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 , 2013, and ending , 20

Name of foundation: HEAD FAMILY CHARITABLE FOUNDATION 5507-19-4/4

A Employer identification number: 38-6949833

Number and street (or P O box number if mail is not delivered to street address): C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST

Room/suite: 1200

B Telephone number (see instructions): 215-419-6000

City or town, state or province, country, and ZIP or foreign postal code: PHILADELPHIA, PA 19103-7391

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: [X] 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) ▶ $ 30,591,483.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	513,619.	513,619.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	638,270.			
	b	Gross sales price for all assets on line 6a 4,120,686.				
	7	Capital gain net income (from Part IV, line 2)		638,270.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,604.	85,725.		STMT 7
	12	**Total.** Add lines 1 through 11	1,154,493.	1,237,614.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 8	3,500.	NONE	NONE	3,500.
	c	Other professional fees (attach schedule) STMT 9	68,105.	51,079.		17,026.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 10	13,936.	4,579.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 11	43.			43.
	24	**Total operating and administrative expenses** Add lines 13 through 23	85,584.	55,658.	NONE	20,569.
	25	Contributions, gifts, grants paid	1,247,496.			1,247,496.
	26	Total expenses and disbursements Add lines 24 and 25	1,333,080.	55,658.	NONE	1,268,065.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-178,587.			
	b	**Net investment income** (if negative, enter -0-)		1,181,956.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-1,158.	43,678.	43,678.
	2	Savings and temporary cash investments	9,638,612.	5,309,599.	5,309,599.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	19,362,181.	23,427,737.	25,238,206.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	28,999,635.	28,781,014.	30,591,483.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
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	28,999,635.	28,781,014.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	28,999,635.	28,781,014.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	28,999,635.	28,781,014.	

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	28,999,635.
2	Enter amount from Part I, line 27a	2	-178,587.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	28,821,048.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	40,034.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,781,014.

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	PUBLICLY TRADED SECURITIES			
b				
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	4,120,686.		3,482,416.	638,270.
b				
c				
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				638,270.
b				
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** 638,270.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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	1,478,854.	29,517,517.	0.050101
2011	513,492.	28,600,252.	0.017954
2010	NONE	15,760,000.	NONE
2009			
2008			

2	**Total** of line 1, column (d)	2	0.068055
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.022685
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	29,942,348.
5	Multiply line 4 by line 3	5	679,242.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,820.
7	Add lines 5 and 6	7	691,062.
8	Enter qualifying distributions from Part XII, line 4	8	1,268,065.

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	11,820.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	11,820.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-		5	11,820.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 7,072.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,721.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	17,793.
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	5,973.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 5,973. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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	N/A	
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) ▶ NJ			
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	N/A	
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 ▶ SEE STATEMENT 13 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			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? ☐ 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

			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	N/A	
	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 ▶ ____ , ____ , ____ , ____

			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)	2b	N/A	

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

			Yes	No
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b	N/A	
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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL A. HEAD 1650 MARKET ST , SUITE 1200, PHILADELPHIA, PA 19103-7	TRUSTEE 1	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 14		$71,605
Total number of others receiving over $50,000 for professional services ▶		NONE

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 (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	25,045,046.
b	Average of monthly cash balances	1b	5,353,277.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	30,398,323.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	30,398,323.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	455,975.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,942,348.
6	**Minimum investment return** Enter 5% of line 5	6	1,497,117.

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	1,497,117.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,820.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,820.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,485,297.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,485,297.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,485,297.

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	1,268,065.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,268,065.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	11,820.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,256,245.

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				1,485,297.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			898,918.	
b	Total for prior years 20 11 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ...... NONE				
b	From 2009 ...... NONE				
c	From 2010 ...... NONE				
d	From 2011 ...... NONE				
e	From 2012 ...... NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,268,065.				
a	Applied to 2012, but not more than line 2a			898,918.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				369,147.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 (*If an amount appears in column (d), the same amount must be shown in column (a)*)	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,116,150.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... NONE				
e	Excess from 2013 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

CAROL A.. HEAD

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 ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				1,247,496.
Total . . . . . . ▶ 3a				1,247,496.
b *Approved for future payment*				
N/A				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	513,619.	
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	2,604.			
8 Gain or (loss) from sales of assets other than inventory			18	638,270.	
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)		2,604.		1,151,889.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,154,493.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Carol Head — 10/20/14 — Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
YONG SHUAI, CPA	Yong	10/13/2014		P01321359

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A. Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 Phone no 215-419-6000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGCO CORP	22.	22.
AQR RISK PARITY FUND -I	22,672.	22,672.
ABBOTT LABORATORIES	579.	579.
ABBVIE INC COM	1,386.	1,386.
ADVANCE AUTO PARTS	91.	91.
AETNA INC NEW	84.	84.
ALLERGAN INC	83.	83.
ALLSTATE CORP.	145.	145.
AMERICAN EXPRESS CO.	470.	470.
AMERICAN EXPRESS CR CORP DTD 6/12/2012 1	2,275.	2,275.
AMERICAN INTERNATIONAL GROUP INC.	87.	87.
AMERIPRISE FINANCIAL INC	81.	81.
AMGEN	132.	132.
AMPHENOL CORP-CL A	220.	220.
APPLE COMPUTER INC.	2,151.	2,151.
ASHLAND INC	27.	27.
ASTRAZENECA GROUP PLC - SPONS ADR	1,988.	1,988.
AVNET INC.	98.	98.
BANK OF AMERICA CORP	83.	83.
C R BARD INC.	312.	312.
BAXTER INTL. INC.	1,140.	1,140.
BLACKROCK INC	235.	235.
BLACKROCK FLOATING RATE INCOME DTD 10/1/	15,262.	15,262.
BORG WARNER AUTOMOTIVE	73.	73.
CIGNA CORP.	16.	16.
CVS CORP	324.	324.
CAPITAL ONE FINL CORP.	17.	17.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	8,295.	8,295.
CHESAPEAKE ENERGY CORP	123.	123.
CHEVRON CORP	2,829.	2,829.
CHUBB CORP.	231.	231.
CISCO SYSTEMS	1,028.	1,028.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CISCO SYS INC SR NT DTD 3/16/2011 3.15%	343.	343.
CITIGROUP INC	11.	11.
COCA COLA CO.	1,044.	1,044.
COLGATE PALMOLIVE CO.	364.	364.
COMCAST CORP-CL A	201.	201.
CONAGRA INC.	228.	228.
DANAHER CORP	33.	33.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	4,290.	4,290.
DEVON ENERGY CORP	119.	119.
DIAMOND OFFSHORE DRILLING	274.	274.
DIGITAL REALTY TRUST INC	68.	68.
WALT DISNEY COMPANY DTD 9/11/2006 5.625%	6,750.	6,750.
DISCOVER FINANCIAL SERVICES	269.	269.
DOVER CORP.	51.	51.
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	8,998.	8,998.
EASTMAN CHEMICAL CO.	38.	38.
EMERSON ELECTRIC CO.	605.	605.
EQUIFAX INC	149.	149.
EXPEDITORS INTL WASH INC	533.	533.
EXXON MOBIL CORPORATION	535.	535.
FLIR SYSTEMS INC	90.	90.
FHLMC DTD 2/1/2012 3.5% 2/1/2042	4,217.	4,217.
FHLMC PC GOLD 30YR DTD 11/1/2011 4% 12/1	4,684.	4,684.
FHLMC DTD 10/13/2006 4.8809523% 10/18/20	3,075.	3,075.
FHLMC DTD 3/27/2009 3.75% 3/27/2019	3,750.	3,750.
FNMA PASS-THRU LNG 30 YEAR DTD 11/1/2011	3,539.	3,539.
FNMA #AK3358 DTD 2/1/2012 4% 2/1/2042	4,375.	4,375.
FNMA PASS-THRU LNG 30 YEAR DTD 5/1/2012	3,173.	3,173.
FNMA PASS-THRU LNG 30 YEAR 3.500 DTD 4/1	3,437.	3,437.
FNMA PASS-THRU INT 15 YEAR DTD 6/1/2012	3,462.	3,462.
FNMA DTD 9/1/2012 3% 9/1/2042	1,818.	1,818.
FNMA PASS-THRU DTD 9/1/2012 3.5% 9/1/204	4,332.	4,332.
FNMA #AR4632 DTD 1/1/2013 2.5% 2/1/2028	1,015.	1,015.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FNMA #AB3441 DTD 8/1/2011 3.5% 9/1/2041	4,152.	4,152.
FNMA #AB3900 DTD 10/1/2011 3% 11/1/2026	2,581.	2,581.
FIDELITY NATIONAL INFORMATION SERVICES	321.	321.
FIDELITY NATIONAL TITLE CL A	80.	80.
FIRST REP BK SAN FRAN CALI NEW COM	39.	39.
FLUOR CORP (NEW)-WI	97.	97.
FLOWSERVE CORP	29.	29.
FORD MOTOR COMPANY	80.	80.
FRANKLIN RESOURCES INC.	280.	280.
GMO QUALITY FUND IV	20,364.	20,364.
THE GAP INC.	391.	391.
GENERAL ELECTRIC CO.	153.	153.
GENERAL ELEC CAP CORP DTD 9/24/2007 5.62	7,031.	7,031.
GENERAL MILLS INC.	587.	587.
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DT	9.	9.
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	7,988.	7,988.
GLENMEDE FUND INC SECURED OPTIONS	56,517.	56,517.
GOLDMAN SACHS GROUP INC	223.	223.
W W GRAINGER INC	192.	192.
HALLIBURTON CO.	386.	386.
HANESBRANDS INC	242.	242.
OAKMARK INTERNATIONAL FD I	16,341.	16,341.
HELMERICH & PAYNE INC.	594.	594.
HOME DEPOT INC.	1,026.	1,026.
HONEYWELL INTERNATIONAL INC	512.	512.
HUBBELL (HARVEY) INC CLASS B	406.	406.
HUMANA INC.	86.	86.
ING US INC	4.	4.
INTERNATIONAL BUSINESS MACHINES CORP.	784.	784.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	7,119.	7,119.
INTERNATIONAL GAME TECHNOLOGY	353.	353.
INTERNATIONAL PAPER CO.	65.	65.
JP MORGAN CHASE & CO	1,907.	1,907.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JOHNSON & JOHNSON	671.	671.
JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/	5,665.	5,665.
KLA-TENCOR CORPORATION	100.	100.
KELLOGG CO.	185.	185.
KIMBERLY CLARK CORP.	732.	732.
KROGER CO.	184.	184.
LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/20	12,254.	12,254.
LENNAR CORP.	15.	15.
LINCOLN NATIONAL CORP IND	28.	28.
M & T BANK CORPORATION	102.	102.
MACY'S INC	71.	71.
MANPOWER INC WIS COM	69.	69.
MARATHON PETROLEUM CORP	130.	130.
MATTHEWS PACIFIC TIGER FD - IS	4,270.	4,270.
MCKESSON HBOC INC	129.	129.
MEDTRONIC INC.	808.	808.
MICROSOFT CORP.	1,538.	1,538.
MONSANTO CO	439.	439.
MURPHY OIL CORP	64.	64.
NASDAQ STOCK MARKET INC	51.	51.
NATIONAL-OILWELL INC	410.	410.
NETAPP INC	267.	267.
NOBLE ENERGY INC	136.	136.
NORDSTROM INC.	147.	147.
NOVO-NORDISK A/S	496.	496.
OCCIDENTAL PETROLEUM CORP.	256.	256.
ORACLE CORP	427.	427.
ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	6,613.	6,613.
PNC FINANCIAL SERVICES GROUP INC	456.	456.
PVH CORP	4.	4.
PARKER-HANNIFIN CORP.	749.	749.
PATTERSON COS INC	190.	190.
PEPSICO INC.	394.	394.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PEPSICO INC DTD 10/24/2008 7.9% 11/1/201	8,295.	8,295.
PHILIP MORRIS INTERNATIONAL	2,054.	2,054.
PIMCO ALL ASSETS AUTH -IS	79,751.	79,751.
PRECISION CASTPARTS CORP	7.	7.
T ROWE PRICE INST EMERGING STOCK FD	4,062.	4,062.
T ROWE PRICE GROUP INC	439.	439.
PRINCIPAL FINANCIAL GROUP	179.	179.
PROCTER & GAMBLE CO.	1,105.	1,105.
PRUDENTIAL FINANCIAL INC	103.	103.
PULTE CORP	40.	40.
QUALCOMM CORP.	450.	450.
RAYTHEON COMPANY	490.	490.
REYNOLDS AMERICAN INC	697.	697.
ROCHE HOLDINGS LTD-SPONS ADR	1,047.	1,047.
ROCK-TENN COMPANY -CL A	105.	105.
ROCKWELL COLLINS INC.	131.	131.
ROSS STORES INC	366.	366.
ROYCE SPECIAL EQUITY FUND -IN	5,391.	5,391.
SANDISK CORP	100.	100.
SCHLUMBERGER LTD.	447.	447.
CHARLES SCHWAB CORP.	245.	245.
SCRIPPS NETWORKS INTERAC	209.	209.
JM SMUCKER CO/THE-NEW COM WI	132.	132.
SNAP ON TOOLS CORP.	115.	115.
STATE STREET CORP	733.	733.
TEMPLETON GLOBAL BOND FD-AD	31,796.	31,796.
THERMO ELECTRON CORP	34.	34.
THORNBURG INTL VALUE FD-I	11,212.	11,212.
3M CO	260.	260.
TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2	39,339.	39,339.
TIME WARNER INC	417.	417.
TORCHMARK CORP	294.	294.
TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2	2,500.	2,500.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE TRAVELERS COMPANIES INC	333.	333.
U S BANCORP	1,177.	1,177.
U S TREASURY BONDS DTD 11/15/2011 3.125%	4,688.	4,688.
US TREASURY N/B DTD 8/15/2007 4.75% 8/15	1,425.	1,425.
US TREASURY N/B DTD 5/31/2009 2.25% 5/31	788.	788.
UNITED TECHNOLOGIES CORP.	134.	134.
VALERO ENERGY CORP	105.	105.
VAN ECK GLOBAL HARD ASSETS -I	80.	80.
VAN ECK INTL INVEST GOLD -I	2,104.	2,104.
VENTAS INC	164.	164.
WABTEC	36.	36.
WAL MART STORES INC.	291.	291.
WAL-MART STORES INC DTD 8/24/2007 5.8% 2	5,800.	5,800.
WELLS FARGO CO	2,229.	2,229.
WESTERN DIGITAL CORP.	225.	225.
WHIRLPOOL CORPORATION CORP	206.	206.
WISCONSIN ENERGY CORP.	277.	277.
XCEL ENERGY INC	90.	90.
YUM BRANDS INC	499.	499.
AXIS CAPITAL HOLDINGS LTD	148.	148.
ACCENTURE PLC	1,052.	1,052.
BUNGE LTD	51.	51.
COVIDIEN PLC	193.	193.
NOBLE CORP PLC SHS	84.	84.
SIGNET JEWELERS LTD	91.	91.
XL GROUP PLC F	134.	134.
PENTAIR LTD SHS	239.	239.
TE CONNECTIVITY LTD	120.	120.
LYONDELLBASELL INDUSTRIES NV	815.	815.
AVAGO TECHNOLOGIES LTD	78.	78.
TOTAL	513,619.	513,619.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		85,725.
UNRELATED BUSINESS INCOME ON 990T	2,604.	
TOTALS	2,604.	85,725.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,500.			3,500.
TOTALS	3,500.	NONE	NONE	3,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	68,105.	51,079.	17,026.
TOTALS	68,105.	51,079.	17,026.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	303.	303.
FEDERAL TAX PAYMENT - PRIOR YE	4,757.	
FEDERAL ESTIMATES - PRINCIPAL	4,600.	
FOREIGN TAXES ON QUALIFIED FOR	3,633.	3,633.
FOREIGN TAXES ON NONQUALIFIED	643.	643.
TOTALS	13,936.	4,579.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	43.	43.
TOTALS	43.	43.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	4.
PRIOR YEARS BASIS ADJUSTMENT ON PARTNERSHIP	40,030.
TOTAL	40,034.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: THE GLENMEDE GTRUST CO., N.A

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

STATEMENT 13

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

NAME:
THE GLENMEDE TRUST COMPANY
ADDRESS:
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103
COMPENSATION .... 71,605.
COMPENSATION EXPLANATION:
INVESTMENT MANAGEMENT AND TAX PREPARATION FEES

TOTAL COMPENSATION: 71,605.
==============

HEAD FAMILY FOUNATION
ACCOUNT #5507-19-4/4
E.I.N. 27-6949833
TAX YEAR ENDING 12/31/2013

PART XV, FORM 990-PF, PAGE 11
2013 GRANTS AND CONTRIBUTIONS - PAID

DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
Nurturing Minds, Inc. Valley Forge, PA General Operating Purposes	7,500.00	2/28/2013
The Wyoming Presbyterian Church USA Millburn, NJ We are Team Jersey - Hurricane Sandy	10,000.00	3/13/2013
The Wyoming Presbyterian Church USA Millburn, NJ House of Mercy Mission	10,000.00	3/13/2013
The Wyoming Presbyterian Church USA Millburn, NJ Camp Johnsonburg Campership Program	10,000.00	3/13/2013
The Wyoming Presbyterian Church USA Millburn, NJ Interfaith Hospitality Network	10,000.00	3/13/2013
The Wyoming Presbyterian Church USA Millburn, NJ Living Waters for the World	10,000.00	3/13/2013
The Wyoming Presbyterian Church USA Millburn, NJ Elizabeth Coalition to House the Homeless	10,000.00	3/13/2013
Westfield Symphony Orchestra Westfield, NJ	25,000.00	4/17/2013

To support the Listening is Healing Program		
Action Against Hunger	10,000.00	4/24/2013
New York, NY		
General Charitable Purposes		
Africare	10,000.00	4/24/2013
Washington, DC		
General Charitable Purposes		
Doctors Without Borders USA	15,000.00	4/24/2013
New York, NY		
General Charitable Purposes		
Guide Dog Foundation for the Blind	10,000.00	4/24/2013
Smithtown, NY		
General Charitable Purposes		
International Rescue Committee	10,000.00	4/24/2013
New York, NY		
General Charitable Purposes		
Natural Resources Defense Council, Inc.	25,000.00	4/24/2013
New York, NY		
General Charitable Purposes		
Scholarship America	10,000.00	4/24/2013
Minneapolis, MN		
General Charitable Purposes		
The Hunger Project	10,000.00	4/24/2013
New York, NY		
General Charitable Purposes		
The New York Times Neediest Cases Fund	10,000.00	4/24/2013
Brooklyn, NY		
General Charitable Purposes		
WNYC Radio	10,000.00	4/24/2013
New York, NY		
General Charitable Purposes		
Madison Montessori School, Inc.	15,696.00	5/17/2013
Madison, NJ		
To Support the Madison Montessori School		

Scholarship Fund ($10,000) and the Teacher Longevity Bonus ($5,696)		
Big Brothers Big Sisters of America Philadelphia, PA General Charitable Purposes	50,000.00	6/6/2013
St. Hubert's Animal Welfare Center Madison, NJ Capital Project to Finish the New Building	125,000.00	6/24/2013
Mayo Clinic Rochester, MN For Alzheimer's Research	50,000.00	6/27/2013
Compassion & Choices Denver, CO General Charitable Purposes	2,500.00	7/24/2013
Environmental Defense Fund Washington, DC General Charitable Purposes	2,500.00	7/24/2013
Global Fund for Women San Francisco, CA General Charitable Purposes	5,000.00	7/24/2013
Mercy Ships Lindale, TX General Charitable Purposes	5,000.00	7/24/2013
Nature Conservancy of New Jersey Chester, NJ General Charitable Purposes	5,000.00	7/24/2013
The Fistula Foundation San Jose, CA General Charitable Purposes	5,000.00	7/24/2013
The Sierra Club Foundation San Francisco, CA General Charitable Purposes	10,000.00	8/20/2013
Action Against Hunger New York, NY	10,000.00	10/23/2013

General Charitable Purposes		
Africare	10,000.00	10/23/2013
Washington, DC		
General Charitable Purposes		
American Repertory Theatre	10,000.00	10/23/2013
Cambridge, MA		
General Charitable Purposes		
Artists Association of Nantucket	10,000.00	10/23/2013
Nantucket, MA		
General Charitable Purposes		
Buckingham Browne and Nichols School	10,000.00	10/23/2013
Cambridge, MA		
For Financial Aid		
Court Appointed Special Advocates of Morris and Sussex Counties, Inc.	10,000.00	10/23/2013
Morristown, NJ		
General Charitable Purposes		
Doctors Without Borders USA	10,000.00	10/23/2013
New York, NY		
General Charitable Purposes		
Family Promise	5,000.00	10/23/2013
Summit, NJ		
General Charitable Purposes		
International Rescue Committee	10,000.00	10/23/2013
New York, NY		
General Charitable Purposes		
New School of Music Inc.	10,000.00	10/23/2013
Cambridge, MA		
General Charitable Purposes ($6,000) and Steinway Grand Piano Fund ($4,000)		
Nurturing Minds, Inc.	10,000.00	10/23/2013
Valley Forge, PA		
General Charitable Purposes		
Overlook Foundation	15,000.00	10/23/2013

Summit, NJ General Charitable Purposes of the Andy Bovin Memorial Fund		
Reeves-Reed Arboretum Summit, NJ General Charitable Purposes	5,000.00	10/23/2013
Riverside Community Care Inc. Dedham, MA For the Trauma Center ($25,000), Outpatient ($25,000), and Electronic Health Records ($15,000)	65,000.00	10/23/2013
Summit Area YMCA Summit, NJ General Charitable Purposes	10,000.00	10/23/2013
Summit Volunteer First Aid Squad Summit, NJ Capital Campaign for a New Squad Headquarters Building	50,000.00	10/23/2013
The Connection for Women and Families Summit, NJ General Charitable Purposes	15,000.00	10/23/2013
The Hunger Project New York, NY General Charitable Purposes	10,000.00	10/23/2013
Save the Children Federation, Inc. Westport, CT General Charitable Purposes	10,000.00	10/24/2013
Foundation for Morristown Medical Center Morristown, NJ From the Head Family Charitable Foundation - To Support the Behavioral Health Unit	400,000.00	11/4/2013
Furnishing Hope of Massachusetts, Inc. Cambridge, MA	10,000.00	11/18/2013

General Charitable Purposes		
Homeless Solutions, Inc.	5,000.00	11/18/2013
Morristown, NJ		
General Charitable Purposes		
Madison Area YMCA	10,000.00	12/16/2013
Madison, NJ		
General Charitable Purposes		
Overlook Foundation	25,000.00	12/16/2013
Summit, NJ		
Neuroscience Campaign		
Animal Haven	10,000.00	12/19/2013
New York, NY		
General Charitable Purposes		
Summit Educational Foundation	10,000.00	12/19/2013
Summit, NJ		
General Charitable Purposes		
Reeves-Reed Arboretum	4,300.00	12/20/2013
Summit, NJ		
To help pay for plantings to block the white house		
Grand Totals (56 items)	**1,247,496.00**	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
5309599	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	5,309,599	1.00	5,309,599		5	0.00 *
43678+	Cash		1.00	43,678	1.00	43,678		0	0.00
Cash & Reserves Total				5,353,277		5,353,277		5	0.00
Fixed Income									
U S Government Obligations									
35000	US TREASURY N/B DTD 5/31/2009 2.25% 5/31/2014 (912828KV1)	Aaa	1.04	36,358	100.88	35,306	1,051-	788	2.23
30000	US TREASURY N/B DTD 8/15/2007 4.75% 8/15/2017 (912828HA1)	Aaa	1.20	36,059	112.98	33,893	2,166-	1,425	4.20
150000	U S TREASURY BONDS DTD 11/15/2011 3.125% 11/15/2041 (912810QT8)	Aaa	1.09	163,842	86.38	129,563	34,279-	4,688	3.62 #
	Total			236,259		198,762	37,496-	6,901	3.47
U S Government Agencies									
60000	FHLMC DTD 10/13/2006 5.125% 10/18/2016 (3137EAAJ8)	Aaa	1.18	70,792	112.10	67,257	3,535-	3,075	4.57
100000	FHLMC DTD 3/27/2009 3.75% 3/27/2019 (3137EACA5)	Aaa	1.16	115,987	109.00	108,997	6,990-	3,750	3.44

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			186,779		176,254	10,526-	6,825	3.87	
Corporate Bonds - Industrial										
100000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 (931142CJ0)	Aa2	1.21	121,300	115.56	115,559	5,741-	5,800	5.02	
110000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8)	Aaa	1.21	133,135	113.79	125,169	7,966-	5,665	4.53	
105000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 (713448BJ6)	A1	1.35	141,235	125.00	131,248	9,987-	8,295	6.32	#
105000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.35	142,156	125.33	131,599	10,557-	8,295	6.30	#
85000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	Aa3	1.42	121,013	130.24	110,706	10,307-	7,119	6.43	
	Total			658,839		614,281	44,559-	35,174	5.73	
Corporate Bonds - Finance										
130000	AMERICAN EXPRESS CR CORP DTD 6/12/2012 1.75% 6/12/2015 (0258M0DE6)	A2	1.01	131,556	101.61	132,098	542	2,275	1.72	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
70000	WACHOVIA BANK NA DTD 3/9/2006 5.6% 3/15/2016 (92976GAE1)	A1	1.11	77,531	109.51	76,659	872-	3,920	5.11	
125000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 (89233P5E2)	Aa3	1.02	127,258	102.86	128,576	1,319	2,500	1.94	
120000	WALT DISNEY COMPANY DTD 9/11/2006 5.625% 9/15/2016 (25468PCE4)	A2	1.18	141,866	112.28	134,731	7,135-	6,750	5.01	
125000	GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5)	A1	1.14	142,435	113.76	142,200	235-	7,031	4.94	#
115000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 (68389XAC9)	A1	1.21	139,124	115.56	132,891	6,233-	6,613	4.98	#
110000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A2	1.11	121,783	103.59	113,951	7,832-	4,290	3.76	
	Total			881,553		861,106	20,446-	33,379	3.88	
Corporate Bonds - Utilities										
40000	CISCO SYS INC SR NT DTD 3/16/2011 3.15% 3/14/2017 (17275RAK8)	A1	1.08	43,052	105.82	42,328	724-	1,260	2.98	
	Total			43,052		42,328	724-	1,260	2.98	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Other Taxable Bond Mutual Funds									
55844+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.01	726,406	13.09	731,003	4,596	28,648	3.92	#
43021+	BLACKROCK FLOATING RATE INCOME DTD 10/1/2012 (BFRIX)		10.46	450,000	10.51	452,154	2,154	15,765	3.49	#
66364+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		10.68	708,635	10.79	716,064	7,429	27,176	3.80	#
61642+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		10.00	616,170	10.21	629,364	13,194	34,438	5.47	#
	Total			2,501,211		2,528,585	27,373	106,027	4.19	
	Mortgage Backed Securities									
76237+	FNMA #AB3900 DTD 10/1/2011 3% 11/1/2026 (31417AKN8) Original Face Value: 132,000.00		1.05	79,858	102.17	77,893	1,965-	2,287	2.94	
107107+	FNMA PASS-THRU INT 15 YEAR DTD 6/1/2012 3% 6/1/2027 (3138LQSX3) Original Face Value: 130,000.00		1.05	112,395	102.17	109,433	2,962-	3,213	2.94	
46896+	FNMA #AR4632 DTD 1/1/2013 2.5% 2/1/2028 (3138W2EE1) Original Face Value: 50,000.00		1.04	48,698	99.08	46,463	2,235-	1,172	2.52	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
109079+	FHLMC PC GOLD 30YR DTD 11/1/2011 4% 12/1/2036 (3132GLDA9) Original Face Value: 139,457.00		1.07	116,868	102.78	112,113	4,755-	4,363	3.89
113722+	FNMA #AB3441 DTD 8/1/2011 3.5% 9/1/2041 (31416YZF8) Original Face Value: 140,000.00		1.05	119,959	99.47	113,118	6,841-	3,980	3.52
82843+	FNMA PASS-THRU LNG 30 YEAR DTD 11/1/2011 4% 12/1/2041 (3138E06H7) Original Face Value: 100,000.00		1.07	88,992	103.02	85,341	3,650-	3,314	3.88
113159+	FHLMC DTD 2/1/2012 3.5% 2/1/2042 (31292LFK6) Original Face Value: 150,000.00		1.05	118,569	99.33	112,399	6,171-	3,961	3.52
103740+	FNMA #AK3358 DTD 2/1/2012 4% 2/1/2042 (3138E7WU4) Original Face Value: 150,000.00		1.07	111,391	103.02	106,868	4,522-	4,150	3.88
93909+	FNMA PASS-THRU LNG 30 YEAR 3.500 DTD 4/1/2012 3.5% 4/1/2042 (3138E9LH1) Original Face Value: 105,000.00		1.05	98,737	99.44	93,381	5,356-	3,287	3.52
103787+	FNMA PASS-THRU LNG 30 YEAR DTD 5/1/2012 3% 5/1/2042 (3138E9L81) Original Face Value: 109,232.00		1.04	108,003	95.03	98,630	9,373-	3,114	3.16
54878+	FNMA DTD 9/1/2012 3% 9/1/2042 (3138M8R62) Original Face Value: 70,000.00		1.05	57,434	95.03	52,152	5,282-	1,646	3.16

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
117256+	FNMA PASS-THRU DTD 9/1/2012 3.5% 9/1/2042 (3138MBZQ2) Original Face Value: 130,000.00		1.08	126,599	99.47	116,633	9,967-	4,104	3.52	
	Total			1,187,503		1,124,424	63,080-	38,591	3.43	
Fixed Income Total				5,695,196		5,545,740	149,457-	228,157	4.11	
Equities										
Basic Industries										
220	AGCO CORP (AGCO)		57.59	12,670	59.19	13,022	352	88	0.68	
200	B/E AEROSPACE INC (BEAV)		44.99	8,997	87.03	17,406	8,409	0	0.00	#
705	DANAHER CORP (DHR)		64.01	45,130	77.20	54,426	9,296	71	0.13	#
135	DOVER CORP. (DOV)		91.24	12,318	96.54	13,033	715	203	1.55	
720	EMERSON ELECTRIC CO. (EMR)		56.59	40,745	70.18	50,530	9,785	1,238	2.45	#
1065	EXPEDITORS INTL WASH INC (EXPD)		39.69	42,273	44.25	47,126	4,853	639	1.36	#
675	FLUOR CORP (NEW) (FLR)		66.50	44,889	80.29	54,196	9,307	432	0.80	#
290	HUBBELL (HARVEY) INC CLASS B NON-VTG (HUB.B)		96.55	27,999	108.90	31,581	3,582	580	1.84	
670	LYONDELLBASELL INDUSTRIES NV (LYB)		68.34	45,791	80.28	53,787	7,997	1,608	2.99	#
150	MANPOWER INC (MAN)		78.43	11,764	85.86	12,879	1,115	138	1.07	
445	PARKER-HANNIFIN CORP. (PH)		89.10	39,651	128.64	57,245	17,594	801	1.40	#
215	PENTAIR LTD SHS (PNR)		50.05	10,760	77.67	16,699	5,939	215	1.29	
390	QUANTA SERVICES INC (PWR)		30.28	11,810	31.56	12,308	498	0	0.00	
610	RAYTHEON COMPANY (RTN)		71.90	43,856	90.70	55,327	11,471	1,342	2.43	#
	Total			398,653		489,565	90,913	7,355	1.50	

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Consumer Discretionary									
515	BED BATH & BEYOND INC (BBBY)		60.18	30,995	80.30	41,355	10,359	0	0.00	#
290	BORG WARNER AUTOMOTIVE (BWA)		42.37	12,287	55.91	16,214	3,927	145	0.89	#
315	COMCAST CORP-CL A (CMCSA)		41.45	13,057	51.97	16,369	3,312	246	1.50	#
230	COVIDIEN PLC (COV)		57.98	13,335	68.10	15,663	2,328	294	1.88	
190	DOLLAR GENERAL CORP (DG)		58.23	11,063	60.32	11,461	398	0	0.00	
930	DOLLAR TREE INC (DLTR)		43.54	40,494	56.42	52,471	11,977	0	0.00	#
810	GARTNER GROUP CLASS A (IT)		54.34	44,013	71.05	57,551	13,538	0	0.00	#
300	GENERAL MOTORS CO (GM)		40.93	12,278	40.87	12,261	17-	0	0.00	
680	HANESBRANDS INC (HBI)		52.53	35,722	70.27	47,784	12,062	544	1.14	#
705	HOME DEPOT INC. (HD)		37.66	26,553	82.34	58,050	31,497	1,100	1.89	#
2195	INTERNATIONAL GAME TECHNOLOGY (IGT)		17.45	38,312	18.16	39,861	1,549	966	2.42	#
315	JOHNSON CONTROLS (JCI)		41.18	12,973	51.30	16,160	3,186	277	1.72	
115	MOHAWK INDUSTRIES INC (MHK)		117.41	13,502	148.90	17,124	3,622	0	0.00	#
685	ROSS STORES INC (ROST)		63.19	43,284	74.93	51,327	8,043	466	0.91	#
700	SCRIPPS NETWORKS INTERAC (SNI)		70.76	49,532	86.41	60,487	10,955	420	0.69	#
140	SNAP ON INC (SNA)		96.04	13,446	109.52	15,333	1,887	246	1.61	#
310	TIME WARNER INC (TWX)		34.91	10,822	69.72	21,613	10,792	356	1.65	#
110	WHIRLPOOL CORP. (WHR)		115.34	12,687	156.86	17,255	4,568	275	1.59	
	Total			434,355		568,339	133,982	5,335	0.94	
	Consumer Staples									
1395	ALTRIA GROUP INC (MO)		35.22	49,136	38.39	53,554	4,418	2,678	5.00	
170	CONSTELLATION BRANDS INC A (STZ)		63.38	10,775	70.38	11,965	1,190	0	0.00	
305	CVS CORP (CVS)		37.44	11,418	71.57	21,829	10,411	336	1.54	#
1015	GENERAL MILLS INC. (GIS)		48.94	49,676	49.91	50,659	982	1,543	3.05	
515	KIMBERLY CLARK CORP. (KMB)		96.55	49,725	104.46	53,797	4,072	1,669	3.10	#
395	KROGER CO. (KR)		28.55	11,279	39.53	15,614	4,335	261	1.67	

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
695	PEPSICO INC. (PEP)		84.83	58,958	82.94	57,643	1,314-	1,578	2.74	#
270	REYNOLDS AMERICAN INC (RAI)		43.71	11,801	49.99	13,497	1,696	680	5.04	#
735	WAL MART STORES INC. (WMT)		77.89	57,251	78.69	57,837	586	1,382	2.39	#
	Total			310,019		336,395	26,376	10,127	3.01	
Energy										
285	BAKER HUGHES INC. (BHI)		58.57	16,692	55.26	15,749	943-	171	1.09	
705	CHESAPEAKE ENERGY CORP (CHK)		19.68	13,877	27.14	19,134	5,256	247	1.29	
670	CHEVRON CORP (CVX)		102.72	68,821	124.91	83,690	14,868	2,680	3.20	#
240	CONOCOPHILLIPS (COP)		72.85	17,484	70.65	16,956	528-	662	3.91	
270	DEVON ENERGY CORP (DVN)		56.62	15,287	61.87	16,705	1,418	238	1.42	#
965	HALLIBURTON CO. (HAL)		42.84	41,343	50.75	48,974	7,631	579	1.18	#
600	HELMERICH & PAYNE INC. (HP)		63.57	38,144	84.08	50,448	12,304	1,500	2.97	#
205	MURPHY OIL CORP. (MUR)		62.50	12,813	64.88	13,300	487	256	1.93	#
450	NATIONAL OILWELL VARCO INC (NOV)		65.24	29,356	79.53	35,789	6,433	468	1.31	#
	Total			253,817		300,745	46,928	6,801	2.26	
Financials										
290	ALLSTATE CORP. (ALL)		49.41	14,329	54.54	15,817	1,487	290	1.83	
435	AMERICAN INTERNATIONAL GROUP INC. (AIG)		45.83	19,936	51.05	22,207	2,271	174	0.78	#
155	AMERIPRISE FINANCIAL INC (AMP)		94.45	14,640	115.05	17,833	3,192	322	1.81	
1960	BANK OF AMERICA CORP (BAC)		9.36	18,354	15.57	30,517	12,163	78	0.26	#
175	CHUBB CORP. (CB)		83.16	14,553	96.63	16,910	2,357	308	1.82	#
1045	DISCOVER FINANCIAL SERVICES (DFS)		49.10	51,306	55.95	58,468	7,162	836	1.43	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
1029	FRANKLIN RESOURCES INC. (BEN)		42.17	43,389	57.73	59,404	16,015	494	0.83	#
1335	JPMORGAN CHASE & CO (JPM)		50.67	67,642	58.48	78,071	10,429	2,029	2.60	#
295	LINCOLN NATIONAL CORP IND (LNC)		42.82	12,631	51.62	15,228	2,597	189	1.24	#
395	NASDAQ STOCK MARKET INC (NDAQ)		36.07	14,248	39.80	15,721	1,473	205	1.31	
345	PRINCIPAL FINANCIAL GROUP (PFG)		38.38	13,240	49.31	17,012	3,772	359	2.11	
1330	PROGRESSIVE CORP OHIO (PGR)		25.17	33,478	27.27	36,269	2,791	378	1.04	#
195	PRUDENTIAL FINANCIAL INC (PRU)		80.11	15,622	92.22	17,983	2,361	413	2.30	
980	STATE STREET CORP (STT)		60.89	59,677	73.39	71,923	12,246	1,019	1.42	#
385	T ROWE PRICE GROUP INC (TROW)		74.48	28,676	83.77	32,251	3,576	585	1.81	
170	THE TRAVELERS COMPANIES INC (TRV)		80.97	13,765	90.54	15,392	1,627	340	2.21	
495	TORCHMARK CORP (TMK)		59.44	29,423	78.15	38,684	9,262	337	0.87	
1530	US BANCORP (USB)		28.85	44,136	40.40	61,812	17,676	1,408	2.28	#
410	VOYA FINL INC (VOYA)		35.05	14,371	35.15	14,412	40	0	0.00	
1574	WELLS FARGO CO (WFC)		28.39	44,683	45.40	71,460	26,777	1,889	2.64	#
	Total			568,099		707,374	139,273	11,653	1.65	
Health Care										
1425	ABBOTT LABORATORIES (ABT)		33.53	47,785	38.33	54,620	6,836	1,254	2.30	#
1155	ABBVIE INC COM (ABBV)		38.67	44,666	52.81	60,996	16,330	1,848	3.03	#
535	ALLERGAN INC (AGN)		92.56	49,520	111.08	59,428	9,908	107	0.18	#
960	ASTRAZENECA PLC SPONSORED ADR (AZN)		49.42	47,443	59.37	56,995	9,552	2,688	4.72	#
205	CIGNA CORP. (CI)		47.21	9,678	87.48	17,933	8,255	8	0.05	
205	EXPRESS SCRIPTS HOLDING INC (ESRX)		57.62	11,812	70.24	14,399	2,587	0	0.00	
120	MCKESSON HBOC INC (MCK)		88.19	10,583	161.40	19,368	8,785	115	0.59	#
985	MEDTRONIC INC. (MDT)		45.90	45,208	57.39	56,529	11,321	1,103	1.95	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
445	MYLAN LABORATORIES INC. (MYL)		21.15	9,413	43.40	19,313	9,900	0	0.00	#
1350	PATTERSON COS INC (PDCO)		41.87	56,526	41.20	55,620	906-	864	1.55	#
705	STRYKER CORP. (SYK)		73.43	51,770	75.14	52,974	1,203	860	1.62	
	Total			384,404		468,175	83,771	8,847	1.89	
Reits										
230	VENTAS INC (VTR)		65.69	15,109	57.28	13,174	1,935-	667	5.06	
	Total			15,109		13,174	1,935-	667	5.06	
Technology										
1010	ACCENTURE PLC (ACN)		60.79	61,394	82.22	83,042	21,648	1,879	2.26	#
280	AGILENT TECHNOLOGIES INC (A)		51.23	14,345	57.19	16,013	1,668	148	0.92	
625	AMPHENOL CORP-CL A (APH)		66.09	41,309	89.18	55,738	14,429	500	0.90	#
180	APPLE INC. (AAPL)		352.43	63,437	561.02	100,984	37,546	2,196	2.17	#
310	AVAGO TECHNOLOGIES LTD (AVGO)		44.77	13,880	52.88	16,392	2,513	310	1.89	#
325	AVNET INC. (AVT)		36.12	11,739	44.11	14,336	2,597	195	1.36	
2555	CISCO SYSTEMS (CSCO)		22.02	56,264	22.43	57,309	1,045	1,737	3.03	#
375	COGNIZANT TECH SOLUTIONS CRP (CTSH)		64.49	24,184	100.98	37,868	13,684	0	0.00	#
335	FIDELITY NATIONAL INFORMATION SERVICES (FIS)		31.01	10,389	53.68	17,983	7,594	295	1.64	#
765	JUNIPER NETWORKS INC (JNPR)		19.36	14,812	22.57	17,266	2,454	0	0.00	#
285	LAM RESEARCH CORP (LRCX)		46.72	13,316	54.45	15,518	2,202	0	0.00	
855	MSCI INC (MSCI)		34.52	29,516	43.72	37,381	7,865	0	0.00	#
350	NCR CORPORATION (NEW) (NCR)		28.96	10,135	34.06	11,921	1,786	0	0.00	
1120	NETAPP INC (NTAP)		41.30	46,258	41.14	46,077	181-	672	1.46	#
2200	ORACLE CORP (ORCL)		32.13	70,685	38.26	84,172	13,487	1,056	1.25	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
180	QUALCOMM CORP. (QCOM)		65.27	11,749	74.25	13,365	1,616	252	1.89	#
240	SANDISK CORP (SNDK)		46.84	11,241	70.54	16,930	5,688	216	1.28	#
365	SYNOPSIS INC. (SNPS)		34.98	12,767	40.57	14,808	2,041	0	0.00	
240	TE CONNECTIVITY LTD (TEL)		44.78	10,747	55.11	13,226	2,480	240	1.81	
665	WESTERN DIGITAL CORP. (WDC)		63.67	42,342	83.90	55,794	13,452	798	1.43	#
	Total			570,509		726,123	155,613	10,494	1.45	
Other Assets										
100	ACTAVIS PLC SHS (ACT)		144.01	14,401	168.00	16,800	2,399	0	0.00	#
990	MARVELL TECHNOLOGY GROUP LTD (MRVL)		13.32	13,185	14.38	14,236	1,052	238	1.67	#
335	NOBLE CORP PLC SHS (NE)		37.44	12,543	37.47	12,552	9	255	2.03	
	Total			40,129		43,588	3,460	493	1.13	
U S Mutual Funds										
20857+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		15.70	327,416	26.19	546,236	218,819	2,399	0.44	*#
119583+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		12.00	1,435,043	11.92	1,425,427	9,616-	0	0.00	*#
36113+	GMO QUALITY FUND IV (GQEFX)		20.37	735,602	24.94	900,656	165,054	19,826	2.20	#
19678+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		19.11	375,954	24.88	489,589	113,636	1,122	0.23	#
	Total			2,874,015		3,361,908	487,893	23,347	0.69	

International Mutual Funds

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
18039+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		22 68	409,057	24 97	450,422	41,364	3,788	0 84	#
36390+	OAKMARK INTERNATIONAL FD I (OAKIX)		19 53	710,556	26 32	957,792	247,236	15,866	1 66	#
12972+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		30 84	400,130	29 40	381,390	18,739-	3,243	0 85	#
24074+	THORNBURG INTL VALUE FD-I (TGVIX)		29 08	700,000	32 06	771,810	71,810	9,870	1 28	#
	Total			2,219,743		2,561,414	341,671	32,767	1 28	
Equities Total				8,068,852		9,576,800	1,507,944	117,886	1 23	
Other										
Alternative Assets										
1631+	AQR RISK PARITY FUND -I (AQRIX)		10 74	17,522	10 77	17,571	49	444	2 53	#
35718+	DREYFUS GLOBAL REAL ESTATE SECURITIES FD (DRLIX)		8 40	300,000	8 10	289,319	10,681-	9,537	3 30	#
211164	GLENMEDE CLIENT OPP UNF COMMITMENT		0 00	0	0 00	0		0	0 00	
988799+	GLENMEDE CLIENT OPPORTUNITIES PFIC POOL		1 00	988,799	1 39	1,373,837	385,038	0	0 00	#
19769+	INDEPENDENCE GLOBAL FUND		101 17	2,000,000	103 23	2,040,745	40,745	0	0 00	#
20000	LIBERTY SPECIAL STRATEGIES OFFSHORE FD		100 00	2,000,000	110 26	2,205,238	205,238	0	0 00	
135501+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		11 07	1,500,000	9 90	1,341,463	158,537-	79,810	5 95	
18000	PRISMA SPECTRUM FUND LTD		100 00	1,800,000	114 40	2,059,210	259,210	0	0 00	
4263	UNITED STATES COMMODITY INDEX (USCI)		70 37	299,968	56 08	239,069	60,899-	0	0 00	#
5309+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)		57 57	305,631	49 89	264,875	40,756-	80	0 03	#

COMBINED STATEMENT OF ASSETS
HEAD FAMILY CHARITABLE FOUNDATION IM
12/31/13
5507-19-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
26977+	VAN ECK INTL INVEST GOLD -I (INIIX)		16.75	451,769	10.54	284,339	167,430-	1,780	0.63	#
	Total			9,663,689		10,115,666	451,978	91,651	0.91	
Other Total				9,663,689		10,115,666	451,978	91,651	0.91	
Grand Total				28,781,014		30,591,483	1,810,464	437,699	1.43	

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

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 . . . . ▶ [X]
- 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, see instructions

Type or print	Name of exempt organization or other filer, see instructions HEAD FAMILY CHARITABLE FOUNDATION 5507-19-4/4	Employer identification number (EIN) or 38-6949833
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103-7391	

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 ▶ THE GLENMEDE GTRUST CO., N.A

Telephone No. ▶ (215)419-6000 FAX No. ▶ 215-640-3763

- 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 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __.

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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 17,793
b	If this application is for Form 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**	$ 7,072
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. WIRE	**3c**	$ 10,721.

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.

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

JSA

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