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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation FALCONHEAD FOUNDATION		A Employer identification number 13-3946281
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O BBH TRUST CO NA 140 BROADWAY		B Telephone number (see instructions) (212) 493-8000
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,016,016	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	62,540	62,540	62,540	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	375,002			
	b Gross sales price for all assets on line 6a 860,249				
	7 Capital gain net income (from Part IV, line 2) . . .		375,002		
	8 Net short-term capital gain			2,348	
	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	437,542	437,542	64,888		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,000			3,000
	c Other professional fees (attach schedule)	29,305	29,305		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,471	1,471		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	88	88		
	24 Total operating and administrative expenses. Add lines 13 through 23	33,864	30,864		3,000
	25 Contributions, gifts, grants paid	175,000			175,000
26 Total expenses and disbursements. Add lines 24 and 25	208,864	30,864		178,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	228,678				
b Net investment income (if negative, enter -0-)		406,678			
c Adjusted net income (if negative, enter -0-)			64,888		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	13,122	5,001	5,001	
	2 Savings and temporary cash investments		221,051	221,051	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		2,487,388	3,758,197	
	c Investments—corporate bonds (attach schedule)		31,767	31,767	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	2,503,407			
	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)	2,516,529	2,745,207	4,016,016		
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 ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	2,516,529	2,745,207			
30 Total net assets or fund balances (see page 17 of the instructions)	2,516,529	2,745,207			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,516,529	2,745,207			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,516,529
2	Enter amount from Part I, line 27a	2	228,678
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,745,207
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	2,745,207

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	SEE ATTACHED BROWN BROTHER HARRIMAN	P	2010-04-22	2013-01-15
b	SEE ATTACHED BROWN BROTHER HARRIMAN	P	2012-06-19	2013-05-22
c	CAPITAL GAIN DIVIDENDS	P	2010-04-22	2013-01-15
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	823,140		469,421	353,719
b	18,174		15,826	2,348
c	18,935			18,935
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			353,719
b			2,348
c			18,935
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	375,002
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	2,348

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))
2012	175,829	3,237,095	0 05432
2011	153,000	3,006,507	0 05089
2010	154,135	2,760,551	0 05584
2009	155,950	2,417,487	0 06451
2008	158,046	2,963,254	0 05334

2	Total of line 1, column (d).	2	0 27889
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 05578
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,775,581
5	Multiply line 4 by line 3.	5	210,591
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,067
7	Add lines 5 and 6.	7	214,658
8	Enter qualifying distributions from Part XII, line 4.	8	178,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 8,134.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political activities, tax on political expenditures, and substantial contributors. Includes sub-rows 8a and 8b.

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 N/A
14 The books are in care of BROWN BROTHERS HARRIMAN TR CO Telephone no (212) 493-8000
Located at 140 BROADWAY- 5TH FLOOR 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 15
and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2013, 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 Yes 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

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 No
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013.). 3b No
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 2013? 4b No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
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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
See Additional Data Table				

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

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

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
NONE		

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	3,827,191
b	Average of monthly cash balances.	1b	5,886
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,833,077
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	
3	Subtract line 2 from line 1d.	3	3,833,077
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	57,496
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,775,581
6	Minimum investment return. Enter 5% of line 5.	6	188,779

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	188,779
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	8,134
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,134
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	180,645
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	180,645
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	180,645

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	178,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	178,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	178,000

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				180,645
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			56,210	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>178,000</u>				
a Applied to 2012, but not more than line 2a			56,210	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				121,790
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				58,855
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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 2013, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 175,000
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part VIII Line 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
RODNEY D DAY III 5958 SE MOURNING DOVE WAY HOBE SOUND, FL 33455	President & CEO 0 75	0		
EVELYN S DAY 5958 SE MOURNING DOVE WAY HOBE SOUND, FL 33455	Secretary 0 75	0		
EVELYN DAY LASRY 1150 FIFTH AVE APT 8E NEW YORK, NY 10128	Vice President 0 50	0		
ALLISON DAY LANNI 2929 BERKLEY ROAD ARDMORE, PA 19003	Vice President 0 50	0		
HILARY DAY MANER 123 LOWRYS LAND ROSEMONT, PA 19010	Vice President 0 50	0		

Form 990PF Part XV Line 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>				
BYERS CHARTER SCHOOL 210 WEST RITTENHOUSE SQUARE PHILADELPHIA,PA 19103		501(C)(3)	GENERAL SUPPORT	17,500
GESU SCHOOL 1700 THOMPSON STREET PHILADELPHIA,PA 19121	NONE	501(C)(3)	GENERAL SUPPORT	7,500
MASTERY CHARTER SCHOOLS 35 SOUTH 4TH STREET PHILADELPHIA,PA 19106	NONE		GENERAL SUPPORT	10,000
CHURCH OF THE ADVOCATE GAPS PROGRAM 2227N BROAD STREET SUITE 103 PHILADELPHIA,PA 19132	NONE		GENERAL SUPPORT	10,000
EDUCATING COMMUNITIES FOR PARENTING 211 NORTH 13TH STREET 701 PHILADELPHIA,PA 19107	NONE		GENERAL SUPPORT	10,000
GLOBAL AIDS INTERFAITH ALLIANCE PO BOX 29110 SAN FRANCISCO,CA 94129	NONE		GENERAL SUPPORT	10,000
DE LA SALLE ACADEMY 202 WEST 97TH STREET NEW YORK,NY 10025	NONE		GENERAL SUPPORT	12,500
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK,NY 10026	NONE		GENERAL SUPPORT	12,500
THE ACADEMY FOR TEACHERS 10 WEST 90TH STREET NO9 NEW YORK,NY 10024	NONE		GENERAL SUPPORT	10,000
EPISCOPAL COMMUNITY SERVICES 235 SOUTH THIRD STREET PHILADELPHIA,PA 19106	NONE		GENERAL SUPPORT	11,000
SPRINGBOARD COLLORABORATIVE 755 S MOLE STREET PHILADELPHIA,PA 19146	NONE		GENERAL SUPPORT	12,000
START-UP CORPS 7900 GERMANTOWN AVE SUITE 2B PHILADELPHIA,PA 19118	NONE		GENERAL SUPPORT	12,000
TEACH FOR AMERICA 1714 MEMPHIS STREET SUITE C-1 PHILADELPHIA,PA 19125	NONE		GENERAL SUPPORT	10,000
CRADLES TO CRAYONS 30 CLIPPER ROAD PO BOX 799 WEST CONSHOHOCKEN,PA 19428	NONE		GENERAL SUPPORT	25,000
ETHIOPIA READS PO BOX 581302 MINNEAPOLIS,MN 55458	NONE		GENERAL SUPPORT	5,000
Total				175,000

TY 2013 Accounting Fees Schedule

Name: FALCONHEAD FOUNDATION

EIN: 13-3946281

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEE	3,000	0	0	3,000

TY 2013 Other Expenses Schedule

Name: FALCONHEAD FOUNDATION

EIN: 13-3946281

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	88	88		

TY 2013 Other Professional Fees Schedule

Name: FALCONHEAD FOUNDATION

EIN: 13-3946281

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	29,305	29,305	0	0

TY 2013 Taxes Schedule

Name: FALCONHEAD FOUNDATION

EIN: 13-3946281

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,471	1,471		

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO

Run on 4/24/2014 3:45:12 PM

Realized Gain/Loss Report

Start Date: 01/01/2013

End Date: 12/31/2013

Account: 1091004175

Administrator: STEPHEN A. BRIDGMAN 212-493-7261

FALCONHEAD FOUNDATION INC

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
150 SHARES OF TARGET CORP	05/22/2013	06/19/2012	10,164.69	8,780.55	1,384.14 Covered
200 SHARES OF WELLS FARGO & CO	05/22/2013	02/14/2013	8,009.50	7,045.58	963.92 Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			18,174.19	15,826.13	2,348.06
** LONG TERM CAPITAL GAIN (LOSS)					
52 SHARES OF BAXTER INTL INC	01/15/2013	04/22/2010	3,507.27	2,613.34	893.93
50 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	01/16/2013	09/06/2011	4,451.40	2,620.38	1,831.02 Covered
25 SHARES OF DIAGEO PLC- SPONSORED ADR	01/16/2013	10/14/2009	2,876.93	1,537.86	1,339.07
50 SHARES OF DIAGEO PLC- SPONSORED ADR	01/16/2013	10/16/2009	5,753.87	3,124.91	2,628.96
74 SHARES OF EBAY INC	01/16/2013	01/07/2009	3,910.07	1,082.47	2,827.60
83 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	01/18/2013	08/11/2011	7,416.00	4,162.28	3,253.72 Covered
292 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	01/18/2013	09/06/2011	26,090.02	15,303.02	10,787.00 Covered
700 SHARES OF COMCAST CORP CL A	01/22/2013	12/16/2011	27,797.50	16,443.00	11,354.50 Covered
198 SHARES OF BAXTER INTL INC	01/24/2013	04/22/2010	13,369.81	9,950.81	3,419.00
81 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	01/28/2013	08/11/2011	7,419.19	4,061.99	3,357.20 Covered
19 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	01/29/2013	08/11/2011	1,744.93	952.81	792.12 Covered
50 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	01/29/2013	09/13/2011	4,591.92	2,481.74	2,110.18 Covered
50 SHARES OF EBAY INC	02/08/2013	01/07/2009	2,848.75	731.40	2,117.35
56 SHARES OF EBAY INC	02/08/2013	01/23/2009	3,190.60	667.64	2,522.96
369 SHARES OF EBAY INC	02/12/2013	01/23/2009	21,012.82	4,399.29	16,613.53
1801 SHARES OF DELL INC	02/13/2013	01/07/2009	24,845.49	20,202.72	4,642.77
449 SHARES OF DELL INC	02/15/2013	01/07/2009	6,182.59	5,036.66	1,145.93
70 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	02/20/2013	09/13/2011	6,577.75	3,474.44	3,103.31 Covered
47 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	02/25/2013	09/13/2011	4,418.78	2,332.84	2,085.94 Covered
58 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	02/28/2013	09/13/2011	5,445.99	2,878.83	2,567.16 Covered
2250 SHARES OF	03/04/2013	01/07/2009	31,412.44	25,239.37	6,173.07

DELL INC						
202 SHARES OF DENTSPLY INTL INC	03/20/2013	10/29/2008	8,578.75	6,040.27	2,538.48	
32 SHARES OF DIAGEO PLC- SPONSORED ADR	04/01/2013	10/08/2008	4,017.76	1,913.27	2,104.49	
25 SHARES OF DIAGEO PLC- SPONSORED ADR	04/01/2013	10/14/2009	3,138.87	1,537.85	1,601.02	
63 SHARES OF BAXTER INTL INC	04/01/2013	04/22/2010	4,555.06	3,166.17	1,388.89	
143 SHARES OF DIAGEO PLC- SPONSORED ADR	04/02/2013	10/08/2008	17,963.62	8,549.93	9,413.69	
68 SHARES OF BAXTER INTL INC	04/02/2013	04/22/2010	4,919.37	3,417.45	1,501.92	
40 SHARES OF PEPSICO INC	04/11/2013	12/16/2011	3,199.36	2,615.60	583.76	Covered
67 SHARES OF PEPSICO INC	04/12/2013	12/16/2011	5,358.06	4,381.13	976.93	Covered
18 SHARES OF PEPSICO INC	04/16/2013	12/16/2011	1,439.55	1,177.02	262.53	Covered
24 SHARES OF PEPSICO INC	04/16/2013	02/21/2012	1,919.41	1,516.19	403.22	Covered
51 SHARES OF PEPSICO INC	04/18/2013	02/21/2012	4,095.87	3,221.91	873.96	Covered
150 SHARES OF PEPSICO INC	05/03/2013	03/05/2012	12,423.40	9,416.69	3,006.71	Covered
200 SHARES OF JOHNSON & JOHNSON	05/20/2013	11/18/2009	17,594.92	12,477.32	5,117.60	
300 SHARES OF BERKSHIRE HATHAWAY INC-CL B	05/22/2013	03/09/2006	33,615.86	17,906.97	15,708.89	
250 SHARES OF COMCAST CORP CL A	05/22/2013	12/16/2011	10,443.15	5,872.50	4,570.65	Covered
100 SHARES OF EOG RESOURCES INC	05/22/2013	05/25/2010	12,999.32	9,627.62	3,371.70	
500 SHARES OF LIBERTY INTERACTIVE A	05/22/2013	01/07/2009	11,477.45	1,540.43	9,937.02	
150 SHARES OF NOVARTIS AG - ADR	05/22/2013	03/17/2006	11,181.96	8,529.59	2,652.37	
200 SHARES OF SOUTHWESTN ENERGY CO	05/22/2013	06/24/2011	7,737.83	8,261.04	523.21	Covered
50 SHARES OF TARGET CORP	05/22/2013	12/16/2011	3,388.23	2,623.00	765.23	Covered
400 SHARES OF U S BANCORP	05/22/2013	12/16/2011	14,181.72	10,460.00	3,721.72	Covered
300 SHARES OF WASTE MANAGEMENT INC	05/22/2013	08/13/2008	12,707.66	10,617.00	2,090.66	
100 SHARES OF CHUBB CORP	05/22/2013	12/16/2011	8,804.60	6,773.00	2,031.60	Covered
23 SHARES OF DENTSPLY INTL INC	05/22/2013	10/29/2008	956.28	687.75	268.53	
77 SHARES OF DENTSPLY INTL INC	05/22/2013	10/30/2008	3,201.45	2,287.82	913.63	
150 SHARES OF NESTLE S A SPONS ADR	05/22/2013	12/16/2011	10,271.95	8,251.50	2,020.45	Covered
400 SHARES OF PROGRESSIVE CORP OHIO	05/22/2013	08/13/2008	10,369.26	7,419.52	2,949.74	
48 SHARES OF HENRY SCHEIN INC COM STK	05/22/2013	11/01/2011	4,602.22	3,081.38	1,520.84	Covered
102 SHARES OF HENRY SCHEIN INC COM STK	05/22/2013	11/09/2011	9,779.72	6,560.69	3,219.03	Covered
55 SHARES OF DIAGEO PLC- SPONSORED ADR	05/24/2013	10/08/2008	6,736.02	3,288.43	3,447.59	
45 SHARES OF DIAGEO PLC- SPONSORED ADR	05/28/2013	10/08/2008	5,567.08	2,690.54	2,876.54	
400 SHARES OF AUTOMATIC DATA PROCESSING INC	07/11/2013	06/30/1997	28,768.94	8,257.07	20,511.87	

171 SHARES OF LIBERTY INTERACTIVE A	07/12/2013	01/07/2009	4,186.90	526.83	3,660.07
94 SHARES OF LIBERTY INTERACTIVE A	07/15/2013	01/07/2009	2,301.33	289.60	2,011.73
25 SHARES OF PEPSICO INC	07/12/2013	04/07/2003	2,100.58	983.13	1,117.45
75 SHARES OF PEPSICO INC	07/12/2013	03/05/2012	6,301.73	4,708.34	1,593.39 Covered
185 SHARES OF LIBERTY INTERACTIVE A	07/18/2013	01/07/2009	4,530.16	569.96	3,960.20
156 SHARES OF PEPSICO INC	07/18/2013	04/07/2003	13,544.21	6,134.75	7,409.46
44 SHARES OF PEPSICO INC	07/19/2013	04/07/2003	3,805.04	1,730.31	2,074.73
85 SHARES OF HENRY SCHEIN INC COM STK	07/23/2013	10/14/2011	8,801.88	5,454.86	3,347.02 Covered
25 SHARES OF HENRY SCHEIN INC COM STK	07/23/2013	11/01/2011	2,588.79	1,604.88	983.91 Covered
143 SHARES OF AUTOMATIC DATA PROCESSING INC	07/23/2013	06/30/1997	10,391.88	2,951.90	7,439.98
115 SHARES OF BERKSHIRE HATHAWAY INC-CL B	07/23/2013	08/24/2004	13,624.35	6,531.77	7,092.58
200 SHARES OF BERKSHIRE HATHAWAY INC-CL B	07/23/2013	03/09/2006	23,694.53	11,937.98	11,756.55
28 SHARES OF HENRY SCHEIN INC COM STK	07/25/2013	10/12/2011	2,886.81	1,795.64	1,091.17 Covered
12 SHARES OF HENRY SCHEIN INC COM STK	07/25/2013	10/14/2011	1,237.20	770.10	467.10 Covered
57 SHARES OF AUTOMATIC DATA PROCESSING INC	07/31/2013	06/30/1997	4,133.88	1,176.63	2,957.25
35 SHARES OF BERKSHIRE HATHAWAY INC-CL B	08/05/2013	08/24/2004	4,146.12	1,987.93	2,158.19
100 SHARES OF AUTOMATIC DATA PROCESSING INC	08/13/2013	06/30/1997	7,280.45	2,064.27	5,216.18
165 SHARES OF AUTOMATIC DATA PROCESSING INC	09/10/2013	06/30/1997	12,196.04	3,406.04	8,790.00
85 SHARES OF AUTOMATIC DATA PROCESSING INC	09/11/2013	06/30/1997	6,242.78	1,754.63	4,488.15
80 SHARES OF AUTOMATIC DATA PROCESSING INC	09/16/2013	06/30/1997	5,941.95	1,651.41	4,290.54
120 SHARES OF AUTOMATIC DATA PROCESSING INC	09/17/2013	06/30/1997	8,878.87	2,477.12	6,401.75
74 SHARES OF DENTSPLY INTL INC	10/16/2013	10/30/2008	3,291.72	2,198.68	1,093.04
126 SHARES OF DENTSPLY INTL INC	10/17/2013	10/30/2008	5,603.37	3,743.70	1,859.67
25 SHARES OF EOG RESOURCES INC	10/18/2013	10/19/2009	4,588.89	2,319.98	2,268.91
75 SHARES OF EOG RESOURCES INC	10/18/2013	08/16/2011	13,766.68	7,085.56	6,681.12 Covered
100 SHARES OF EOG RESOURCES INC	10/18/2013	12/16/2011	18,355.57	9,557.00	8,798.57 Covered
200 SHARES OF DENTSPLY INTL INC	10/21/2013	10/30/2008	9,177.36	5,942.38	3,234.98
5 SHARES OF GOOGLE INC CL A	10/21/2013	02/17/2012	5,015.22	3,026.13	1,989.09 Covered
24 SHARES OF GOOGLE INC CL A	10/21/2013	04/16/2012	24,073.04	14,566.28	9,506.76 Covered
44 SHARES OF HENRY SCHEIN INC COM STK	10/24/2013	10/12/2011	4,888.40	2,821.72	2,066.68 Covered
52 SHARES OF DENTSPLY INTL INC	10/24/2013	10/30/2008	2,349.26	1,545.02	804.24
34 SHARES OF HENRY SCHEIN INC COM STK	10/25/2013	10/11/2011	3,773.33	2,170.37	1,602.96 Covered
13 SHARES OF	10/25/2013	10/12/2011	1,442.75	833.69	609.06 Covered

HENRY SCHEIN INC COM STK 43 SHARES OF	10/28/2013	10/11/2011	4,777.19	2,744.88	2,032.31	Covered
HENRY SCHEIN INC COM STK 16 SHARES OF	10/28/2013	10/13/2011	1,777.56	1,018.22	759.34	Covered
HENRY SCHEIN INC COM STK 35 SHARES OF	10/28/2013	10/30/2008	1,574.75	1,039.92	534.83	
DENTSPLY INTL INC 63 SHARES OF	10/29/2013	10/30/2008	2,840.13	1,871.85	968.28	
DENTSPLY INTL INC 200 SHARES OF	11/05/2013	08/13/2008	8,744.89	7,078.00	1,666.89	
WASTE MANAGEMENT INC 32 SHARES OF	11/18/2013	03/17/2006	2,513.36	1,819.64	693.72	
NOVARTIS AG - ADR 118 SHARES OF	11/19/2013	03/17/2006	9,254.82	6,709.94	2,544.88	
NOVARTIS AG - ADR 125 SHARES OF	11/19/2013	08/13/2008	5,649.67	4,423.75	1,225.92	
WASTE MANAGEMENT INC 125 SHARES OF	11/19/2013	08/21/2008	5,649.66	4,322.03	1,327.63	
WASTE MANAGEMENT INC 110 SHARES OF	11/20/2013	01/07/2009	3,057.26	338.89	2,718.37	
LIBERTY INTERACTIVE A 110 SHARES OF	11/21/2013	01/07/2009	3,042.05	338.89	2,703.16	
LIBERTY INTERACTIVE A 143 SHARES OF	11/25/2013	01/07/2009	3,947.97	440.56	3,507.41	
LIBERTY INTERACTIVE A 187 SHARES OF	11/26/2013	01/07/2009	5,165.07	576.12	4,588.95	
LIBERTY INTERACTIVE A 40 SHARES OF	11/26/2013	08/21/2008	1,829.06	1,383.05	446.01	
WASTE MANAGEMENT INC 160 SHARES OF	11/27/2013	08/21/2008	7,316.23	5,532.19	1,784.04	
WASTE MANAGEMENT INC						
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			823,139.56	469,420.97	353,718.59	
** SHORT TERM CAPITAL GAINS DIVIDENDS						
3262.288 BASIS SHARES OF LONGLY PARTNERS SMALL CAP FD					1,337.54	
3271.538 BASIS SHARES OF T ROWE PRICE INST HIGH YIELD					130.86	
** TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS			0.00	0.00	1,468.40	
** LONG TERM CAPITAL GAINS DIVIDENDS						
3262.288 BASIS SHARES OF LONGLY PARTNERS SMALL CAP FD					14,843.41	
6108.11 BASIS SHARES OF T ROWE PRICE NEW ASIA FUND					3,359.46	
3271.538 BASIS SHARES OF T ROWE PRICE INST HIGH YIELD					654.31	
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS			0.00	0.00	18,857.18	

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	2,348.06
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	1,468.40
NET SHORT TERM CAPITAL GAIN (LOSS)	3,816.46
TOTAL LONG TERM CAPITAL GAIN (LOSS)	353,718.59
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	18,857.18
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	372,575.77
NET CAPITAL GAIN (LOSS)	376,392.23
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00

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