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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

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 JOSEPH P HEENAN FAMILY FOUNDATION INC		A Employer identification number 27-2886960
Number and street (or P O box number if mail is not delivered to street address) 10 WESTVIEW ROAD	Room/suite	B Telephone number 610-496-7171
City or town, state or province, country, and ZIP or foreign postal code BRYN MAWR, PA 19010		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 537,111.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		17,160.	17,160.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		17,398.			
b Gross sales price for all assets on line 6a 466,359.					
7 Capital gain net income (from Part IV, line 2)			17,398.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		34,558.	34,558.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 2		376.	376.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		2,554.	2,554.		0.
24 Total operating and administrative expenses Add lines 13 through 23		2,930.	2,930.		0.
25 Contributions, gifts, grants paid		12,675.			12,675.
26 Total expenses and disbursements. Add lines 24 and 25		15,605.	2,930.		12,675.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		18,953.			
b Net investment income (if negative, enter -0-)			31,628.		
c Adjusted net income (if negative, enter -0-)				N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

15

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	5,597.	13,555.	13,555.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	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 4	124,293.	266,499.	301,727.	
	c Investments - corporate bonds STMT 5	276,913.	170,800.	167,831.	
	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 6	69,728.	44,630.	53,998.		
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	476,531.	495,484.	537,111.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	476,531.	495,484.		
30 Total net assets or fund balances	476,531.	495,484.			
31 Total liabilities and net assets/fund balances	476,531.	495,484.			

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	476,531.
2 Enter amount from Part I, line 27a	2	18,953.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	495,484.
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	495,484.

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 CHARLES SCHWAB - SEE ATTACHED DETAIL		P	VARIOUS	12/31/13
b CHARLES SCHWAB - SEE ATTACHED DETAIL		P	VARIOUS	12/31/13
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 80,521.		75,614.	4,907.
b 385,838.		373,347.	12,491.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,907.
b			12,491.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	17,398.
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	96,961.	518,856.	.186875
2011	82,209.	379,648.	.216540
2010	10,000.	27,312.	.366139
2009			
2008			

2 Total of line 1, column (d)	2	.769554
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	.256518
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	508,780.
5 Multiply line 4 by line 3	5	130,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	316.
7 Add lines 5 and 6	7	130,827.
8 Enter qualifying distributions from Part XII, line 4	8	12,675.

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	633.
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	633.
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	633.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,337.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,337.
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	704.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 704. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?		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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► JOSEPH P HEENAN Telephone no. ► 610-496-7171 Located at ► 100 WESTVIEW ROAD, BRYN MAWR, PA ZIP+4 ► 19010			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	N/A		
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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(i)(3) or 4942(i)(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? If "Yes," list the years ►	☐ Yes ☒ No	
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
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

Form 990-PF (2013)

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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) ☐ N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870. ☐ N/A

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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
JOSEPH P HEENAN 10 WESTVIEW ROAD BRYN MAWR, PA 19010	DIRECTOR 2.00	0.	0.	0.
MICHAEL P HEENAN 10 WESTVIEW ROAD BRYN MAWR, PA 19010	DIRECTOR 2.00	0.	0.	0.
RYAN M HEENAN 10 WESTVIEW ROAD BRYN MAWR, PA 19010	DIRECTOR 2.00	0.	0.	0.

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

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

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

0

Form 990-PF (2013)

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
NONE		

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	506,952.
b	Average of monthly cash balances	1b	9,576.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	516,528.
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	516,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,748.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	508,780.
6	Minimum investment return. Enter 5% of line 5	6	25,439.

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	25,439.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	633.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,806.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,806.
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	24,806.

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	12,675.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,675.
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	12,675.

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.

Form 990-PF (2013)

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				24,806.
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				
b From 2009				
c From 2010				9,378.
d From 2011				65,033.
e From 2012				71,232.
f Total of lines 3a through e	145,643.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 12,675.				
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				12,675.
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))	12,131.			12,131.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	133,512.			
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	133,512.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				62,280.
d Excess from 2012				71,232.
e Excess from 2013				

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				
CAMPHILL CHALLENGE SPONSORSHIP		501 (C)(3) ORGANIZATION	EDUCATIONAL	2,500.
MARINE CORPS SCHOLARSHIP FOUNDATION		501 (C)(3) ORGANIZATION	EDUCATIONAL	1,350.
CITY MINISTRIES		501 (C)(3) ORGANIZATION	EDUCATIONAL	2,500.
PA FOR HUMAN LIFE		501 (C)(3) ORGANIZATION	EDUCATIONAL	100.
CAMPHILL SPECIAL SCHOOL		501 (C)(3) ORGANIZATION	EDUCATIONAL	1,225.
Total	SEE CONTINUATION SHEET(S)			12,675.
b Approved for future payment				
NONE				
Total				0.

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.		

[illegible]

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

b If "Yes," complete the following schedule.

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

**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.

Joseph T. Keenan
Signature of officer or trustee

5-8-14
Date

► DIRECTOR
Title

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

HEATH WAWRZYNEK

Preparer's signature.

HEATH WAWRZYNEK

Date _____

5/6/2014

Check ☐ self-employed

PTIN

P01267931

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's EIN ► 41-0746749

Firm's address ▶ 610 W.GERMANTOWN PIKE, STE.400
PLYMOUTH MEETING, PA 19462

Phone no. 215-643-3900

Form **990-PF** (2013)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST. ANNE PARISH		501 (C)(3) ORGANIZATION	EDUCATIONAL	5,000.
Total from continuation sheets				5,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
CHARLES SCHWAB	17,160.	0.	17,160.	17,160.		
TO PART I, LINE 4	17,160.	0.	17,160.	17,160.		

FORM 990-PF	TAXES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAXES	376.	376.		0.		
TO FORM 990-PF, PG 1, LN 18	376.	376.		0.		

FORM 990-PF	OTHER EXPENSES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
MANAGEMENT FEES	2,529.	2,529.		0.		
MISC EXPENSE	25.	25.		0.		
TO FORM 990-PF, PG 1, LN 23	2,554.	2,554.		0.		

FORM 990-PF	CORPORATE STOCK		STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
159.783 SHS FIRST EAGLE GLOBAL FUND	0.	0.		
979.669 SHS BLACKROCK EQTY DIVIDEND	0.	0.		
1484.949 SHS FIDELITY SMALL CAP	37,662.	46,420.		
996.687 SHS INNEALTA CAPITAL SECTOR	0.	0.		
1009.773 SHS INNOVATOR MATRIX INCM FD	18,079.	20,468.		
2464.961 SHS MAINSTAY LARGE CAP	0.	0.		
1201.237 SHS SCOUT INTL FD	38,960.	44,758.		

184.946 SHS WELLS FARGO ADVTG EMRG	0.	0.
3779.918 SHS SCHWAB FUNDAMENTAL US	44,294.	53,675.
4929.021 SHS SCHWAB FUNDAMENTAL EMER	42,212.	43,425.
638.473 SHS MATTHEWS PACIFIC TIGER	15,447.	15,955.
1095.781 SHS IVY ASSET STRATEGY FUND	29,693.	35,372.
1772.515 SHS FIRST EAGLE OVERSEAS	40,152.	41,654.
TOTAL TO FORM 990-PF, PART II, LINE 10B	266,499.	301,727.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2914.393 SHS FPA NEW INCOME CL A	0.	0.
3682.281 SHS PIMCO TOTAL RETURN FUND	39,562.	39,364.
2020.708 SHS BAIRD SHORT TERM BD INST	19,621.	19,581.
2010.53 SHS FIDELITY FLOATING RATE	19,000.	20,025.
2430.1770 SHS LOOMIS SAYLES BOND FUND	0.	0.
3037.435 SHS PRINCIPAL GLOBAL DIVERSE	0.	0.
1536.194 SHS TEMPLETON GLOBAL BOND	21,120.	20,109.
2977.039 SHS BLACKROCK STRAT INCM	30,485.	30,247.
3571.896 SHS DOUBLELINE TOTAL RETURN	41,012.	38,505.
TOTAL TO FORM 990-PF, PART II, LINE 10C	170,800.	167,831.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
231 SHS POWERSHARES FTSE RAFI US	COST	0.	0.
186 SHS POWERSHARES EXCH TRAD FD TR	COST	0.	0.
699 SHS SCHW US LCAP GRO ETF	COST	0.	0.
752 SHS SCHW US LCAP VAL ETF	COST	0.	0.
242 SHS VANGUARD MSCI EAFE ETF	COST	0.	0.
1225 SHS SCHW US LCAP ETF	COST	44,630.	53,998.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,630.	53,998.

CliftonLarsonAllen Wealth Advisors
REALIZED GAINS AND LOSSES
Joseph P Heenan Family Foundation Inc
A/C # 1230-1706

Strategy: Conservative Balanced (40:60)
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Security Symbol	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
								Short Term	Long Term
07-10-12	02-07-13	454,529	Barr Short-Term Bond Institutional Class	bsbx	4,428.93		4,434.45	5.52	
06-08-12	02-07-13	4,738,895	Barr Short-Term Bond Institutional Class	bsbx	45,892.50		46,233.37	340.87	
06-08-12	02-07-13	184,946	Wells Fargo Adv Emerging Markets	emgnx	3,674.50		4,191.22	516.72	
06-08-12	02-07-13	1,653,257	Fidelity Floating Rate High Income	ffrix	16,076.66		16,429.91	353.25	
07-10-12	02-07-13	2,914,393	FPA New Income	fpnfx	31,000.00		30,843.42	-156.58	
11-08-12	02-07-13	996,687	Innealta Capital Sector Rotation N	icsnx	10,534.98		10,415.38	-119.60	
06-08-12	02-07-13	923,684	Innovator Matrix Income Fund	imufx	17,622.33		18,832.40	1,210.07	
06-08-12	02-07-13	2,430,177	Loomis Sayles Bond Instl	lsbfx	34,815.31		37,137.41	2,322.10	
06-08-12	02-07-13	979,669	BlackRock Equity Dividend Instl	madvx	18,334.19		20,435.49	2,101.30	
06-08-12	02-07-13	2,464,961	Mainstay Large Cap Growth	miafx	18,625.07		20,685.67	2,060.60	
07-10-12	02-07-13	3,037,435	Principal Global Div Inc Instl	pgdix	41,177.25		42,898.96	1,721.71	
10-21-11	02-07-13	231,000	PowerShares FTSE US 1500 Small-Mid	prfx	13,357.79		17,096.75	3,738.96	
02-24-11	02-07-13	1,363,357	PIMCO Total Return Instl	pttrx	14,781.50		15,235.96	454.46	
10-21-11	02-07-13	186,000	Powershares RAFI Emerging Markets	pxh	3,881.65		4,169.64	287.99	
07-10-12	02-07-13 ✓	488,000	Schwab US Large Cap Growth ETF	schg	15,820.47		17,510.86	1,690.39	
06-08-12	02-07-13 ✓	1,000	Schwab US Large Cap Growth ETF	schg	31.74		35.88	4.14	
06-08-12	02-07-13 ✓	210,000	Schwab US Large Cap Growth ETF	schg	6,664.98		7,535.41	870.43	
07-10-12	02-07-13 ✓	300,000	Schwab US Large Cap Value ETF	schv	9,044.70		10,145.77	1,101.07	
07-10-12	02-07-13 ✓	212,000	Schwab US Large Cap Value ETF	schv	6,391.59		7,169.68	778.09	
06-08-12	02-07-13 ✓	240,000	Schwab US Large Cap Value ETF	schv	7,045.44		8,116.62	1,071.18	
10-21-11	02-07-13	111,628	First Eagle Global I	sgtix	5,192.92		5,557.38	364.46	
07-10-12	02-07-13	48,155	First Eagle Global I	sgtix	2,279.43		2,397.39	117.96	

CliftonLarsonAllen Wealth Advisors
REALIZED GAINS AND LOSSES
Joseph P Heenan Family Foundation Inc
A/C # 1230-1706
Strategy: Conservative Balanced (40:60)
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Security Symbol	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
								Short Term	Long Term
07-10-12	02-07-13	242.000	Vanguard FTSE Developed Markets ETF	vea	7,556.69		8,708.17	1,151.48	
02-07-13	06-20-13	1,525.133	BlackRock Strategic Inc Opportunities Port	bsux	15,502.13		15,277.08	-225.05	
02-07-13	06-20-13	1,797.479	DoubleLine Total Return Bond I	dblx	20,426.06		20,003.92	-422.14	
06-08-12	06-20-13	1,055.606	Fidelity Floating Rate High Income	ffrh	10,264.96		10,462.17		197.21
06-08-12	06-20-13	472.023	Innovator Matrix Income Fund	imif	9,005.40		8,981.48		-23.92
02-07-13	06-20-13	769.514	PIMCO Emerging Local Bond Fund Instl CI	pelb	8,470.21		7,390.42	-1,079.79	
02-24-11	06-20-13	1,764.367	PIMCO Total Return Instl	pttr	19,129.24		19,017.52		-111.72
02-07-13	06-20-13	737.337	Templeton Global Bond Adv	tgba	9,894.18		9,388.42	-505.76	
02-07-13	08-05-13	2,002.127	PIMCO Emerging Local Bond Fund Instl CI	pelb	22,037.84		19,620.87	-2,416.97	
TOTAL GAINS								17,416.88	5,043.08
TOTAL LOSSES								-4,925.88	-135.65
TOTAL REALIZED GAIN/LOSS								466,359.07 ✓	4,907.43