification number 43-1836518
Number and street (or P.O. box number if mail is not delivered to street address) c/o Carter Ledyard & Milburn LLP, 2 Wall	Room/suite	B Telephone number (212) 732-3200
City or town, state, and ZIP code New York, NY 10005		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8436224	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1825000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1022.	1022.		Statement 2
4 Dividends and interest from securities		200554.	193670.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		141333.			Statement 1
b Gross sales price for all assets on line 6a 725651.					
7 Capital gain net income (from Part IV, line 2)			139178.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2167909.	333870.		
13 Compensation of officers, directors, trustees, etc.		50000.	37500.		12500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		67032.	25918.		41114.
b Accounting fees					
c Other professional fees Stmt 5		100000.	75000.		25000.
17 Interest					
18 Taxes Stmt 6		1729.	0.		0.
19 Depreciation and depletion		5336.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		95251.	95965.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		319348.	234383.		78614.
25 Contributions, gifts, grants paid		1606000.			1606000.
26 Total expenses and disbursements. Add lines 24 and 25		1925348.	234383.		1684614.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		242561.			
b Net investment income (if negative, enter -0-)			99487.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	330521.	488645.	488645.
	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 11	6518328.	6406816.	7624970.
	c Investments - corporate bonds Stmt 12	0.	299205.	310160.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶ 37134.				
Less: accumulated depreciation Stmt 10 ▶ 24685.	17785.	12449.	12449.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6866634.	7207115.	8436224.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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	6866634.	7207115.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	6866634.	7207115.		
31 Total liabilities and net assets/fund balances	6866634.	7207115.		

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	6866634.
2 Enter amount from Part I, line 27a	2	242561.
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	133000.
4 Add lines 1, 2, and 3	4	7242195.
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	35080.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7207115.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 725651.		586473.	139178.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			139178.

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	139178.
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	1343235.	7599443.	.176754
2010	1374016.	7604284.	.180690
2009	1161493.	6600308.	.175976
2008	1293496.	7739363.	.167132
2007	969672.	9169791.	.105746

2 Total of line 1, column (d)	2	.806298
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	.161260
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7995053.
5 Multiply line 4 by line 3	5	1289282.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	995.
7 Add lines 5 and 6	7	1290277.
8 Enter qualifying distributions from Part XII, line 4	8	1684614.

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	995.
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	995.
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	995.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		23.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1018.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?	☐	☒
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	☐	☒
1c Did the foundation file Form 1120-POL for this year?	☐	☒
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.	☐	☒
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	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☐	☒
b If "Yes," has it filed a tax return on Form 990-T for this year?	☐	☒
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	☐	☒
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?	☒	☐
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.	☒	☐
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE		
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	☒	☐
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	☐	☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	☐	☒

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of Carter Ledyard & Milburn LLP Telephone no. 212-732-3200 Located at 2 Wall St., New York, NY ZIP+4 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country Jersey	16	X	No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐ Yes ☒ No	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 N/A		
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. N/A		
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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Chryssanthos L. Menoudakos	Director, President			
c/o Carter Ledyard & Milburn LLP				
New York, NY 10005	5.00	0.	0.	0.
John K. Menoudakos	Director, Vice-President			
c/o Carter Ledyard & Milburn LLP				
New York, NY 10005	15.00	50000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part 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	7570715.
b Average of monthly cash balances	1b	546090.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8116805.
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	8116805.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	121752.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7995053.
6 Minimum investment return. Enter 5% of line 5	6	399753.

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	399753.
2a Tax on investment income for 2012 from Part VI, line 5	2a	995.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	995.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	398758.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	398758.
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	398758.

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	1684614.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1684614.
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	995.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1683619.

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				398758.
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	518152.			
b From 2008	909286.			
c From 2009	832492.			
d From 2010	995770.			
e From 2011	966673.			
f Total of lines 3a through e	4222373.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	1684614.			
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				398758.
e Remaining amount distributed out of corpus	1285856.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5508229.			
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	518152.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4990077.			
10 Analysis of line 9:				
a Excess from 2008	909286.			
b Excess from 2009	832492.			
c Excess from 2010	995770.			
d Excess from 2011	966673.			
e Excess from 2012	1285856.			

N/A

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

- [illegible]

Form **990-PF** (2012)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
See attached				1606000.
Total			► 3a	1606000.
b <i>Approved for future payment</i>				
See attached				3327000.
Total			► 3b	3327000.

Part XVII

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

- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

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.

Sign Here  John K. Fundakop | 4/25/13  Exec. Vice Pres. & Treasurer

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Joanne Guido	<i>Joanne Guido</i>	4/23/13		P01379403
	Firm's name ▶ Carter Ledyard & Milburn LLP				Firm's EIN ▶ 13-4986540
	Firm's address ▶ 2 Wall St. New York, NY 10005				Phone no 212-732-3200

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

Oceanic Heritage Foundation

Employer identification number

43-1836518

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Oceanic Heritage Foundation

43-1836518

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John K. & Chryssanthly L. Menoudakos c/o Carter Ledyard & Milburn LLP, 2 Wall St. New York, NY 10005	\$ 1825000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Oceanic Heritage Foundation

43-1836518

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

Oceanic Heritage Foundation

43-1836518

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	300 shs. Ecolab Inc.	P	08/05/11	04/25/12
b	100 shs. Wal-mart Stores Inc.	P	04/23/12	06/08/12
c	400 shs. Comcast Corp. Class A	P	04/23/12	06/28/12
d	.75 sh. Liberty Ventures Ser. A	P	05/21/12	08/28/12
e	6.666 rts. Liberty Ventures	P	05/21/12	10/05/12
f	450 shs. Ecolabs Inc.	P		01/20/12
g	375 shs. Ecolabs Inc.	P	04/30/10	02/03/12
h	350 shs. Visa Inc. Class A	P	12/07/10	02/06/12
i	775 shs. Visa Inc. Class A	P		02/28/12
j	450 shs. Visa Inc. Class A	P		04/04/12
k	19,323.671 BBH LTD Dur Fund	P		04/13/12
l	750 shs, Citigroup Inc. (NEW)	P		04/23/12
m	550 shs. Ecolabs Inc.	P		04/25/12
n	500 shs. Visa Inc. Class A	P	12/17/10	04/27/12
o	300 shs. Wal-mart Stores Inc.	P		06/08/12

(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	18802.		14498.	4304.
b	6798.		5940.	858.
c	12298.		11566.	732.
d	36.		31.	5.
e	90.		69.	21.
f	27137.		22257.	4880.
g	23089.		18411.	4678.
h	37644.		27020.	10624.
i	91049.		53731.	37318.
j	53411.		32399.	21012.
k	200000.		200563.	-563.
l	24837.		43225.	-18388.
m	34470.		26759.	7711.
n	61746.		33500.	28246.
o	20395.		18059.	2336.

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) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			4304.
b			858.
c			732.
d			5.
e			21.
f			4880.
g			4678.
h			10624.
i			37318.
j			21012.
k			-563.
l			-18388.
m			7711.
n			28246.
o			2336.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 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

Oceanic Heritage Foundation

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	225 shs. Comcast Corp. Class A	P	02/25/11	06/28/12
b	450 shs. Wal-mart Stores Inc.	P		07/03/12
c	500 shs. Wal-mart Stores Inc.	P	11/05/10	07/18/12
d	350 shs. Wal-mart Stores Inc.	P		07/30/12
e	136.334 rts. Liberty Ventures	P		10/05/12
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6917.		5612.	1305.
b 31742.		24982.	6760.
c 36432.		27567.	8865.
d 26125.		19010.	7115.
e 1847.		1274.	573.
f 10786.			10786.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1305.
b			6760.
c			8865.
d			7115.
e			573.
f			10786.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	139178.
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

Grants Disbursed in 2012

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3a

Organization	Payment	Purpose
Achilles International 42 West 38th Street, Suite 400 New York, NY 10018	\$15,000	Achilles Freedom Team
Actors Fund of America 729 Seventh Avenue, 10th Floor New York, NY 10019	\$7,500	Education Training Courses
Alvin Ailey American Dance Theater 405 West 55th Street New York, NY 10019	\$15,000	Support for Ailey II
American Ballet Theatre 890 Broadway New York, NY 10003	\$15,000	ABT's Studio Company
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$25,000	Scholarship Benefit
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$150,000	Preschool Project
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$133,000	Preschool Project
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$25,000	Financial Aid
American Heart Association National Center 7272 Greenville Avenue Dallas, TX 75231	\$5,000	Go Red for Women
American Museum of Natural History Central Park West at 79th Street New York, NY 10024	\$15,000	Science Mentoring and STEM Programs
American School of Classical Studies at Athens Gennadius Library 6-8 Charlton Street Princeton, NJ 08540	\$7,500	Support for Gennadius Library
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	AmeriCares FreeClinics
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$15,000	Hurricane Sandy Relief Efforts
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	Disaster Relief Efforts

Grants Disbursed in 2012

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3a

Organization	Payment	Purpose
Anatolia College Office of Trustees 130 Bowdoin Street, Suite 1201-1202 Boston, MA 02108	\$10,000	Financial Aid
Camp AmeriKids 88 Hamilton Avenue Stamford, CT 06902	\$7,500	Leader-in-Training Program
Cathedral of St. John the Divine 1047 Amsterdam Avenue New York, NY 10025	\$10,000	Children's Quest Fund
Cathedral of St. John the Divine 1047 Amsterdam Avenue New York, NY 10025	\$5,000	Restoration Efforts
Central Park Conservancy 14 East 60th Street New York, NY 10022	\$10,000	Playground Renovation
Chapin School 100 East End Avenue New York, NY 10028	\$7,500	Financial Aid
Children's Aid Society 105 East 22nd Street New York, NY 10010	\$15,000	After-School and College-Prep Programs
Children's Scholarship Fund 8 West 38th Street, 9th Floor New York, NY 10018	\$10,000	Financial Aid
Churchie Foundation (Anglican Church Grammar School) Oaklands Parade East Brisbane Queensland 4169 Australia	\$25,000	Financial Aid
City Center 55th Street Theater Foundation, Inc. 130 West 56th Street New York, NY 10019	\$5,000	Educational Outreach Programs
City Harvest, Inc. 575 Eighth Avenue, 4th Floor New York, NY 10018	\$15,000	Child Hunger Relief Programs
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$15,000	Child Malnutrition Relief Programs
End Hunger Network 365 Sycamore Road Santa Monica CA 90402	\$15,000	Child Hunger Relief Programs
Feeding America	\$15,000	Child Hunger Relief Programs

Grants Disbursed in 2012

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3a

Organization	Payment	Purpose
35 East Wacker Drive, Suite 2000 Chicago, IL 60601		
Fisher House Foundation, Inc. 111 Rockville Pike, Suite 420 Rockville, Maryland 20850	\$15,000	Veterans' Services
Foundation of the American Academy of Ophthalmology 655 Beach Street San Francisco, CA 94109	\$15,000	Academy Education Fund
Fresh Air Fund 633 Third Avenue, 14th Floor New York, NY 10017	\$7,500	Fresh Air Fund Camps
Frick Collection 1 East 70th Street New York, NY 10021	\$7,500	Educational Outreach
Fund for American Studies 1706 New Hampshire Ave. NW Washington, DC 20009	\$12,500	Summer School
George W. Bush Foundation Post Office Box 600610 Dallas, TX 75360	\$20,000	MSM and AREL Education Programs
Germantown Academy Post Office Box 287 Morris Road Fort Washington, PA 19034	\$36,000	Financial Aid
Give-An-Hour Post Office Box 5918 Bethesda, MD	\$15,000	Veterans' Mental Health Services
Global Green USA 2218 Main Street, 2nd Floor Santa Monica, CA 90405	\$15,000	Water Education and Management
Greek-United States Fulbright Foundation, Inc. 2300 North Street Washington, DC 20037	\$25,000	Support for Educational Exchanges
Heritage Foundation 214 Massachusetts Ave NE, Washington, DC 20002	\$7,500	Internship Program Support
Hole in Wall Gang Camp 555 Long Wharf Drive New Haven, CT 06511	\$10,000	Camp Educational Programs
Hospital for Special Surgery 535 East 70th Street New York, NY 10021	\$10,000	Patient Outreach Program
Isabel O'Neil Foundation for the Art of the Painted Finish, Inc.	\$5,000	General Support

Grants Disbursed in 2012

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3a

Organization	Payment	Purpose
315 East 91st Street New York, NY 10128		
Jazz at Lincoln Center (JALC) 3 Columbus Circle, 12th Floor New York, NY 10019	\$7,500	Educational Outreach Programs
Johns Hopkins School of Medicine 100 North Charles Street Baltimore, MD 21201	\$12,500	Financial Aid
John Hopkins University 1101 East 33 rd Street Baltimore, MD 21218	\$12,500	Financial Aid
Juvenile Diabetes Research Foundation International 120 Wall Street, 19th Floor New York, NY 10005	\$15,000	Medical Research and Outreach
Lenox Hill Hospital 100 East 77th Street New York, NY 10021	\$10,000	Emergency Room Support
Lincoln Center Corporate Fund 70 Lincoln Center Plaza New York, NY 10023	\$15,000	Support for Constituents
Lincoln Center Theater Vivian Beaumont Theater, Inc 150 West 65th Street New York, NY 10023	\$15,000	Educational Outreach Programs
Marine Toys for Tots 18251 Quantico Gateway Drive Triangle, VA 22172	\$7,500	Toy Distribution Program
Mayo Clinic 200 First Street SW Rochester, MN 55905	\$15,000	Mayo Clinic Medical School
Memorial Sloan Kettering Cancer Center 1275 York Avenue New York, NY 10065	\$15,000	Hospital Schools Program
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$172,000	American Wing Conservation
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$200,000	American Wing Conservation and Training
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$25,000	Civil War and American Art Exhibition
Metropolitan Opera Guild Inc.	\$20,000	Educational Outreach

Grants Disbursed in 2012

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3a

Organization	Payment	Purpose
70 Lincoln Center Plaza New York, NY 10023		Programs
Mount Vernon Ladies Association Post Office Box 110 Mount Vernon, VA 22121	\$5,000	Educational Outreach Programs
Museum of Modern Art 11 West 53rd Street New York, NY 10019	\$15,000	"Family Lab" Interactive Spaces
New York City Ballet New York State Theater 20 Lincoln Center New York, NY 10025	\$20,000	Educational Outreach Support
New York Philharmonic Symphony Society of New York Inc. 10 Lincoln Center Plaza New York, NY 10023	\$7,500	Educational Outreach Programs
New York City Police Foundation 345 Park Avenue New York, NY 10154	\$7,500	Real Time Crime Center
New York Presbyterian Hospital 525 East 68th Street, Box 156 New York, NY 10021	\$10,000	Fund for Medicine
New York Public Library 188 Madison Avenue, 5th Floor New York, NY 10016	\$20,000	Summer Reading and Writing Program
New York University 726 Broadway, 2nd Floor New York, NY 10003	\$12,500	Financial Aid
Polytechnic Institute of NYU 6 Metrotech Center Brooklyn, NY 11201	\$12,500	Financial Aid
Royal Oak Foundation 35 West 35th Street, Suite 1200 New York, NY 10001	\$5,000	Educational Outreach
School of American Ballet 70 Lincoln Center Plaza New York, NY 10023	\$10,000	Financial Aid
Seamen's Church Institute 241 Water Street New York, NY 10038	\$7,500	Maritime Education Training Programs
Special Operations Warrior Foundation 4409 El Prado Blvd. Tampa, FL 33629	\$15,000	Financial Aid
St. Jude Children's Research Hospital 332 North Lauderdale	\$15,000	Support for Summer Camps

Grants Disbursed in 2012

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3a

Organization	Payment	Purpose
Memphis, TN 38105		
St. Jude Children's Research Hospital 332 North Lauderdale Memphis, TN 38105	\$20,000	Genome Project Support
Teachers College, Columbia University 525 West 120th Street, Box 72 New York, NY 10027	\$15,000	Financial Aid
United Negro College Fund 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	\$10,000	Emergency Student Aid Program
United States Olympic Committee One Olympic Plaza Colorado Springs, CO 80909	\$7,500	Athlete Tuition Assistance Program
World Monument Fund 350 Fifth Avenue, Suite 2412 New York, NY 10118	\$10,000	Conservation Project Support
World Rehabilitation Fund 16 East 40th Street, Suite 704 New York, NY 10016	\$5,000	Rehabilitation Program Support
2012 Contributions Total	\$1,606,000	501(c)(3) Tax Exempt Nonprofit organizations

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
Achilles International \$60,000.00 <i>Achilles Freedom Team</i>	\$15,000.00	\$15,000.00	\$15,000.00
Actors Fund of America \$30,000.00 <i>Education Training Courses</i>	\$7,500.00	\$7,500.00	\$7,500.00
Alvin Ailey American Dance Theater \$60,000.00 <i>Support for Ailey II</i>	\$15,000.00	\$15,000.00	\$15,000.00
American Ballet Theatre \$60,000.00 <i>ABT's Studio Company</i>	\$15,000.00	\$15,000.00	\$15,000.00
American Farm School \$100,000.00 <i>Financial Aid</i>	\$25,000.00	\$25,000.00	\$25,000.00
American Farm School \$399,000.00 <i>Preschool project</i>	\$133,000.00	\$133,000.00	\$0.00
American Heart Association \$20,000.00 <i>Go Red for Women</i>	\$5,000.00	\$5,000.00	\$5,000.00
American Museum of Natural History \$60,000.00 <i>Science Mentoring and STEM Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00
American School of Classical Studies at Athens \$30,000.00 <i>Support for Gennadius Library</i>	\$7,500.00	\$7,500.00	\$7,500.00
AmeriCares \$80,000.00 <i>AmeriCares FreeClinics</i>	\$20,000.00	\$20,000.00	\$20,000.00
AmeriCares \$80,000.00 <i>Disaster Relief Efforts</i>	\$20,000.00	\$20,000.00	\$20,000.00

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
Camp AmeriKids, Inc. \$30,000.00 <i>Leader-in-Training Program</i>	\$7,500.00	\$7,500.00	\$7,500.00
Anatolia College \$40,000.00 <i>Financial Aid</i>	\$10,000.00	\$10,000.00	\$10,000.00
Cathedral of St. John the Divine \$40,000.00 <i>Children's Quest Fund</i>	\$10,000.00	\$10,000.00	\$10,000.00
Cathedral of St. John the Divine \$20,000.00 <i>Support for Restoration Efforts</i>	\$5,000.00	\$5,000.00	\$5,000.00
Central Park Conservancy \$40,000.00 <i>Playground Renovation Program</i>	\$10,000.00	\$10,000.00	\$10,000.00
Chapin School \$30,000.00 <i>Financial Aid</i>	\$7,500.00	\$7,500.00	\$7,500.00
Children's Aid Society \$60,000.00 <i>After-School and College-Prep Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00
Children's Scholarship Fund \$40,000.00 <i>Financial Aid</i>	\$10,000.00	\$10,000.00	\$10,000.00
Churchie Foundation \$100,000.00 <i>Financial Aid</i>	\$25,000.00	\$25,000.00	\$25,000.00
City Center 55th Street Theatre Foundation, Inc. \$20,000.00 <i>Educational Outreach Programs</i>	\$5,000.00	\$5,000.00	\$5,000.00
City Harvest, Inc. \$60,000.00 <i>Child Hunger Relief Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00
Doctors without Borders \$60,000.00 <i>Child Malnutrition Relief Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
End Hunger Network \$60,000.00 <i>Child Hunger Relief Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00
Feeding America \$60,000 00 <i>Child Hunger Relief Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00
Fisher House Foundation, Inc. \$60,000.00 <i>Support for Veterans' Services</i>	\$15,000.00	\$15,000.00	\$15,000.00
Foundation of the American Academy of Ophthalmology \$60,000.00 <i>Academy Education Fund</i>	\$15,000.00	\$15,000.00	\$15,000.00
Fresh Air Fund \$30,000.00 <i>Fresh Air Fund Camps</i>	\$7,500.00	\$7,500 00	\$7,500.00
Frick Collection \$30,000 00 <i>Educational Outreach "Alive at the Frick"</i>	\$7,500.00	\$7,500.00	\$7,500.00
Fund for American Studies \$50,000.00 <i>Summer School</i>	\$12,500.00	\$12,500.00	\$12,500.00
George W. Bush Foundation \$100,000.00 <i>MSM and AREL Education Programs</i>	\$20,000.00	\$20,000.00	\$20,000.00
Germantown Academy \$360,000.00 <i>Financial Aid</i>	\$36,000.00	\$0.00	\$0.00
Give An Hour \$60,000.00 <i>Veterans' Mental Health</i>	\$15,000.00	\$15,000.00	\$15,000.00
Global Green USA \$60,000 00 <i>Water Education and Management</i>	\$15,000.00	\$15,000.00	\$15,000.00

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
Greek United States Fulbright Foundation, Inc. \$100,000.00 <i>Support for Educational Exchanges</i>	\$25,000.00	\$25,000.00	\$25,000.00
Heritage Foundation \$30,000.00 <i>Internship Program Support</i>	\$7,500.00	\$7,500.00	\$7,500.00
Hole in the Wall Gang Camp \$40,000.00 <i>Camp Educational Programs</i>	\$10,000.00	\$10,000.00	\$10,000.00
Hospital for Special Surgery \$40,000.00 <i>Patient Outreach Program</i>	\$10,000.00	\$10,000.00	\$10,000.00
Isabel O'Neil Studio Foundation \$20,000.00 <i>General Support</i>	\$5,000.00	\$5,000.00	\$5,000.00
Jazz at Lincoln Center \$30,000.00 <i>Educational Outreach Programs</i>	\$7,500.00	\$7,500.00	\$7,500.00
Johns Hopkins School of Medicine \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$12,500.00
Johns Hopkins University \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$12,500.00
Juvenile Diabetes Research Foundation International \$60,000.00 <i>Medical Research and Outreach</i>	\$15,000.00	\$15,000.00	\$15,000.00
Lenox Hill Hospital \$40,000.00 <i>Emergency Room Support</i>	\$10,000.00	\$10,000.00	\$10,000.00
Lincoln Center Corporate Fund \$60,000.00 <i>Support for Constituents</i>	\$15,000.00	\$15,000.00	\$15,000.00

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
Lincoln Center Theater \$60,000.00 <i>Educational Outreach Programs</i>	\$15,000.00	\$15,000.00	\$15,000.00
Marine Toys for Tots \$30,000.00 <i>Toy Distribution Program</i>	\$7,500.00	\$7,500.00	\$7,500.00
Mayo Clinic \$60,000.00 <i>Mayo Clinic Medical School</i>	\$15,000.00	\$15,000.00	\$15,000.00
Memorial Sloan-Kettering Cancer Center \$60,000.00 <i>Hospital Schools Program</i>	\$15,000.00	\$15,000.00	\$15,000.00
Metropolitan Museum of Art \$1,000,000.00 <i>American Wing Conservation and Teacher Training</i>	\$200,000.00	\$200,000.00	\$0.00
Metropolitan Museum of Art \$100,000.00 <i>Civil War and American Art Exhibition</i>	\$25,000.00	\$25,000.00	\$25,000.00
Metropolitan Opera \$80,000.00 <i>Educational Outreach Programs</i>	\$20,000.00	\$20,000.00	\$20,000.00
Mount Vernon Ladies' Association \$20,000.00 <i>Educational Outreach Programs</i>	\$5,000.00	\$5,000.00	\$5,000.00
Museum of Modern Art \$60,000.00 <i>"Family Lab" Interactive Spaces</i>	\$15,000.00	\$15,000.00	\$15,000.00
New York City Ballet \$80,000.00 <i>Educational Outreach Support</i>	\$20,000.00	\$20,000.00	\$20,000.00
New York Philharmonic \$30,000.00 <i>Educational Outreach Programs</i>	\$7,500.00	\$7,500.00	\$7,500.00

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
New York City Police Foundation, Inc. \$30,000.00 <i>Real Time Crime Center</i>	\$7,500.00	\$7,500.00	\$7,500.00
New York Presbyterian Hospital \$40,000.00 <i>Fund for Medicine</i>	\$10,000.00	\$10,000.00	\$10,000.00
New York Public Library \$80,000.00 <i>Summer Reading and Writing Program</i>	\$20,000.00	\$20,000.00	\$20,000.00
New York University \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$12,500.00
Polytechnic Institute of New York University \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$12,500.00
Royal Oak Foundation \$20,000.00 <i>Educational Outreach</i>	\$5,000.00	\$5,000.00	\$5,000.00
School of American Ballet \$40,000.00 <i>Financial Aid</i>	\$10,000.00	\$10,000.00	\$10,000.00
Seamen's Church Institute \$30,000.00 <i>Maritime Education Training Programs</i>	\$7,500.00	\$7,500.00	\$7,500.00
Special Operations Warrior Foundation \$60,000.00 <i>Financial Aid</i>	\$15,000.00	\$15,000.00	\$15,000.00
St. Jude Children's Research Hospital \$60,000.00 <i>Support for Summer Camps</i>	\$15,000.00	\$15,000.00	\$15,000.00
St. Jude Children's Research Hospital \$80,000.00 <i>Genome Project Support</i>	\$20,000.00	\$20,000.00	\$20,000.00

Grant Commitment Schedule (2013-2015)

Oceanic Heritage Foundation
2012 Attachment for 990-PF
Part XV, Line 3b

Organization Grant Amount	Scheduled Payments		
	2013	2014	2015
Teachers College, Columbia University \$60,000.00 <i>Financial Aid</i>	\$15,000.00	\$15,000.00	\$15,000.00
United Negro College Fund \$40,000.00 <i>Emergency Student Aid Program</i>	\$10,000.00	\$10,000.00	\$10,000.00
United States Olympic Committee \$30,000 00 <i>Athlete Tuition Assistance Program</i>	\$7,500.00	\$7,500.00	\$7,500.00
World Monuments Fund \$40,000.00 <i>Conservation Project Support</i>	\$10,000.00	\$10,000.00	\$10,000.00
World Rehabilitation Fund \$20,000.00 <i>Rehabilitation Program Support</i>	\$5,000 00	\$5,000.00	\$5,000.00
Grand Total (74 items)	\$1,244,000.00	\$1,208,000.00	\$875,000.00

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Computer Equipment	12/01/08	150DB	5.00	16	2497.			2497.	1684.		244.
2	Computer Equipment	12/30/09	150DB	5.00	16	34637.			34637.	17665.		5092.
	* Total 990-PF Pg 1 Depr					37134.		0.	37134.	19349.	0.	5336.

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
300 shs. Ecolab Inc.	18802.	14673.	0.	0.	4129.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
100 shs. Wal-mart Stores Inc.	6798.	5426.	0.	0.	1372.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
400 shs. Comcast Corp. Class A	12298.	8481.	0.	0.	3817.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
.75 sh. Liberty Ventures Ser. A	36.	28.	0.	0.	8.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6.666 rts. Liberty Ventures	90.	71.	0.	0.	19.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
450 shs. Ecolabs Inc.	27137.	22010.	0.	0.	5127.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
375 shs. Ecolabs Inc.	23089.	18341.	0.	0.	4748.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
350 shs. Visa Inc. Class A					
	37644.	25499.	0.	0.	12145.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
775 shs. Visa Inc. Class A					
	91049.	56462.	0.	0.	34587.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
450 shs. Visa Inc. Class A					
	53411.	32784.	0.	0.	20627.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19,323.671 BBH LTD Dur Fund					
	200000.	200947.	0.	0.	-947.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
750 shs, Citigroup Inc. (NEW)					
	24837.	43225.	0.	0.	-18388.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
550 shs. Ecolabs Inc.					
	34470.	26901.	0.	0.	7569.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 shs. Visa Inc. Class A					
	61746.	36427.	0.	0.	25319.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
300 shs. Wal-mart Stores Inc.					
	20395.	16278.	0.	0.	4117.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
225 shs. Comcast Corp. Class A	6917.	4770.	0.	0.	2147.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
450 shs. Wal-mart Stores Inc.	31742.	24417.	0.	0.	7325.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 shs. Wal-mart Stores Inc.	36432.	27130.	0.	0.	9302.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
350 shs. Wal-mart Stores Inc.	26125.	18991.	0.	0.	7134.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
136.334 rts. Liberty Ventures	Purchased		10/05/12	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1847.	1457.	0.	0.	390.
Capital Gains Dividends from Part IV				10786.
Total to Form 990-PF, Part I, line 6a				141333.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
CitiBusiness IMMA	1022.
Total to Form 990-PF, Part I, line 3, Column A	1022.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BBH LTD Duration Fd	234.	234.	0.
Brown Brothers Harriman Dividends	200554.	0.	200554.
Longleaf Partners Small Cap Fd	8473.	8473.	0.
T Rowe Price Instl High Yld Fd	2079.	2079.	0.
Total to Fm 990-PF, Part I, ln 4	211340.	10786.	200554.

Form 990-PF	Legal Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Carter Ledyard & Milburn LLP	67032.	25918.		41114.	
To Fm 990-PF, Pg 1, ln 16a	67032.	25918.		41114.	

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	
Other Professional Fees	100000.	75000.		25000.	
To Form 990-PF, Pg 1, ln 16c	100000.	75000.		25000.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal tax	1729.	0.		0.	
To Form 990-PF, Pg 1, ln 18	1729.	0.		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	
Foreign Tax paid	3391.	4215.		0.	
Transfer fees	436.	436.		0.	
Investment fees	61874.	61874.		0.	
Service charges	120.	120.		0.	
Computer consulting	7639.	7639.		0.	
Telephone	1754.	1754.		0.	

Oceanic Heritage Foundation

43-1836518

Storage fees	2764.	2764.	0.
ADR fee	569.	569.	0.
Transportation	1161.	1161.	0.
Safe deposit box rental	180.	180.	0.
Software training	14941.	14941.	0.
Publication	110.	0.	0.
P.O. Box rental	312.	312.	0.

To Form 990-PF, Pg 1, ln 23	95251.	95965.	0.
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Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	8
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Description	Amount
Checks written during 2012 clearing in 2013	133000.
Total to Form 990-PF, Part III, line 3	133000.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	9
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Description	Amount
Checks clearing in 2012 written during 2011	33750.
Check written in 2012 reversed in 2013	1330.
Total to Form 990-PF, Part III, line 5	35080.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	10
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Computer Equipment	2497.	1928.	569.	569.
Computer Equipment	34637.	22757.	11880.	11880.
To 990-PF, Part II, ln 14	37134.	24685.	12449.	12449.

Form 990-PF	Corporate Stock	Statement 11
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Description	Book Value	Fair Market Value
Investments	6406816.	7624970.
Total to Form 990-PF, Part II, line 10b	6406816.	7624970.

Form 990-PF	Corporate Bonds	Statement 12
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Description	Book Value	Fair Market Value
Investments	299205.	310160.
Total to Form 990-PF, Part II, line 10c	299205.	310160.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement 13
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Name of Manager

Chryssanthy L. Menoudakos
John K. Menoudakos

Oceanic Heritage Foundation
Form 990-PF
Part II - Balance sheet
2012 Asset Summary

	Citibank	Brown Bros	NatWest	Other	Total
Assets: (Cost Basis)					
Savings & Temp Cash Invtnmts	261,023	225,282	2,340		488,645
Investments - US Obligations					
Investments - Stocks		6,406,816			6,406,816 01
Investments - Bonds		299,205			299,205.00
Investments - Other					-
Total Investment Assets	261,023	6,931,303	2,340		7,194,666
Computer Equipment				12,449	12,449
Total Assets	261,023	6,931,303	2,340	12,449	7,207,115
Assets: (FMV)					
Savings & Money Market	261,023	225,282	2,340		488,645
Investments - US Obligations					
Investments - Stocks		7,624,970			7,624,970.08
Investments - Bonds		310,160			310,160.00
Investments - Other				12,449	-
Computer Equipment					12,449
Total Assets	261,023	8,160,412	2,340	12,449	8,436,224

Balance On Hand

		Market Value 12/31/2012		Inventory Value	
Cash and Cash Equivalents					
	BBH Money Market	\$	220,194.90	\$	220,194.90
	Brown Brothers Harriman investment account #1091008938		5,086.85		5,086.85
	CitiBusiness checking account #0003931492		80,511.43		80,511.43
	CitiBusiness IMMA #9945311888		180,511.83		180,511.83
	NatWest account #9541-30092881		2,339.55		2,339.55
	Total Cash and Cash Equivalents	\$	488,644.56	\$	488,644.56
No. of Shares	Stocks				
20,000	Alcatel Alsthom, ADR	\$	27,800.00	\$	85,029.73
3,600	American Express Company, common		206,928.00		119,188.02
2,100	Anheuser-Busch, ADR		183,561.00		110,934.95
1,900	Automatic Data Processing Inc., common		108,167.00		86,517.48
4,025	Baxter International Inc, common		268,306.50		201,222.02
23,260.124	BBH International Equity Fund		308,429.34		300,000.00
49,804.475	BBH Limited Duration Fund Class I		517,966.54		517,917.46

Oceanic Heritage Foundation 2012 Books and Records

No. of Shares	Stocks	Market Value 12/31/2012		Inventory Value	
3,725	Berkshire Hathaway Inc. (New), class B common	\$	334,132.50	\$	288,341.99
1,000	Boeing Company, common		75,360.00		40,811.98
1,803	Celanese Corporation, series A common		80,287.59		78,079.67
2,825	Chubb Corp, common		212,779.00		159,691.63
8,725	Comcast Corporation, class A common		325,966.00		184,989.15
7,050	Dell Inc., common		71,487.00		101,393.21
3,125	Dentsply International Inc., common		123,781.25		99,469.53
2,450	Diageo Plc, Sponsored ADR		285,621.00		177,291.25
1,500	Disney (Walt) Company, common		74,685.00		34,469.14
1,000	Du Pont (E.I.) de Nemours & Company, common		44,978.50		39,979.37
4,975	Ebay Inc, common		253,713.56		130,844.55
1,325	EOG Resources Inc., common		160,046.75		125,488.28
340	Google Inc., class A common		240,509.20		202,547.74
1,275	Henry Shein Inc., common		102,535.50		81,388.67
500	International Business Machines Corporation, common		95,775.00		48,344.46
2,000	Johnson & Johnson, common		140,200.00		97,583.54

Oceanic Heritage Foundation 2012 Books and Records

No. of Shares	Stocks	Market Value 12/31/2012		Inventory Value	
1,000	Kimberly-Clark Corporation, common	\$	84,430.00	\$	51,215.00
1,200	Lehman Brothers Holdings Capital Trade Preferred		72.00		28,307.25
8,575	Liberty Interactive Corp., series A common		168,756.00		114,601.63
428	Liberty Ventures, Series A common		29,001.28		15,959.37
6,434	Microsoft Corporation, common		171,850.21		214,187.80
3,975	Nestle SA, ADR registered shares		259,050.75		211,961.47
3,975	Novartis AG, ADR		251,617.50		217,987.59
1,525	Occidental Petroleum Corp., common		116,830.25		134,447.48
2,100	Pepsico Inc., common		143,703.00		135,711.93
8,100	Progressive Corp., common		170,910.00		165,077.83
4,300	Southwestern Energy Company, common		143,663.00		151,619.89
3,450	Target Corporation, common		204,136.50		174,142.95
8,675	U.S. Bancorp, commom		277,079.50		220,341.64
2,125	Wal-mart Stores Inc., common		144,988.75		115,301.46
6,450	Waste Management Inc. common		217,623.00		223,707.45
5,600	Wells Fargo & Company, common		191,408.00		170,721.45

Oceanic Heritage Foundation 2012 Books and Records

		Market Value 12/31/2012		Inventory Value	
No. of Shares	Stocks				
	Total Stocks	\$	6,818,135.97	\$	5,656,816.01
Face Amount	Bonds, Debentures & T-Bills				
100,000	Simon Property Group, LP Notes, 2.15% Due 09/15/2017	\$	103,725.00	\$	99,584.00
100,000	Svenska Handelsbanken, AB Notes, 2.875% Due 04/04/2017		105,660.00		99,908.00
100,000	Total Capital International, SA Notes, 1.5% Due 02/17/2017		100,775.00		99,713.00
	Total Bonds, Debentures & T-Bills	\$	310,160.00	\$	299,205.00
No. of Shares	Mutual Funds				
4,518.753	Longleaf Partners Small Capital Fund	\$	130,501.59	\$	100,000.00
69,296.375	T Rowe Price Institutional High Yield Fund		676,332.62		650,000.00
	Total Mutual Funds	\$	806,834.21	\$	750,000.00
	Miscellaneous				
	Computer equipment	\$	12,449.13	\$	12,449.13
	Total Miscellaneous	\$	12,449.13	\$	12,449.13
	Total	\$	8,436,223.87	\$	7,207,114.70

Oceanic Heritage Foundation 2012 Books and Records