Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: HEINZ FAMILY FOUNDATION

A Employer identification number: 25-1689382

Number and street (or P O. box number if mail is not delivered to street address): 625 LIBERTY AVENUE, SUITE 3200

Room/suite:

B Telephone number: 412-497-5775

City or town, state or province, country, and ZIP or foreign postal code: PITTSBURGH, PA 15222

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ 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)* ▶$ 132,473,301.

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	907,110.	1,136,036.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,880,404.			
b	Gross sales price for all assets on line 6a 34,466,435.				
7	Capital gain net income (from Part IV, line 2)		6,798,893.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<5,420.>	43,109.		STATEMENT 1
12	**Total.** Add lines 1 through 11	7,782,094.	7,978,038.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	31,455.	1,573.		29,882.
14	Other employee salaries and wages	514,541.	24,173.		490,368.
15	Pension plans, employee benefits	183,537.	9,177.		174,360.
16a	Legal fees STMT 2	25,663.	1,571.		24,117.
b	Accounting fees STMT 3	19,384.	969.		18,415.
c	Other professional fees STMT 4	346,709.	354,606.		0.
17	Interest		6,443.		
18	Taxes STMT 5	160,547.	4,813.		0.
19	Depreciation and depletion	48,492.	2,425.		
20	Occupancy	148,722.	7,436.		141,286.
21	Travel, conferences, and meetings	6,771.	339.		6,432.
22	Printing and publications	10,853.	543.		10,310.
23	Other expenses STMT 6	135,134.	247,980.		126,916.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,631,808.	662,048.		1,022,086.
25	Contributions, gifts, grants paid	581,653.			787,653.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,213,461.	662,048.		1,809,739.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	5,568,633.			
b	**Net investment income** (if negative, enter -0-)		7,315,990.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,561.	1,957.	1,957.
	2	Savings and temporary cash investments	7,427,832.	11,825,996.	11,825,996.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	43,896,644.	49,120,408.	64,374,459.
	c	Investments - corporate bonds STMT 8	10,180,648.	9,290,448.	10,575,133.
	11	Investments - land, buildings, and equipment: basis ▶ 1,892,192.			
		Less accumulated depreciation ▶ 1,780,835.	59,225.	111,357.	111,357.
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	479,590.	479,590.	479,590.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	37,447,639.	34,349,623.	45,104,809.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	99,493,139.	105,179,379.	132,473,301.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	210,000.	104,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ AGENCY LIABILITIES)	4,092,200.	4,209,807.	
	23	**Total liabilities** (add lines 17 through 22)	4,302,200.	4,313,807.	
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	95,190,939.	100,865,572.	
	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**	95,190,939.	100,865,572.	
	31	**Total liabilities and net assets/fund balances**	99,493,139.	105,179,379.	

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	95,190,939.
2	Enter amount from Part I, line 27a	2	5,568,633.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR CASH BASIS GRANTS	3	106,000.
4	Add lines 1, 2, and 3	4	100,865,572.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	100,865,572.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SALES (SEE STMT 13)	P	VARIOUS	VARIOUS
b	PASSTHROUGH FROM PARTNERSHIPS (SEE STMT 13)			
c	CAPITAL GAIN DISTRIBUTION (SEE STMT 13)			
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	32,142,718.		26,717,098.	5,425,620.
b				1,061,323.
c				311,950.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				5,425,620.
b				1,061,323.
c				311,950.
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	6,798,893.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,442,681.	112,897,993.	.030494
2011	3,752,262.	110,658,906.	.033908
2010	4,148,170.	96,238,086.	.043103
2009	6,261,364.	82,894,281.	.075534
2008	9,410,890.	94,683,237.	.099393

2	Total of line 1, column (d)	2	.282432
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	.056486
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	121,398,934.
5	Multiply line 4 by line 3	5	6,857,340.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	73,160.
7	Add lines 5 and 6	7	6,930,500.
8	Enter qualifying distributions from Part XII, line 4	8	1,906,897.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	146,320.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	146,320.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	146,320.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	158,964.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	208,964.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	62,644.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 62,644. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

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

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

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

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Part VIII	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** No: X

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		31,455.	7,873.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
*KIM O'DELL - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	DIRECTOR/HEINZ AWARDS 39.60	110,128.	35,255.	0.
*JONATHAN GREENE - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA	PROGRAM OFFICER/HEINZ AWARDS 32.00	57,920.	6,962.	0.
*MARGARET JONES - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA	ASSISTANT CONTROLLER 29.20	51,100.	12,133.	0.

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

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*SEE STATEMENT 17

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HEINZ FAMILY OFFICE - 625 LIBERTY AVENUE, SUITE 3200, PITTSBURGH, PA 15222	CONTRACTED EMPLOYEE SERVICES	698,389.
SANDS CAPITAL MANAGEMENT P.O. BOX 1821, MERRIFIELD, VA 22116	INVESTMENT CONSULTING SERVICES	92,464.
MAYO CAPITAL PARTNERS LLC 30 ROWES WHARF, SUITE 500, BOSTON, MA 02110	INVESTMENT CONSULTING SERVICES	90,783.
CAMBRIDGE ASSOCIATES LLC P.O. BOX 83232, CHICAGO, IL 60691	INVESTMENT CONSULTING SERVICES	70,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	251,403.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	114,857,660.
b	Average of monthly cash balances		1b	8,389,989.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	123,247,649.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	123,247,649.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,848,715.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	121,398,934.
6	**Minimum investment return.** Enter 5% of line 5		6	6,069,947.

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	6,069,947.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 146,320.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	146,320.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,923,627.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,923,627.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	5,923,627.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,809,739.
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	97,158.
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	1,906,897.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,906,897.

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				5,923,627.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 4,575,062.				
b From 2009 2,127,674.				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	6,702,736.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,906,897.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,906,897.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,016,730.			4,016,730.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,686,006.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	558,332.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,127,674.			
10 Analysis of line 9:				
a Excess from 2009 2,127,674.				
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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

TERESA HEINZ

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

NONE

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

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

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

SEE STATEMENT 18

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

SEE STATEMENT 18

c Any submission deadlines:

SEE STATEMENT 18

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

SEE STATEMENT 18

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				787,653.
Total			▶ 3a	787,653.
b *Approved for future payment*				
SEE STATEMENT 15				104,000.
Total			▶ 3b	104,000.

Form **990-PF** (2013)

323611
10-10-13

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	907,110.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<15,609.>	01	10,189.	
8 Gain or (loss) from sales of assets other than inventory	900003	31,873.	18	6,848,531.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		16,264.		7,765,830.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 7,782,094.

(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).

323621
10-10-13

Form **990-PF** (2013)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Rose Gibson 11/14/14 ▶ Controller

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MICHAEL M. COMSTOCK	M M. Cth, CPA	11/14/14		P00474378

Firm's name ▶ SISTERSON & CO. LLP

Firm's EIN ▶ 25-1467156

Firm's address ▶ 310 GRANT STREET SUITE 2100
PITTSBURGH, PA 15219

Phone no. 412-281-2025

Form **990-PF** (2013)

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	<5,420.>	<5,213.>	
OTHER INCOME FROM PARTNERSHIPS	0.	48,322.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,420.>	43,109.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	25,663.	1,571.		24,117.
TO FM 990-PF, PG 1, LN 16A	25,663.	1,571.		24,117.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX SERVICES	19,384.	969.		18,415.
TO FORM 990-PF, PG 1, LN 16B	19,384.	969.		18,415.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	326,709.	334,606.		0.
INVESTMENT CONSULTING	20,000.	20,000.		0.
TO FORM 990-PF, PG 1, LN 16C	346,709.	354,606.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - FLOW THROUGH FROM PARTNERSHIPS	0.	4,813.		0.
FEDERAL INCOME TAX	160,547.	0.		0.
TO FORM 990-PF, PG 1, LN 18	160,547.	4,813.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	19,780.	989.		18,791.
RESEARCH EXPENSES	2,094.	0.		2,094.
MISC. OFFICE EXPENSE	7,440.	372.		7,068.
OFFICE SUPPLIES	6,070.	304.		5,766.
DUES AND SUBSCRIPTIONS	300.	15.		285.
POSTAGE AND MESSENGER SERVICES	14,024.	701.		13,323.
TELEPHONE/FAX	31,434.	1,572.		29,862.
FLOWTHROUGH FROM PARTNERSHIPS	0.	241,328.		0.
EQUIPMENT & FURNITURE MAINTENANCE	52,344.	2,617.		49,727.
REALIZED GAIN/LOSS - DISPOSAL FIXED ASSET	1,648.	82.		0.
TO FORM 990-PF, PG 1, LN 23	135,134.	247,980.		126,916.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HJ HEINZ STOCK	0.	0.
MAYO CAPITAL - AWARDS (7A)	4,456,671.	6,406,924.
MAYO CAPITAL - T&J (7B)	3,110,257.	4,336,122.
SANDS - AWARDS (7C)	4,248,614.	9,419,194.
SANDS - T&J (7D)	2,918,431.	6,141,163.
FOREIGN EQUITIES	20,119,517.	22,964,674.

VANGUARD ST BOND INDEX FUND - T&J	2,252,391.	2,214,111.
MAYO CAPITAL - T&J (CONVERTIBLE BOND)	0.	0.
BOSTON TRUST SMALL CAP FUND - AWARDS	0.	0.
BOSTON TRUST SMALL CAP FUND - T & J	0.	0.
OAKMARK INCOME AND EQUITY FUND - EXETER	916,002.	1,035,924.
OAKMARK INCOME AND EQUITY FUND - YALE	2,915,803.	3,297,381.
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME - AWARDS	2,000,000.	2,006,645.
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME - T & J	1,000,000.	1,003,322.
ISHARES RUSSELL 1000 INDEX - AWARDS	3,687,697.	3,948,316.
ISHARES RUSSELL 1000 INDEX - T & J	1,495,025.	1,600,683.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,120,408.	64,374,459.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT 12	9,290,448.	10,575,133.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,290,448.	10,575,133.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

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

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARK ST. V CAP. PRIVATE EQUITY	1,256,600.	1,173,650.	1,039,314.
PARK ST. VI CAP. PRIVATE EQUITY	1,553,100.	1,448,600.	1,488,655.
PARK ST VII CAP. PRIVATE EQUITY	1,520,600.	1,442,900.	1,590,477.
PARK ST VIII CAP. PRIVATE EQUITY	1,432,200.	1,395,200.	2,103,477.
TUCKER ANTHONY II	805,392.	737,142.	190,661.
TUCKER ANTHONY III	1,196,485.	1,140,347.	420,288.
TUCKER ANTHONY IV	1,028,779.	953,704.	545,272.

.PARK STREET NATURAL RESOURCES	911,901.	831,480.	680,186.
DAVIDSON KEMPNER	945,000.	945,000.	2,534,217.
STARK ASSET MGMT (SHEPHARD)	525,717.	365,912.	282,183.
KENSICO PARTNERS	848,288.	848,288.	3,947,438.
COATUE PARTNERS	400,000.	400,000.	1,901,050.
THE TAP FUND	4,200,000.	4,200,000.	3,774,278.
CANYON VALUE REALIZATION FUND	2,500,000.	2,500,000.	4,147,004.
MASON CAPITAL, LTD	2,500,000.	2,500,000.	3,722,483.
NORTH RUN OFFSHORE PARTNERS	1,000,000.	1,000,000.	1,357,622.
PARK ST IX CAP. PRIVATE EQUITY	1,354,300.	1,467,400.	1,702,055.
VANGUARD TIPS	2,469,277.	0.	0.
MAVERICK STABLE FUND, LTD	4,500,000.	4,500,000.	5,483,302.
BARLOW PARTNERS OFFSHORE, LTD	4,500,000.	4,500,000.	5,485,450.
SENATOR GLOBAL OPPORTUNITY OFFSHORE	2,000,000.	2,000,000.	2,709,397.
TO FORM 990-PF, PART II, LINE 15	37,447,639.	34,349,623.	45,104,809.

ASSET STATEMENT
HEINZ FAM FDN-AWARDS END-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	EQUITIES					
	INDIVIDUAL EQUITY HOLDINGS					
	ENERGY					
1,000.00	ANADARKO PETROLEUM CORP CUSIP: 032511107	40,741.10	79,320.00	79.3200	0.00	0.91
1,000.00	DEVON ENERGY CORPORATION NEW CUSIP: 25179M103	55,249.20	61,870.00	61.8700	0.00	1.42
2,000.00	HESS CORP CUSIP: 42809H107	98,191.20	166,000.00	83.0000	0.00	1.21
1,000.00	OCCIDENTAL PETROLEUM CORP CUSIP: 674599105	87,032.00	95,100.00	95.1000	640.00	2.69
2,500.00	VALERO ENERGY CORP NEW CUSIP: 91913Y100	96,627.31	126,000.00	50.4000	0.00	1.79
	TOTAL ENERGY	377,840.81	528,290.00		640.00	1.59
	MATERIALS					

ASSET STATEMENT
HEINZ FAM FDN-AWARDS END-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
3,000.00	INTERNATIONAL PAPER CO CUSIP: 460146103	121,801.22	147,090.00	49.0300	0.00	2.86
1,500.00	MOSAIC CO/THE-WI CUSIP: 61945C103	58,866.05	70,905.00	47.2700	0.00	2.12
	TOTAL MATERIALS	180,667.27	217,995.00		0.00	2.62
	INDUSTRIALS					
500.00	BOEING CO CUSIP: 097023105	37,113.36	68,245.00	136.4900	0.00	2.14
6,500.00	DELTA AIR LINES INC CUSIP: 247361702	62,158.50	178,555.00	27.4700	0.00	0.87
7,500.00	GENERAL ELECTRIC CO CUSIP: 369604103	109,771.55	210,225.00	28.0300	1,650.00	3.14
1,000.00	UNITED CONTINENTAL HOLDINGS INC CUSIP: 910047109	31,318.75	37,830.00	37.8300	0.00	0.00
	TOTAL INDUSTRIALS	240,362.16	494,855.00		1,650.00	1.95
	CONSUMER DISCRETIONARY					
5,000.00	COMCAST CORP CL A CUSIP: 20030N101	81,387.70	259,825.00	51.9650	975.00	1.50
6,000.00	GENERAL MOTORS CO CUSIP: 37045V100	203,499.65	245,220.00	40.8700	0.00	0.00
	TOTAL CONSUMER DISCRETIONARY	284,887.35	505,045.00		975.00	0.77
	CONSUMER STAPLES					

ASSET STATEMENT
HEINZ FAM FDN-AWARDS END-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
2,000.00	ARCHER DANIELS MIDLAND CO CUSIP: 039483102	52,328.30	86,800.00	43.4000	0.00	2.21
2,500.00	CONAGRA FOODS INC CUSIP: 205887102	76,895.45	84,250.00	33.7000	0.00	2.97
3,000.00	CVS CAREMARK CORP CUSIP: 126650100	101,773.85	214,710.00	71.5700	0.00	1.54
5,000.00	KROGER CO CUSIP: 501044101	104,754.45	197,650.00	39.5300	0.00	1.67
	TOTAL CONSUMER STAPLES	335,752.05	583,410.00		0.00	1.89
	HEALTHCARE					
2,000.00	ABBOTT LABORATORIES CUSIP: 002824100	42,270.86	76,660.00	38.3300	0.00	2.30
2,000.00	ABBVIE INC. CUSIP: 00287Y109	45,839.14	105,620.00	52.8100	0.00	3.03
1,000.00	BAXTER INTERNATIONAL INC CUSIP: 071813109	69,527.30	69,550.00	69.5500	490.00	2.82
5,000.00	EXPRESS SCRIPTS HOLDING CO CUSIP: 30219G108	277,366.40	351,200.00	70.2400	0.00	0.00
1,000.00	MERCK & CO INC CUSIP: 58933Y105	41,213.50	50,050.00	50.0500	440.00	3.52
5,500.00	MYLAN INC CUSIP: 628530107	50,912.50	238,700.00	43.4000	0.00	0.00
1,500.00	OMNICARE INC CUSIP: 681904108	33,475.40	90,540.00	60.3600	0.00	1.33
6,500.00	PFIZER INC CUSIP: 717081103	105,213.75	199,095.00	30.6300	0.00	3.40

ASSET STATEMENT
HEINZ FAM FDN-AWARDS END-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TOTAL HEALTHCARE	665,818.85	1,181,415.00		930.00	1.41
	FINANCIALS					
1,000.00	CAPITAL ONE FINANCIAL CORP CUSIP: 14040H105	54,138.10	76,610.00	76.6100	0.00	1.57
2,000.00	CITIGROUP INC CUSIP: 172967424	63,000.00	104,220.00	52.1100	0.00	0.08
1,000.00	MARSH & MCLENNAN COS INC CUSIP: 571748102	35,300.00	48,360.00	48.3600	0.00	2.07
1,000.00	METLIFE INC CUSIP: 59156R108	34,550.70	53,920.00	53.9200	0.00	2.04
1,000.00	THE TRAVELERS COMPANIES INC CUSIP: 89417E109	28,934.01	90,540.00	90.5400	0.00	2.21
6,000.00	US BANCORP CUSIP: 902973304	189,300.35	242,400.00	40.4000	1,380.00	2.28
1,500.00	WEYERHAEUSER CO CUSIP: 962166104	42,482.45	47,355.00	31.5700	0.00	2.79
	TOTAL FINANCIALS	447,705.61	663,405.00		1,380.00	1.84
	INFORMATION TECHNOLOGY					
500.00	APPLE INC CUSIP: 037833100	220,046.97	280,510.00	561.0200	0.00	2.18
5,000.00	CISCO SYSTEMS INC CUSIP: 17275R102	92,976.15	112,150.00	22.4300	0.00	3.03
10,000.00	E M C CORP MASS CUSIP: 268648102	245,219.90	251,500.00	25.1500	0.00	1.59

ASSET STATEMENT
HEINZ FAM FDN-AWARDS END-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
125.00	GOOGLE INC - CL A CUSIP: 38259P508	80,776.06	140,088.75	1,120.7100	0.00	0.00
300.00	INTERNATIONAL BUSINESS MACHINES CORP CUSIP: 459200101	37,567.29	56,271.00	187.5700	0.00	2.03
2,500.00	LEIDOS HOLDINGS INC CUSIP: 525327102	97,896.89	116,225.00	46.4900	0.00	2.75
5,500.00	MICROSOFT CORPORATION CUSIP: 594918104	124,982.70	205,755.00	37.4100	0.00	2.99
3,000.00	SCIENCE APPLICATIONS INTE CUSIP: 808625107	92,663.37	99,210.00	33.0700	0.00	3.39
	TOTAL INFORMATION TECHNOLOGY	992,129.33	1,261,709.75		0.00	2.17
	TELECOMMUNICATIONS SERVICES					
8,000.00	AT&T INC CUSIP: 00206R102	193,987.15	281,280.00	35.1600	0.00	5.23
2,500.00	CENTURYLINK INC CUSIP: 156700106	96,290.20	79,625.00	31.8500	0.00	6.78
	TOTAL TELECOMMUNICATIONS SERVICES	290,277.35	360,905.00		0.00	5.58
	INTERNATIONAL					
4,000.00	BARRICK GOLD CORP CUSIP: 067901108	67,000.80	70,520.00	17.6300	0.00	1.14
1,000.00	BUNGE LIMITED CUSIP: G16962105	65,690.58	82,110.00	82.1100	0.00	1.46
2,000.00	GOLDCORP INC NEW CUSIP: 380956409	69,250.20	43,340.00	21.6700	0.00	2.77

ASSET STATEMENT
HEINZ FAM FDN-AWARDS END-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
3,500.00	SUNCOR ENERGY INC CUSIP: 867224107	100,527.70	122,675.00	35.0500	0.00	2.15
25,000.00	TALISMAN ENERGY INC CUSIP: 87425E103	338,761.05	291,250.00	11.6500	0.00	2.32
	TOTAL INTERNATIONAL	641,230.33	609,895.00		0.00	2.06
	TOTAL INDIVIDUAL EQUITY HOLDINGS	4,456,671.11	6,406,924.75		5,575.00	1.99
	TOTAL EQUITIES	4,456,671.11	6,406,924.75		5,575.00	1.99

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	ENERGY					
500.00	ANADARKO PETROLEUM CORP CUSIP: 032511107	20,556.40	39,660.00	79.3200	0.00	0.91
500.00	DEVON ENERGY CORPORATION NEW CUSIP: 25179M103	32,181.75	30,935.00	61.8700	0.00	1.42
1,000.00	HESS CORP CUSIP: 42809H107	48,185.64	83,000.00	83.0000	0.00	1.21
500.00	OCCIDENTAL PETROLEUM CORP CUSIP: 674599105	38,251.44	47,550.00	95.1000	320.00	2.69
1,500.00	VALERO ENERGY CORP NEW CUSIP: 91913Y100	58,203.75	75,600.00	50.4000	0.00	1.79
	TOTAL ENERGY	197,378.98	276,745.00		320.00	1.60
	MATERIALS					
2,000.00	INTERNATIONAL PAPER CO CUSIP: 460146103	92,999.25	98,060.00	49.0300	0.00	2.86
	TOTAL MATERIALS	92,999.25	98,060.00		0.00	2.86
	INDUSTRIALS					
500.00	BOEING CO CUSIP: 097023105	37,209.74	68,245.00	136.4900	0.00	2.14
4,000.00	DELTA AIR LINES INC CUSIP: 247361702	40,342.05	109,880.00	27.4700	0.00	0.87
5,000.00	GENERAL ELECTRIC CO CUSIP: 369604103	111,967.55	140,150.00	28.0300	1,100.00	3.14

ASSET STATEMENT
HEINZ FAMILY FDN-T & J FD-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TOTAL INDUSTRIALS	189,519.34	318,275.00		1,100.00	2.14
	CONSUMER DISCRETIONARY					
3,500.00	COMCAST CORP CL A CUSIP: 20030N101	55,142.55	181,877.50	51.9650	682.50	1.50
5,373.00	GENERAL MOTORS CO CUSIP: 37045V100	181,127.64	219,594.51	40.8700	0.00	0.00
	TOTAL CONSUMER DISCRETIONARY	236,270.19	401,472.01		682.50	0.68
	CONSUMER STAPLES					
1,500.00	CONAGRA FOODS INC CUSIP: 205887102	45,950.10	50,550.00	33.7000	0.00	2.97
2,000.00	CVS CAREMARK CORP CUSIP: 126650100	68,748.65	143,140.00	71.5700	0.00	1.54
3,500.00	KROGER CO CUSIP: 501044101	74,103.80	138,355.00	39.5300	0.00	1.67
	TOTAL CONSUMER STAPLES	188,802.55	332,045.00		0.00	1.81
	HEALTHCARE					
1,500.00	ABBOTT LABORATORIES CUSIP: 002824100	33,388.10	57,495.00	38.3300	0.00	2.30
1,500.00	ABBVIE INC. CUSIP: 00287Y109	36,206.55	79,215.00	52.8100	0.00	3.03
500.00	BAXTER INTERNATIONAL INC CUSIP: 071813109	35,009.96	34,775.00	69.5500	245.00	2.82

ASSET STATEMENT
HEINZ FAMILY FDN-T & J FD-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
3,500.00	EXPRESS SCRIPTS HOLDING CO CUSIP: 30219G108	195,700.25	245,840.00	70.2400	0.00	0.00
1,000.00	MERCK & CO INC CUSIP: 58933Y105	41,571.60	50,050.00	50.0500	440.00	3.52
3,500.00	MYLAN INC CUSIP: 628530107	43,695.60	151,900.00	43.4000	0.00	0.00
1,000.00	OMNICARE INC CUSIP: 681904108	22,313.05	60,360.00	60.3600	0.00	1.33
4,500.00	PFIZER INC CUSIP: 717081103	85,858.35	137,835.00	30.6300	0.00	3.40
	TOTAL HEALTHCARE	493,743.46	817,470.00		685.00	1.46
	FINANCIALS					
1,000.00	AMERICAN INTERNATIONAL GROUP CUSIP: 026874784	38,524.20	51,050.00	51.0500	0.00	0.78
300.00	BERKSHIRE HATHAWAY INC DEL CL B CUSIP: 084670702	24,099.47	35,568.00	118.5600	0.00	0.00
500.00	CAPITAL ONE FINANCIAL CORP CUSIP: 14040H105	26,803.85	38,305.00	76.6100	0.00	1.57
1,500.00	CITIGROUP INC CUSIP: 172967424	45,971.10	78,165.00	52.1100	0.00	0.08
1,000.00	MARSH & MCLENNAN COS INC CUSIP: 571748102	26,860.00	48,360.00	48.3600	0.00	2.07
1,000.00	METLIFE INC CUSIP: 59156R108	37,006.05	53,920.00	53.9200	0.00	2.04
500.00	THE TRAVELERS COMPANIES INC CUSIP: 89417E109	19,216.64	45,270.00	90.5400	0.00	2.21

ASSET STATEMENT
HEINZ FAMILY FDN-T & J FD-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
4,000.00	US BANCORP CUSIP: 902973304	134,562.75	161,600.00	40.4000	920.00	2.28
1,000.00	WEYERHAEUSER CO CUSIP: 962166104	27,750.00	31,570.00	31.5700	0.00	2.79
	TOTAL FINANCIALS	380,794.06	543,808.00		920.00	1.60
	INFORMATION TECHNOLOGY					
350.00	APPLE INC CUSIP: 037833100	154,246.60	196,357.00	561.0200	0.00	2.18
3,500.00	CISCO SYSTEMS INC CUSIP: 17275R102	68,343.60	78,505.00	22.4300	0.00	3.03
6,500.00	E M C CORP MASS CUSIP: 268648102	141,471.90	163,475.00	25.1500	0.00	1.59
100.00	GOOGLE INC - CL A CUSIP: 38259P508	68,274.44	112,071.00	1,120.7100	0.00	0.00
200.00	INTERNATIONAL BUSINESS MACHINES CORP CUSIP: 459200101	25,241.94	37,514.00	187.5700	0.00	2.03
1,500.00	LEIDOS HOLDINGS INC CUSIP: 525327102	59,069.17	69,735.00	46.4900	0.00	2.75
4,000.00	MICROSOFT CORPORATION CUSIP: 594918104	99,379.05	149,640.00	37.4100	0.00	2.99
1,500.00	SCIENCE APPLICATIONS INTE CUSIP: 808625107	46,946.34	49,605.00	33.0700	0.00	3.39
	TOTAL INFORMATION TECHNOLOGY	662,973.04	856,902.00		0.00	2.11
	TELECOMMUNICATIONS SERVICES					

ASSET STATEMENT
HEINZ FAMILY FDN-T & J FD-MAYO-CUST
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
5,500.00	AT&T INC CUSIP: 00206R102	136,413.15	193,380.00	35.1600	0.00	5.23
1,500.00	CENTURYLINK INC CUSIP: 156700106	50,459.40	47,775.00	31.8500	0.00	6.78
	TOTAL TELECOMMUNICATIONS SERVICES	186,872.55	241,155.00		0.00	5.54
	INTERNATIONAL					
2,500.00	BARRICK GOLD CORP CUSIP: 067901108	47,166.48	44,075.00	17.6300	0.00	1.14
1,000.00	BUNGE LIMITED CUSIP: G16962105	70,666.86	82,110.00	82.1100	0.00	1.46
1,500.00	GOLDCORP INC NEW CUSIP: 380956409	45,558.45	32,505.00	21.6700	0.00	2.77
2,500.00	SUNCOR ENERGY INC CUSIP: 867224107	75,477.35	87,625.00	35.0500	0.00	2.15
17,500.00	TALISMAN ENERGY INC CUSIP: 87425E103	242,034.05	203,875.00	11.6500	0.00	2.32
	TOTAL INTERNATIONAL	480,903.19	450,190.00		0.00	2.05
	TOTAL INDIVIDUAL EQUITY HOLDINGS	3,110,256.61	4,336,122.01		3,707.50	1.94

ASSET STATEMENT
HEINZ FAMILY FDN-AWARDS END-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	EQUITIES					
	INDIVIDUAL EQUITY HOLDINGS					
	ENERGY					
4,300.00	FMC TECHNOLOGIES INC CUSIP: 30249U101	108,309.52	224,503.00	52.2100	0.00	0.00
3,350.00	NATIONAL OILWELL VARCO INC. CUSIP: 637071101	156,003.86	266,425.50	79.5300	0.00	1.31
6,800.00	SOUTHWESTERN ENERGY CO CUSIP: 845467109	244,810.53	267,444.00	39.3300	0.00	0.00
	TOTAL ENERGY	509,123.91	758,372.50		0.00	0.46
	CONSUMER DISCRETIONARY					
1,700.00	AMAZON.COM INC CUSIP: 023135106	97,731.39	677,943.00	398.7900	0.00	0.00
725.00	CHIPOTLE MEXICAN GRILL INC -CL A CUSIP: 169656105	193,321.36	386,265.50	532.7800	0.00	0.00

ASSET STATEMENT
HEINZ FAMILY FDN-AWARDS END-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
3,700.00	LAS VEGAS SANDS CORP CUSIP: 517834107	19,319.93	291,819.00	78.8700	0.00	1.78
4,025.00	NIKE INC CLASS B CUSIP: 654106103	109,780.92	316,526.00	78.6400	1,112.64	1.22
420.00	PRICELINE.COM INC CUSIP: 741503403	209,372.96	488,208.00	1,162.4000	0.00	0.00
2,250.00	STARBUCKS CORP CUSIP: 855244109	36,627.18	176,377.50	78.3900	0.00	1.33
2,225.00	ULTA SALON COSMETICS & FRAGR CUSIP: 90384S303	193,008.36	214,757.00	96.5200	0.00	0.00
	TOTAL CONSUMER DISCRETIONARY	859,162.10	2,551,896.00		1,112.64	0.45
	HEALTHCARE					
2,325.00	ALEXION PHARMACEUTICALS INC CUSIP: 015351109	71,018.18	308,955.30	132.8840	0.00	0.00
1,000.00	ATHENAHEALTH INC CUSIP: 04685W103	69,044.83	134,500.00	134.5000	0.00	0.00
1,150.00	BIOGEN IDEC INC CUSIP: 09062X103	206,657.22	321,507.80	279.5720	0.00	0.00
2,100.00	BIOMARIN PHARMACEUTICAL INC CUSIP: 09061G101	88,976.13	147,735.00	70.3500	0.00	0.00
4,400.00	CERNER CORP CUSIP: 156782104	166,006.66	245,256.00	55.7400	0.00	0.00
540.00	INTUITIVE SURGICAL INC CUSIP: 46120E602	112,493.18	207,403.20	384.0800	0.00	0.00
950.00	REGENERON PHARMACEUTICALS INC CUSIP: 75886F107	141,537.78	261,478.00	275.2400	0.00	0.00

ASSET STATEMENT
HEINZ FAMILY FDN-AWARDS END-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TOTAL HEALTHCARE	855,733.98	1,626,835.30		0.00	0.00
	FINANCIALS					
9,200.00	SCHWAB CHARLES CORP NEW CUSIP: 808513105	219,069.50	239,200.00	26.0000	0.00	0.92
	TOTAL FINANCIALS	219,069.50	239,200.00		0.00	0.92
	INFORMATION TECHNOLOGY					
8,400.00	FACEBOOK INC-A CUSIP: 30303M102	256,523.75	459,051.60	54.6490	0.00	0.00
695.00	GOOGLE INC - CL A CUSIP: 38259P508	155,754.01	778,893.45	1,120.7100	0.00	0.00
980.00	LINKEDIN CORP - A CUSIP: 53578A108	224,005.27	212,493.40	216.8300	0.00	0.00
10,975.00	SALESFORCE.COM INC CUSIP: 79466L302	107,902.96	605,710.25	55.1900	0.00	0.00
3,175.00	SPLUNK INC CUSIP: 848637104	144,507.38	218,027.25	68.6700	0.00	0.00
3,175.00	VISA INC-CLASS A SHRS CUSIP: 92826C839	159,674.31	707,009.00	222.6800	0.00	0.72
	TOTAL INFORMATION TECHNOLOGY	1,048,367.68	2,981,184.95		0.00	0.17
	INTERNATIONAL					
3,696.00	A S M L HOLDING NV-NY REG SHS CUSIP: N07059210	165,351.31	346,315.20	93.7000	0.00	0.63

ASSET STATEMENT
HEINZ FAMILY FDN-AWARDS END-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
6,000.00	ARM HLDGS PLC CUSIP: 042068106	246,104.17	328,386.00	54.7310	0.00	0.37
3,300.00	BAIDU, INC. CUSIP: 056752108	345,701.75	587,004.00	177.8800	0.00	0.00
	TOTAL INTERNATIONAL	757,157.23	1,261,705.20		0.00	0.27
	TOTAL INDIVIDUAL EQUITY HOLDINGS	4,248,614.40	9,419,193.95		1,112.64	0.27
	TOTAL EQUITIES	4,248,614.40	9,419,193.95		1,112.64	0.27

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
PRINCIPAL PORTFOLIO						
	EQUITIES					
	INDIVIDUAL EQUITY HOLDINGS					
	ENERGY					
2,825.00	FMC TECHNOLOGIES INC CUSIP: 30249U101	81,627.37	147,493.25	52.2100	0.00	0.00
2,200.00	NATIONAL OILWELL VARCO INC. CUSIP: 637071101	115,304.76	174,966.00	79.5300	0.00	1.31
4,450.00	SOUTHWESTERN ENERGY CO CUSIP: 845467109	161,236.30	175,018.50	39.3300	0.00	0.00
	TOTAL ENERGY	358,168.43	497,477.75		0.00	0.46
	CONSUMER DISCRETIONARY					
1,100.00	AMAZON.COM INC CUSIP: 023135106	71,939.37	438,669.00	398.7900	0.00	0.00
475.00	CHIPOTLE MEXICAN GRILL INC -CL A CUSIP: 169656105	126,517.27	253,070.50	532.7800	0.00	0.00
2,400.00	LAS VEGAS SANDS CORP CUSIP: 517834107	16,017.93	189,288.00	78.8700	0.00	1.78

ASSET STATEMENT
HEINZ FAMILY FND T & J FD-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
2,625.00	NIKE INC CLASS B CUSIP: 654106103	77,861.90	206,430.00	78.6400	727.68	1.22
275.00	PRICELINE.COM INC CUSIP: 741503403	141,200.28	319,660.00	1,162.4000	0.00	0.00
1,475.00	STARBUCKS CORP CUSIP: 855244109	24,035.12	115,625.25	78.3900	0.00	1.33
1,450.00	ULTA SALON COSMETICS & FRAGR CUSIP: 90384S303	125,856.91	139,954.00	96.5200	0.00	0.00
	TOTAL CONSUMER DISCRETIONARY	583,428.78	1,662,696.75		727.68	0.45
	HEALTHCARE					
1,525.00	ALEXION PHARMACEUTICALS INC CUSIP: 015351109	48,233.56	202,648.10	132.8840	0.00	0.00
600.00	ATHENAHEALTH INC CUSIP: 04685W103	41,825.50	80,700.00	134.5000	0.00	0.00
750.00	BIOGEN IDEC INC CUSIP: 09062X103	134,688.50	209,679.00	279.5720	0.00	0.00
1,375.00	BIOMARIN PHARMACEUTICAL INC CUSIP: 09061G101	57,900.33	96,731.25	70.3500	0.00	0.00
2,875.00	CERNER CORP CUSIP: 156782104	107,639.92	160,252.50	55.7400	0.00	0.00
350.00	INTUITIVE SURGICAL INC CUSIP: 46120E602	71,302.97	134,428.00	384.0800	0.00	0.00
617.00	REGENERON PHARMACEUTICALS INC CUSIP: 75886F107	92,273.51	169,823.08	275.2400	0.00	0.00
	TOTAL HEALTHCARE	553,864.29	1,054,261.93		0.00	0.00

ASSET STATEMENT
HEINZ FAMILY FND T & J FD-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	FINANCIALS					
6,000.00	SCHWAB CHARLES CORP NEW CUSIP: 808513105	142,822.77	156,000.00	26.0000	0.00	0.92
	TOTAL FINANCIALS	142,822.77	156,000.00		0.00	0.92
	INFORMATION TECHNOLOGY					
5,500.00	FACEBOOK INC-A CUSIP: 30303M102	169,919.84	300,569.50	54.6490	0.00	0.00
455.00	GOOGLE INC - CL A CUSIP: 38259P508	163,736.85	509,923.05	1,120.7100	0.00	0.00
640.00	LINKEDIN CORP - A CUSIP: 53578A108	146,249.62	138,771.20	216.8300	0.00	0.00
7,175.00	SALESFORCE.COM INC CUSIP: 79466L302	89,466.21	395,988.25	55.1900	0.00	0.00
2,075.00	SPLUNK INC CUSIP: 848637104	94,302.10	142,490.25	68.6700	0.00	0.00
2,075.00	VISA INC-CLASS A SHRS CUSIP: 92826C839	119,377.27	462,061.00	222.6800	0.00	0.72
	TOTAL INFORMATION TECHNOLOGY	783,051.89	1,949,803.25		0.00	0.17
	INTERNATIONAL					
2,387.00	A S M L HOLDING NV-NY REG SHS CUSIP: N07059210	111,275.19	223,661.90	93.7000	0.00	0.63
3,925.00	ARM HLDGS PLC CUSIP: 042068106	161,057.97	214,819.18	54.7310	0.00	0.37

ASSET STATEMENT
HEINZ FAMILY FND T & J FD-SANDS
AS OF DECEMBER 31, 2013

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
2,150.00	BAIDU, INC. CUSIP: 056752108	224,761.92	382,442.00	177.8800	0.00	0.00
	TOTAL INTERNATIONAL	497,095.08	820,923.08		0.00	0.27
	TOTAL INDIVIDUAL EQUITY HOLDINGS	2,918,431.24	6,141,162.76		727.68	0.27
	TOTAL EQUITIES	2,918,431.24	6,141,162.76		727.68	0.27

Heinz Family Foundation
Board of Directors
12/31/2013

Name and Address	Title and Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Teresa Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chair/CEO 416 hours/year	None	None	None
Andre Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 40 hours/year	None	None	None
Wendy Mackenzie 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Secretary 40 hours/year	None	None	None
Jack E. Kime (01/01/13 - 01/31/13) 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Financial Officer 32 hours/year	None	None	None
*Andrew Eberhart 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Chief Investment Officer 208 hours/year	$ -	$ -	None
*Rose Gibson 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Treasurer 395 hours/year	$ 31,455	$ 7,873	None

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

Heinz Family Foundation
Heinz Awards Board of Directors
12/31/2013

Name and Address	Title and Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Teresa Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 416 hours/year	None	None	None
Andre Heinz 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Ronald Davenport 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Arie Kopelman 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
Wendy Mackenzie 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 40 hours/year	None	None	None
Linda K Smith, Esq. 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 60 hours/year	None	None	None
Theodore H. Stebbins, Jr. 625 Liberty Avenue, Suite 3200 Pittsburgh, PA 15222	Director 20 hours/year	None	None	None
TOTALS (PART VIII OF 990-PF)		$ 31,455	$ 7,873	$ -

Heinz Family Foundaiton
EIN: 25-1689382
CORPORATE BOND DETAIL
12/31/2013

Bonds

	12/31/13 Cost	12/31/13 FMV
Awards Fund		
MCM Intermediate Govt Bd Index Fd	6,562,945	7,683,134
T&J Fund		
Mellon Capital Mgmt	2,132,875	2,288,160
Subtotal	**8,695,820**	**9,971,294**

T-Bills/T-Notes

	12/31/13 Cost	12/31/13 FMV
Awards Fund		
US Treasury Bill, maturity date 9/18/14	499,597	499,597
T&J Fund		
US Treasury Notes 4 0%, maturity date 2/15/15	95,031	104,242
Subtotal	**594,628**	**603,839**
Grand Total	9,290,448	10,575,133

THE HEINZ FAMILY FOUNDATION

2013 TAX RETURN

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

Description	Method acquired	Date acquired	Date sold	Gross sales price	Cost basis	Gain (Loss)
SALES/LIQUIDATIONS						
MELLON TRUST ACTIVITY	P/D	VARIOUS	VARIOUS	32,142,718	26,717,098	5,425,620
CAPITAL GAIN DISTRIBUTIONS						
HEINZ EXETER SCHOLARSHIP FUND						74,893
HEINZ YALE SCHOLARSHIP FUND						237,057
						311,950
FLOWTHROUGH FROM PARTNERSHIPS:						
FLOWTHROUGH FROM DAVIDSON KEMPNER INST PARTNERS						81,531
FLOWTHROUGH FROM PARK STREET CAPITAL P E VIII						117,074
FLOWTHROUGH FROM PARK STREET CAPITAL P E VI - AWARDS FUND						203,445
FLOWTHROUGH FROM PARK STREET CAPITAL P E VI - T & J FUND						67,812
FLOWTHROUGH FROM PARK STREET CAPITAL P E V - AWARDS FUND						69,831
FLOWTHROUGH FROM PARK STREET CAPITAL P E V - T & J FUND						11,638
FLOWTHROUGH FROM TUCKER ANTHONY P E IV - T & J FUND						6,652
FLOWTHROUGH FROM TUCKER ANTHONY P E IV - AWARDS FUND						39,923
FLOWTHROUGH FROM TUCKER ANTHONY P E III - AWARDS FUND						47,135
FLOWTHROUGH FROM PARK STREET CAPITAL P E VII - T & J FUND						24,699
FLOWTHROUGH FROM PARK STREET CAPITAL P E VII - AWARDS FUND						74,096
FLOWTHROUGH FROM TUCKER ANTHONY P E III - T & J FUND						5,891
FLOWTHROUGH FROM TUCKER ANTHONY P E II						21,050
FLOWTHROUGH FROM PARK STREET CAPITAL P E IX						99,898
FLOWTHROUGH FROM PARK STREET CAPITAL NATURAL RESOURCES - T & J FUND						35,378
FLOWTHROUGH FROM PARK STREET CAPITAL NATURAL RESOURCES - AWARDS FUND						141,512
FLOWTHROUGH FROM KILTEARN GLOBAL EQUITY FUND - AWARDS FUND						9,014
FLOWTHROUGH FROM KILTEARN GLOBAL EQUITY FUND - T & J FUND						4,744
						1,061,323
				32,142,718	26,717,098	6,798,893

P = Purchased
D = Donated

HEINZ FAMILY FOUNDATION
EIN 25-1689382
YEAR ENDED DECEMBER 31,2013

FORM 990-PF

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

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	1,297,895
FURNITURE & FIXTURES	594,297
SUBTOTAL FIXED ASSETS	1,892,192
LESS ACCUMULATED DEPRECIATION	(1,780,835)
NET FIXED ASSETS	111,357

DEPRECIATION EXPENSE FOR 12/31/13 WAS $48,492

HEINZ FAMILY FOUNDATION
FORM 990-PF
EIN: 25-1689382
YEAR ENDED: 12/31/2013

SCHEDULE OF GRANTS PAID AND GRANTS PAYABLE

STATEMENT 15

Heinz Family Foundation
T J Fund
Form 990-PF
EIN 25-1689382
Year Ended· 12/31/13

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
American Academy of Arts and Sciences Norton's Woods 136 Irving Street Cambridge, MA 02138 *for general operating support* $2,500 00	PC - 509(a)(1) 2013	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
Americans for UNFPA, Inc. 370 Lexington Avenue Suite 702 New York, NY 10017 *for the "Family of Woman Film Festival"* $5,000 00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$1,000 00	$4,000 00
The Breast Cancer Research Foundation, Inc. 60 East 56 Street, 8th Floor New York, NY 10022 *for the annual Symposium and Awards Luncheon event* $5,000 00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Brookings Institution 1775 Massachusetts Avenue NW Washington DC, DC 20036 *for general operating support* $25,000 00	PC - 509(a)(1) 2013	$0 00	$25,000 00	$0 00	$25,000 00	$0 00
Carnegie Institute Museum of Art 4400 Forbes Avenue Pittsburgh, PA 15213 *for the Fellows Fund* $1,250 00	PC - 509(a)(1) 2013	$0 00	$1,250 00	$0 00	$1,250 00	$0 00
Carnegie Institute Museum of Art 4400 Forbes Avenue Pittsburgh, PA 15213 *for the 2013 Art in Bloom Event* $1,500 00	PC - 509(a)(1) 2013	$0 00	$1,500 00	$0 00	$1,500 00	$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Carnegie Institute 4400 Forbes Avenue Pittsburgh, PA 15213 *for the 2013 Annual Giving Campaign* $25,000 00	PC - 509(a)(1) 2013	$0 00	$25,000 00	$0 00	$25,000 00	$0 00
Carnegie Mellon University Corporate and Foundation Relations 5000 Forbes Avenue Pittsburgh, PA 15213-3890 *for the 2012-2013 Trustee Annual Fund* $20,000 00	PC - 509(a)(1) 2013	$0 00	$20,000 00	$0 00	$20,000 00	$0 00
Colonel Daniel Marr Boys and Girls Club New England Women's Leadership Awards 1135 Dorchester Avenue Dorchester, MA 02125 *for the 2013 New England Women's Leadership Awards Program* $1,000 00	PC - 509(a)(1) 2013	$0 00	$1,000 00	$0 00	$1.000 00	$0 00
Council on Foreign Relations 58 East 68th Street New York, NY 10021 *for the Annual Fund* $10,000 00	PC - 509(a)(1) 2013	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Cradle to Cradle Products Innovation Institute Inc. 530 Bush St , Suite 403 San Francisco, CA 94108 *for Cradle to Cradle e V in memory of Jonas Braungart* $1.000 00	PC - 509(a)(2) 2013	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
East Harlem School at Exodus 309 East 103rd Street New York, NY 10029 *for the 2013 Fall Benefit* $10,000 00	PC - 509(a)(1) 2013	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
East Side House Settlement 337 Alexander Avenue Bronx, NY 10454	PC - 509(a)(1)	$0 00	$2,500 00	$0 00	$2,500 00	$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
for the Winter Antiques Show $2,500 00	2013					
Hearth, Inc. 1640 Washington Street Boston, MA 02118 *for the 2013 Annual Meeting event* $5,000 00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Holt-Elwell Memorial Foundation P. O Box 9 East Hebron, NH 03241 *for Camp Mowglis* $1,000 00	PC - 509(a)(1) 2013	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Nantucket Conservation Foundation, Inc. PO Box 13 118 Cliff Road Nantucket, MA 02554-0013 *for general operating support* $1,000 00	PC - 509(a)(1) 2013	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
National Gallery of Art 6th & Constitution Washington, DC 20565 *for the annual Circle Fund* $10,000 00	PC - 509(a)(1) 2013	$0 00	$10,000 00	$0 00	$10,000 00	$0 00
Navy Seal Foundation Inc 1619 D Street Building 5326 Virginia Beach, VA 23459 *for the 2013 Sixth Annual Benefit* $12,500 00	PC - 509(a)(1) 2013	$0 00	$12,500 00	$0 00	$12,500 00	$0 00
Navy Seal Foundation Inc 1619 D Street Building 5326 Virginia Beach, VA 23459 *for the 2013 Sixth Annual Benefit* $5,000.00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
The President's Committee on the Arts and the Humanities	NC - Government Entity	$0 00	$10,000 00	$0 00	$10,000 00	$0 00

Recipient and/or Purpose	**Tax Status**	**Beginning Balance 2013**	**Newly 2013**	**Amended 2013**	**Amount Paid 2013**	**Ending Balance 2013**
1100 Pennsylvania Avenue, NW Suite 526 Washington, DC 20506 *for the 2013 National Arts and Humanities Youth Program Awards* $10.000 00	2013					
Rosie's Place 889 Harrison Avenue Boston, MA 02118 *for the "Funny Women Serious Business" event* $1,000 00	PC - 509(a)(1) 2013	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Seattle Art Museum 1300 First Avenue Seattle, WA 98101-2003 *for the Special Exhibitions Fund* $50,000 00	PC - 509(a)(1) 2009	$10,000 00	$0 00	$0 00	$10,000 00	$0 00
Silent Spring Institute 29 Crafts Street Newton, MA 02158 *for general operating support* $5,000 00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$5,000 00	$0 00
Small Friends on Nantucket, Inc. PO Box 2826 Nantucket, MA 02584 *for the Event Under the Tent, Folk Art Artisan Show* $500 00	PC - 509(a)(2) 2013	$0 00	$500 00	$0 00	$500 00	$0 00
St. Paul's School 325 Pleasant Street Concord, NH 03301 *for the Parents Annual Fund* $1,000 00	PC - 509(a)(1) 2013	$0 00	$1,000 00	$0 00	$1,000 00	$0 00
Sun Valley Summer Symphony, Inc. P O Box 1914 Sun Valley, ID 83353 *for general operating support*	PC - 509(a)(1)	$0 00	$20,000 00	$0 00	$20,000 00	$0 00

Recipient and/or Purpose	**Tax Status**	**Beginning Balance 2013**	**Newly 2013**	**Amended 2013**	**Amount Paid 2013**	**Ending Balance 2013**
$20,000 00	2013					
Sun Valley Summer Symphony, Inc. P O Box 1914 Sun Valley, ID 83353 *for the 30th Anniversary orchestral work by Mason Bates* $30,000 00	PC - 509(a)(1) 2013	$0 00	$30,000 00	$0 00	$30,000 00	$0 00
Threshold Dance Project c/o Buglisi-Foreman Dance 229 W 42nd Street, Suite 502 New York, NY 10036 *for the "Table of Silence Project 9/11" event* $5,000 00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$5.000 00	$0 00
University of the Witwatersrand Fund, Inc. Post Office Box 7101 New York. NY 10150 *for the Public Health building project* $500,000 00	PC - 509(a)(1) 2010	$200,000 00	$0 00	$0 00	$100,000 00	$100,000 00
Westminster College 319 S Market St Development Office, Old Main, Room 106 New Wilmington. PA 16172-0001 *in memory of S Donald Wiley* $5,000 00	PC - 509(a)(1) 2013	$0 00	$5,000 00	$0 00	$5.000 00	$0 00
Woodley House, Inc. 1408 No Capitol Street. NW Washington, DC 20002 *for the "Saving Mr Banks" event* $2,500 00	PC - 509(a)(2) 2013	$0 00	$2,500 00	$0 00	$2,500 00	$0 00
Grand Total (31 items)		$210,000 00	$224,250 00	$0 00	$330,250 00	$104,000 00

Heinz Family Foundation
T J Fund
Form 990-PF
EIN. 25-1689382
Year Ended: 12/31/13

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
				Awards Fund	$0 00	
				Heinz Exeter Scholarship Fund	$44,000 00	
				Heinz Yale Scholarship Fund	$162,000.00	
				Teresa & H John Heinz III Fund	$330,250 00	
				Heinz Award Expense	$251,403 00	
					$787,653 00	

STATEMENT 15

Heinz Family Foundation
Exeter Fund
Form 990-PF
EIN 25-1689382
Year Ended 12/31/13

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Phillips Exeter Academy 20 Main Street Exeter, NH 03833-2460 *for scholarships for the 2013-2014 academic year* $44,000.00	PC - 509(a)(1) 2013	$0.00	$44,000.00	$0.00	$44,000.00	$0.00
Grand Total (1 item)		$0.00	$44,000.00	$0.00	$44,000 00	$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Yale University Office of the Recording SecretaryP.O. Box 2038 New Haven, CT 06521 *for the 2013-2014 undergraduate scholarships* $162,000.00	501(c)(3)-509(a)(1) 2013	$0.00	$162,000.00	$0 00	$162,000 00	$0.00
Grand Total (1 item)		$0.00	$162,000.00	$0.00	$162,000 00	$0 00

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2013

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

PART IX-A, LINE 1

One of the primary exempt purposes of the foundation is operating the Heinz Awards Program as a living tribute to U.S. Senator H. John Heinz III. The Heinz Awards program awards individual grants, recognizing outstanding achievements in the areas of Arts & Humanities, Human Condition, Public Policy, Technology, the Economy & Employment, and Environment. During 2013, direct program expenses were incurred in researching candidates, but no grants were made to individuals or charitable organizations as detailed on the following page.

These awards are granted in accordance with IRC Section 4945 (g) on an objective and nondiscriminatory basis pursuant to a procedure approved in advance by the Internal Revenue Service.	$	251,403

2013 HEINZ AWARD WINNERS

Recipient	Date of Award	Amount
Total Heinz Awards		$ -
Other Heinz Awards Grants		$ -
Direct Heinz Awards Program Expenses		$ 251,403
		$ 251,403

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2013

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

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

Heinz Family Foundation
EIN 25-1689382
Form 990-PF
Year Ended December 31, 2013

Part XV, Line 2

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

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ______, and ending ______.

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 208,964.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 158,964.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 50,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2014)
323841
12-31-13

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ROSE GIBSON 625 LIBERTY AVENUE, SUITE 3200 - PITTSBURGH, PA 15222

Telephone No.▶ 412-497-5775 Fax No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 208,964.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 208,964.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ M M. Cth Title ▶ CPA Date ▶ 08/14/14

Form **8868** (Rev 1-2014)

323842
12-31-13