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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 10-01-2012 , and ending 09-30-2013

Name of foundation
THE ANDREW R HEYER AND MINDY B HEYER
FOUNDATION
% ANDREW HEYER

Number and street (or P O box number if mail is not delivered to street address)
55 CUSHMAN ROAD
Suite

Room/suite

City or town, state, and ZIP code
SCARSDALE, NY 10583

A Employer identification number
13-4146979

B Telephone number (see instructions)
(212) 616-9650

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 ☑ 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)* ▶$ 1,529,591

J Accounting method ☑ 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)	1,135,249			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	83	83	83	
	4	Dividends and interest from securities	19,693	19,693	19,693	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	61,086			
	b	Gross sales price for all assets on line 6a 969,200				
	7	Capital gain net income (from Part IV, line 2)		61,086		
	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)				
	12	**Total.** Add lines 1 through 11	1,216,111	80,862	19,776	
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)				
	c	Other professional fees (attach schedule)	12,091	12,091	12,091	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,817	2,817	100	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,908	14,908	12,191	0
	25	Contributions, gifts, grants paid	783,394			783,394
	26	**Total expenses and disbursements.** Add lines 24 and 25	798,302	14,908	12,191	783,394
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	417,809			
	b	**Net investment income** (if negative, enter -0-)		65,954		
	c	**Adjusted net income** (if negative, enter -0-)			7,585	

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	146,985	224,628	224,628
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	714,435	1,054,601	1,304,963
	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)			
	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)	861,420	1,279,229	1,529,591
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)		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	861,420	1,279,229	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	861,420	1,279,229	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	861,420	1,279,229	

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	861,420
2	Enter amount from Part I, line 27a	2	417,809
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,279,229
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,279,229

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)
1 a	NORTHERN TRUST	P		
b	NORTHERN TRUST	P		
c	NORTHERN TRUST	P		
d	10000 HAIN CELESTIAL	D	2012-10-01	2012-10-02
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	96,311		94,617	1,694
b	30,334		24,872	5,462
c	197,930		145,125	52,805
d	644,625		643,500	1,125
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				1,694
b				5,462
c				52,805
d				1,125
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	61,086
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 page 18 of 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	597,407	805,705	0 741471
2010	704,202	2,066,081	0 340839
2009	1,321,965	2,280,212	0 579755
2008	695,250	1,756,549	0 395805
2007	751,715	1,891,879	0 397338

2	**Total** of line 1, column (d)	2	2 455208
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 491042
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,353,887
5	Multiply line 4 by line 3	5	664,815
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	660
7	Add lines 5 and 6	7	665,475
8	Enter qualifying distributions from Part XII, line 4	8	783,394

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 page 18 of the 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	660
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	660
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	660
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	0		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,500
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	15
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	2,825
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,825	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶ANDREW HEYER Telephone no ▶(212) 616-9650

Located at ▶55 CUSHMAN ROAD SCARSDALE NY ZIP+4 ▶10583

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 |

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		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 20 of the instructions)?	1b		
	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		No
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 ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**		
	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? ☐ **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**		
	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**		**No**

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
ANDREW R HEYER 55 CUSHMAN ROAD SCARSDALE,NY 10583	TRUSTEE 0	0		
MINDY B HEYER 55 CUSHMAN ROAD SCARSDALE,NY 10583	TRUSTEE 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

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

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

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	884,518
b	Average of monthly cash balances	1b	489,987
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,374,505
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	0
3	Subtract line 2 from line 1d	3	1,374,505
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,618
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,353,887
6	**Minimum investment return.** Enter 5% of line 5	6	67,694

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	67,694
2a	Tax on investment income for 2012 from Part VI, line 5	2a	660		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	660
3	Distributable amount before adjustments Subtract line 2c from line 1			3	67,034
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	67,034
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	67,034

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	783,394
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	783,394
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	660
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	782,734

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					67,034
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	657,324				
b From 2008.	607,498				
c From 2009.	1,208,254				
d From 2010.	601,106				
e From 2011.	563,658				
f **Total** of lines 3a through e.		3,637,840			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 783,394					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					67,034
e Remaining amount distributed out of corpus		716,360			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,354,200			
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.					
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 instructions				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) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		657,324			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,696,876			
10 Analysis of line 9					
a Excess from 2008. . . .	607,498				
b Excess from 2009. . . .	1,208,254				
c Excess from 2010. . . .	601,106				
d Excess from 2011. . . .	563,658				
e Excess from 2012. . . .	716,360				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 organization 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				783,394
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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					83
4 Dividends and interest from securities					19,693
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					
8 Gain or (loss) from sales of assets other than inventory					61,086
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a CONTRIBUTIONS					1,135,249
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					1,216,111

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,216,111

(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)

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)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-08-08 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Scott Martin CPA	Scott Martin CPA	2014-08-08		

Firm's name ▶ Band Rosenbaum & Martin PC

Firm's EIN ▶

Firm's address ▶ 26 Burling Lane
New Rochelle, NY 10801

Phone no (914) 636-7200

Form 990PF Part XV Line 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*				
AMERICAN JEWISH COMMITTEE PO BOX 705 NEW YORK,NY 10150	NONE		RELIGIOUS AND EDUCATION	40,000
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY INDEPENDENCE MALL EAST 55 N 5TH STREET PHILADELPHIA,PA 191062197	NONE		EDUCATION AND RESEARCH	142,979
UNIVERSITY OF PENNSYLVANIA FRANKLIN BUILDING 3451 WALNUT ST ROOM 433 PHILADELPHIA,PA 191046205	NONE		EDUCATION	432,715
BARNARD COLLEGE 3009 BROADWAY NEW YORK,NY 10027	NONE		EDUCATION	200
FRIENDS OF OFANIM 308 E LANCASTER AVE WYNNWOOD,PA 19096	NONE		EDUCATION IN ISRAEL	10,000
AMERICAN FRIENDS OF BROTHERS AID 410 PARK AVENUE 1500 NEW YORK,NY 10022	NONE		EDUCATION AND RESEARCH	72,000
NY PRESBYTERIAN FUND 525 EAST 68TH STREET NEW YORK,NY 100654870	NONE		EDUCATION AND RESEARCH	2,000
MT SINAI MEDICAL CENTER 5 EAST 98TH STREET NEW YORK,NY 10029	NONE		EDUCATION AND RESEARCH	25,000
PENN MEDICAL 327 PENNSYLVANIA AVENUE BROOKLYN,NY 11207	NONE		RESEARCH	15,000
WESTERN WALL HERITAGE FOUNDATION 587 FIFTH AVENUE NEW YORK,NY 10017	NONE		RESEARCH AND EDUCATION	18,000
SCARSDALE PBA PO BOX 5 SCARSDALE,NY 10583	NONE		PUBLIC EDUCATION	500
PENN VET 3800 SPRUCE STREET PHILADELPHIA,PA 19104	NONE		RESEARCH AND EDUCATION	25,000
Total . . . . ▶ **3a**				783,394

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION	13-4146979

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 foundation

Check 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)

Name of organization
THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

Employer identification number
13-4146979

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	ANDREW AND MINDY HEYER 55 CUSHMAN ROAD SCARSDALE, NY 10583	$ 500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ANDREW AND MINDY HEYER 55 CUSHMAN ROAD SCARSDALE, NY 10583	$ 300,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	ANDREW AND MINDY HEYER 55 CUSHMAN ROAD SCARSDALE, NY 10583	$ 643,500	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**
THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION	13-4146979

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
3	10000 SHARES HAIN CELESTIAL	$ 643,500	2012-10-01

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

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

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

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

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

Name of organization
THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

Employer identification number
13-4146979

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 See instructions) ▶ $
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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

EIN: 13-4146979

TY 2012 Investments Corporate Stock Schedule

Name: THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

EIN: 13-4146979

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST SECURITIES ACCT	1,054,601	1,304,963

TY 2012 Land, Etc. Schedule

Name: THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

EIN: 13-4146979

TY 2012 Other Professional Fees Schedule

Name: THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

EIN: 13-4146979

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST ADVISORY FEES	12,091	12,091	12,091	

TY 2012 Taxes Schedule

Name: THE ANDREW R HEYER AND MINDY B HEYER FOUNDATION

EIN: 13-4146979

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS DEPT OF LAW FILING FEE	100	100	100	
FEDERAL EXCISE TAX	2,717	2,717		

◆ Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common stock									
United States									
01 Nov 12 06 Nov 12	#REORG/PENTAIR LTD STOCK MERGER PENTAIR 2W16AK1 EFF 06-03-2014 CUSIP' H6169Q108	-83.00	3,669.71	-2,875 30	794.41	0.00	0 00	794 41	0.00
	30 Dec 11	-83 00	3,669 71	-2,875 30	794 41	0.00	0 00	794 41	0 00
01 Oct 12 16 Oct 12	#REORG/PENTAIR LTD STOCK MERGER PENTAIR 2W16AK1 EFF 06-03-2014 CUSIP H6169Q108	-0 98	42 58	-33 95	8 63	0 00	0.00	8.63	0 00
	30 Dec 11	-0.98	42 58	-33 95	8 63	0 00	0.00	8 63	0 00
02 Oct 12 05 Oct 12	ADT CORP COM CUSIP. 00101J106	-175.00	6,536 98	-5,319 45	1,217 53	0 00	0 00	1,217 53	0 00
	30 Dec 11	-175.00	6,536 98	-5,319.45	1,217 53	0 00	0 00	1,217 53	0 00
20 Dec 12 26 Dec 12	APACHE CORP COM CUSIP 037411105	-175 00	13,935.28	-15 872 50	-1,937 22	0 00	0 00	-1,937.22	0 00
	30 Dec 11	-175.00	13,935 28	-15,872 50	-1 937.22	0 00	0 00	-1,937.22	0 00
26 Oct 12 31 Oct 12	CABOT OIL & GAS CORP COM CUSIP 127097103	-50 00	2,346 59	-1,570 49	776 10	0.00	0 00	776 10	0 00
	03 Apr 12	-50 00	2,346 59	-1,570 49	776 10	0 00	0 00	776 10	0.00
28 Dec 12 03 Jan 13	COACH INC COM CUSIP' 189754104	-325 00	17,644 31	-16,372 00	1,272 31	0.00	0.00	1,272 31	0 00
	31 Jul 12	-250.00	13,572 55	-12,619 75	952 80	0 00	0 00	952.80	0 00
	02 Aug 12	-75 00	4,071.76	-3,752.25	319 51	0 00	0 00	319.51	0 00
26 Nov 12 29 Nov 12	MICROSOFT CORP COM CUSIP 594918104	-700 00	19,046.57	-21,140 26	-2,093 69	0 00	0 00	-2,093 69	0 00
	17 May 12	-425 00	11,563.99	-12,750 00	-1,186 01	0 00	0 00	-1,186.01	0 00
	09 Aug 12	-275 00	7,482 58	-8,390 26	-907 68	0.00	0 00	-907.68	0 00
27 Nov 12 30 Nov 12	NISOURCE INC COM CUSIP 65473P105	-650 00	15,541.15	-15,002.00	539 15	0 00	0 00	539 15	0 00

◆ Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common stock									
United States									
	07 Feb 12	-650.00	15,541 15	-15,002 00	539 15	0 00	0 00	539 15	0.00
26 Oct 12 31 Oct 12	VARIAN MEDICAL SYSTEMS INC CUSIP- 92220P105	-50 00	3,359 92	-3,458 00	-98 08	0 00	0 00	-98 08	0 00
	03 Apr 12	-50 00	3,359 92	-3,458 00	-98.08	0 00	0 00	-98 08	0 00
18 Oct 12 23 Oct 12	WATERS CORP COM CUSIP 941848103	-175 00	14,188 24	-12,972 75	1,215 49	0 00	0 00	1,215 49	0 00
	30 Dec 11	-175 00	14,188 24	-12,972 75	1,215 49	0 00	0 00	1,215 49	0 00
Total United States			**96,311.33**	**-94,616.70**	**1,694 63**	**0.00**	**0.00**	**1,694.63**	**0 00**
Total S/T translation gain/loss for equities							**0.00**		
Total L/T translation gain/loss for equities							**0.00**		
Total realized gains for equities					**5,823.62**	**0.00**	**0 00**	**5,823.62**	**0.00**
Total realized losses for equities					**-4,128.99**	**0.00**	**0 00**	**-4,128.99**	**0.00**
Total Equities			**96,311 33**	**-94,616.70**	**1,694.63**	**0.00**	**0.00**	**1,694.63**	**0.00**
Total Sales			**96,311.33**	**-94,616.70**	**1,694.63**	**0.00**	**0.00**	**1,694.63**	**0.00**

◆ Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Total Short Term Gain Proceeds			**59,969.56**						
Total Short Term Loss Proceeds			**36,341.77**						
Total Long Term Gain Proceeds			**0.00**						
Total Long Term Loss Proceeds			**0.00**						
Total Undetermined Tax Lot Proceeds			**0.00**						
Additional Short Term Proceeds from Zero G/L Transactions			**0.00**						
Additional Long Term Proceeds from Zero G/L Transactions			**0.00**						
Short Term Proceeds due to REIT Re-Allocation			**0.00**						
Long Term Proceeds due to REIT Re-Allocation			**0.00**						
	Total Short Term Proceeds		**96,311.33**						
	Total Long Term Proceeds		**0.00**						
Total S/T translation gain/loss							**0.00**		
Total L/T translation gain/loss							**0.00**		
Total realized gains					**5,823.62**	**0.00**	**0.00**	**5,823.62**	**0.00**
Total realized losses					**-4,128.99**	**0.00**	**0.00**	**-4,128.99**	**0.00**
Total realized gain/loss			**96,311.33**	**-94,616.70**	**1,694.63**	**0.00**	**0.00**	**1,694.63**	**0.00**

◆ Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss – Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common stock									
Italy									
04 Jan 13 09 Jan 13	ADR LUXOTTICA GROUP S P A SPONSORED ADR CUSIP. 55068R202	-125 00	5,259 88	-3,502.50	0 00	1,757 38	0 00	0 00	1,757 38
	30 Dec 11	-125 00	5,259 88	-3,502 50	0 00	1,757.38	0 00	0 00	1 757 38
Total Italy			**5,259.88**	**-3,502.50**	**0.00**	**1,757.38**	**0.00**	**0.00**	**1,757.38**
United States									
05 Aug 13 08 Aug 13	APPLE INC COM STK CUSIP- 037833100	-29 00	13,538.79	-11,739.49	0 00	1,799.30	0 00	0 00	1,799 30
	30 Dec 11	-29 00	13,538.79	-11,739 49	0 00	1,799 30	0 00	0 00	1,799 30
09 Sep 13 12 Sep 13	DOVER CORP COM CUSIP 260003108	-50 00	4,395 09	-3,122 50	0.00	1,272 59	0 00	0 00	1,272.59
	23 Mar 12	-50 00	4,395 09	-3,122 50	0 00	1,272.59	0 00	0 00	1,272.59
26 Mar 13 01 Apr 13	EDWARDS LIFESCIENCES CORP COM CUSIP 28176E108	-215 00	17,629 60	-16,115 75	-226.59	1,740 44	0.00	-226 59	1,740 44
	03 Feb 12	-165.00	13,529 69	-11,789.25	0 00	1,740.44	0 00	0 00	1,740 44
	08 Nov 12	-50.00	4,099 91	-4,326 50	-226 59	0 00	0 00	-226 59	0 00
08 Jul 13 11 Jul 13	GENERAL ELECTRIC CO CUSIP 369604103	-650 00	15 218 90	-11,674 00	0 00	3,544 90	0 00	0.00	3 544 90
	30 Dec 11	-650 00	15,218 90	-11,674 00	0.00	3,544 90	0 00	0 00	3,544.90
08 Jul 13 11 Jul 13	GENERAL ELECTRIC CO CUSIP 369604103	-150 00	3,512 05	-2,694 00	0 00	818.05	0 00	0 00	818 05
	30 Dec 11	-150 00	3 512 05	-2,694.00	0 00	818.05	0.00	0 00	818 05
21 Mar 13 26 Mar 13	GRAINGER W W INC COM CUSIP 384802104	-100 00	22,340 49	-4,166 00	0 00	18,174 49	0 00	0 00	18,174 49
	01 Jan 70	-100.00	22,340 49	-4,166 00	0 00	18,174 49	0 00	0 00	18,174 49
18 Jul 13 23 Jul 13	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101	-35 00	6,944.16	-7 347 55	0 00	-403 39	0 00	0.00	-403 39

◆ Realized Gain/Loss Detail - Taxable

Trade Date Settle Date	Security Description Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	 Long Term	 Translation	 Total Short Term	 Long Term
Sales									
Equities									
Common stock									
United States									
	03 Apr 12	-35 00	6,944 16	-7,347 55	0 00	-403.39	0 00	0 00	-403.39
05 Aug 13 08 Aug 13	L BRANDS INC COM CUSIP 501797104	-150 00	8,660 29	-5,938 50	0 00	2,721 79	0 00	0 00	2,721 79
	06 Jan 12	-125 00	7,216 91	-4,868 75	0 00	2,348 16	0 00	0 00	2,348 16
	18 Jun 12	-25.00	1,443.38	-1,069 75	0 00	373 63	0 00	0 00	373 63
04 Jun 13 07 Jun 13	L BRANDS INC COM CUSIP: 501797104	-75.00	3,894.23	-2 921 25	0 00	972 98	0 00	0.00	972 98
	06 Jan 12	-75 00	3,894 23	-2,921.25	0 00	972 98	0 00	0 00	972.98
29 Jul 13 01 Aug 13	MC DONALDS CORP COM CUSIP 580135101	-200 00	19,543 25	-19,362.00	0 00	181 25	0 00	0 00	181.25
	08 Mar 12	-200 00	19,543 25	-19,362 00	0.00	181 25	0 00	0.00	181 25
29 Jul 13 01 Aug 13	MC DONALDS CORP COM CUSIP. 580135101	-75 00	7,328 72	-6,378.75	949 97	0 00	0 00	949 97	0 00
	08 Nov 12	-75 00	7,328 72	-6,378 75	949 97	0 00	0.00	949.97	0 00
19 Jul 13 24 Jul 13	OMNICOM GROUP INC COM CUSIP· 681919106	-200 00	12,908 15	-9,276 88	2,137 96	1,493 31	0 00	2,137 96	1,493 31
	30 Dec 11	-75 00	4,840 56	-3,347 25	0 00	1,493 31	0 00	0 00	1,493.31
	08 Nov 12	-125 00	8,067 59	-5,929 63	2,137.96	0 00	0 00	2,137 96	0 00
18 Jul 13 23 Jul 13	OMNICOM GROUP INC COM CUSIP 681919106	-300.00	19,737 28	-13,389 00	0 00	6,348 28	0 00	0 00	6,348 28
	30 Dec 11	-300.00	19,737 28	-13,389.00	0 00	6,348 28	0 00	0 00	6,348 28
03 Jan 13 08 Jan 13	ORACLE CORP COM CUSIP 68389X105	-175.00	6,047 86	-5,354.48	693.38	0 00	0 00	693 38	0.00
	08 Nov 12	-175 00	6,047 86	-5,354 48	693.38	0 00	0 00	693 38	0 00
19 Apr 13 24 Apr 13	PEPSICO INC COM CUSIP. 713448108	-175 00	14,396 92	-11,336 59	0 00	3,060.33	0 00	0 00	3,060 33

◆ Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss — Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common stock									
United States									
	19 Mar 12	-175 00	14,396 92	-11,336 59	0 00	3,060 33	0 00	0 00	3,060 33
22 Jul 13 25 Jul 13	SCHLUMBERGER LTD COM COM CUSIP. 806857108	-30 00	2,527 68	-2,052 60	0 00	475 08	0.00	0 00	475 08
	30 Dec 11	-30 00	2,527 68	-2,052.60	0 00	475 08	0 00	0 00	475 08
18 Sep 13 23 Sep 13	SOTHEBYS HLDGS INC CL A (DE) CUSIP 835898107	-50 00	2,390.00	-1,441 43	948 57	0 00	0 00	948 57	0 00
	12 Nov 12	-50 00	2,390.00	-1,441 43	948 57	0.00	0 00	948 57	0 00
17 Sep 13 20 Sep 13	SOTHEBYS HLDGS INC CL A (DE) CUSIP 835898107	-25.00	1,191 86	-720 71	471.15	0 00	0 00	471.15	0 00
	12 Nov 12	-25 00	1,191 86	-720.71	471.15	0 00	0 00	471 15	0.00
07 Aug 13 12 Aug 13	SOTHEBYS HLDGS INC CL A (DE) CUSIP· 835898107	-300 00	13,074 55	-9,479 97	0.00	3,594 58	0 00	0 00	3,594 58
	15 May 12	-300 00	13,074 55	-9,479 97	0.00	3,594 58	0 00	0 00	3,594 58
24 Sep 13 27 Sep 13	SOTHEBYS HLDGS INC CL A (DE) CUSIP 835898107	-25 00	1,207 79	-720 71	487 08	0 00	0 00	487 08	0 00
	12 Nov 12	-25 00	1,207 79	-720 71	487 08	0 00	0 00	487 08	0 00
16 Sep 13 19 Sep 13	SOTHEBYS HLDGS INC CL A (DE) CUSIP· 835898107	-100 00	4,780 97	-3,159 99	0 00	1,620 98	0 00	0.00	1,620 98
	15 May 12	-100.00	4,780 97	-3,159 99	0 00	1,620 98	0 00	0.00	1,620 98
11 Jul 13 16 Jul 13	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0 80 CUSIP. H89128104	-100 00	3,530.19	-2 323 94	0 00	1,206 25	0 00	0.00	1,206 25
	30 Dec 11	-100 00	3,530.19	-2,323 94	0 00	1,206.25	0 00	0 00	1,206 25
25 Jul 13 30 Jul 13	VARIAN MEDICAL SYSTEMS INC CUSIP 92220P105	-150 00	10,954.99	-10,374.00	0 00	580.99	0 00	0 00	580 99
	03 Apr 12	-150 00	10,954 99	-10,374.00	0 00	580 99	0.00	0 00	580 99

◆ Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common stock									
United States									
29 Jul 13 01 Aug 13	VARIAN MEDICAL SYSTEMS INC CUSIP. 92220P105	-100 00	7,250 25	-5 404 99	0 00	1,845 26	0 00	0 00	1,845 26
	26 Jul 12	-100 00	7,250.25	-5,404.99	0.00	1,845 26	0 00	0 00	1,845 26
Total United States			**223,004 06**	**-166,495 08**	**5,461.52**	**51,047.46**	**0 00**	**5,461.52**	**51,047.46**
Total S/T translation gain/loss for equities							**0.00**		
Total L/T translation gain/loss for equities							**0.00**		
Total realized gains for equities					**5,688 11**	**53,208 23**	**0.00**	**5,688.11**	**53,208.23**
Total realized losses for equities					**-226 59**	**-403 39**	**0.00**	**-226 59**	**-403.39**
Total Equities			**228,263.94**	**-169,997.58**	**5,461.52**	**52,804 84**	**0.00**	**5,461.52**	**52,804 84**
Total Sales			**228,263 94**	**-169,997.58**	**5,461.52**	**52,804.84**	**0 00**	**5,461.52**	**52,804.84**

◆ Realized Gain/Loss Detail - Taxable

				Realized gain/loss				
				Market			Total	
Trade Date Security Description / Settle Date Acquisition Date	Shares/Par	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Total Short Term Gain Proceeds		26,233.82						
Total Short Term Loss Proceeds		4,099 91						
Total Long Term Gain Proceeds		190,986.05						
Total Long Term Loss Proceeds		6,944.16						
Total Undetermined Tax Lot Proceeds		0.00						
Additional Short Term Proceeds from Zero G/L Transactions		0.00						
Additional Long Term Proceeds from Zero G/L Transactions		0.00						
Short Term Proceeds due to REIT Re-Allocation		0.00						
Long Term Proceeds due to REIT Re-Allocation		0.00						
Total Short Term Proceeds		30,333.73						
Total Long Term Proceeds		197,930.21						
Total S/T translation gain/loss						0.00		
Total L/T translation gain/loss						0 00		
Total realized gains				5,688 11	53,208.23	0 00	5,688 11	53,208 23
Total realized losses				-226.59	-403 39	0.00	-226.59	-403.39
Total realized gain/loss		228,263.94	-169,997.58	5,461 52	52,804 84	0.00	5,461.52	52,804.84

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