



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

OMB No. 1545-0052

2013

Department of the Treasury

Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation Oceanic Heritage Foundation		A Employer identification number 43-1836518
Number and street (or P O box number if mail is not delivered to street address) c/o Carter Ledyard & Milburn LLP, 2 Wall	Room/suite	B Telephone number (212) 732-3200
City or town, state or province, country, and ZIP or foreign postal code New York, NY 10005		C If exemption application is pending, check here ☐
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) \$ 10419200.	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)
Revenue	1 Contributions, gifts, grants, etc., received	2067341.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	988.	988.		Statement 2
	4 Dividends and interest from securities	185955.	189554.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	355257.			Statement 1
	b Gross sales price for all assets on line 6a	1398259.			
	7 Capital gain net income (from Part IV, line 2)		351979.		
	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	2609541.	542521.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	57500.	43125.		14375.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	46590.	12844.		33746.
	b Accounting fees				
	c Other professional fees	90000.	67500.		22500.
	17 Interest				
	18 Taxes	1018.	0.		0.
	19 Depreciation and depletion	3720.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	130337.	95754.		34583.
	24 Total operating and administrative expenses. Add lines 13 through 23	329165.	219223.		105204.
	25 Contributions, gifts, grants paid	1674000.			1674000.
26 Total expenses and disbursements. Add lines 24 and 25	2003165.	219223.		1779204.	
27 Subtract line 26 from line 12	606376.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		323298.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			488645.	440262.	440262.
	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 11			6406816.	6097578.	8838927.
	c Investments - corporate bonds Stmt 12			299205.	299205.	305729.
	11 Investments - land, buildings, and equipment basis ▶ 842758.				842758.	825553.
Liabilities	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis ▶ 37134.					
	Less accumulated depreciation Stmt 10 ▶ 28405.			12449.	8729.	8729.
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			7207115.	7688532.	10419200.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	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.	
	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			7207115.	7688532.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			7207115.	7688532.	
	31 Total liabilities and net assets/fund balances			7207115.	7688532.	

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	7207115.
2 Enter amount from Part I, line 27a	2	606376.
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	8041.
4 Add lines 1, 2, and 3	4	7821532.
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	133000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7688532.

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				
b See Attached Statements				
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			
b			
c			
d			
e 1398259.		1046280.	351979.

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			
b			
c			
d			
e			351979.

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	351979.
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	1683619.	7995053.	.210583
2011	1343235.	7599443.	.176754
2010	1374016.	7604284.	.180690
2009	1161493.	6600308.	.175976
2008	1293496.	7739363.	.167132

2 Total of line 1, column (d)	.911135
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	.182227
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	8750342.
5 Multiply line 4 by line 3	1594549.
6 Enter 1% of net investment income (1% of Part I, line 27b)	3233.
7 Add lines 5 and 6	1597782.
8 Enter qualifying distributions from Part XII, line 4 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	1779204.

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	3233.
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	3233.
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	3233.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		23.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		3256.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	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?		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
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.		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) ☐ DE		
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

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 ► N/A	13	X	
14	The books are in care of ► Carter Ledyard & Milburn LLP Telephone no ► 212-732-3200 Located at ► 2 Wall St., New York, NY ZIP+4 ► 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 ► Jersey	16	X	No

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 ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Chryssanthos L. Menoudakos	Director, President			
c/o Carter Ledyard & Milburn LLP				
New York, NY 10005	5.00	0.	0.	0.
John K. Menoudakos	Director, Vice-President			
c/o Carter Ledyard & Milburn LLP				
New York, NY 10005	15.00	57500.	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)

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."

[illegible]

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.

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	8738399.
b	Average of monthly cash balances	1b	145197.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8883596.
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	8883596.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8750342.
6	Minimum investment return. Enter 5% of line 5	6	437517.

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	437517.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3233.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3233.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	434284.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	434284.
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	434284.

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	1779204.
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	1779204.
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	3233.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1775971.

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				434284.
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	909286.			
b From 2009	832492.			
c From 2010	995770.			
d From 2011	966673.			
e From 2012	1285856.			
f Total of lines 3a through e	4990077.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	1779204.			
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				434284.
e Remaining amount distributed out of corpus	1344920.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6334997.			
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	909286.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5425711.			
10 Analysis of line 9				
a Excess from 2009	832492.			
b Excess from 2010	995770.			
c Excess from 2011	966673.			
d Excess from 2012	1285856.			
e Excess from 2013	1344920.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See attached				1674000.
Total			▶ 3a	1674000.
b Approved for future payment				
See attached				2313000.
Total			▶ 3b	2313000.

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee <u><i>Joanne Guido</i></u> Date <u>05/08/14</u>	Title <u>Exec VP & Treasurer</u>			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Joanne Guido	<u><i>Joanne Guido</i></u>	<u>5/6/14</u>		P01379403
	Firm's name ▶ Carter Ledyard & Milburn LLP				Firm's EIN ▶ 13-4986540
	Firm's address ▶ 2 Wall St. New York, NY 10005				Phone no 212-732-3200

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

Oceanic Heritage Foundation

Employer identification number

43-1836518

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

Oceanic Heritage Foundation

43-1836518

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John K. & Chryssanthi L. Menoudakos c/o Carter Ledyard & Milburn LLP, 2 Wall St. New York, NY 10005	\$ 1224583.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	John K. & Chryssanthi L. Menoudakos C/o Carter Ledyard & Milburn LLP, 2 Wall St. New York, NY 10005	\$ 842758.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer Identification number

43-1836518

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Real property located at 51 Mountain View Close, Kurrajong Hills, NSW 2758	\$ 842758.	11/21/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

Oceanic Heritage Foundation

43-1836518

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Oceanic Heritage Foundation

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	20000 rts Alcatel Alsthom, spon ADR	P		12/19/13
b	28985.507 shs BBH Ltd Duration Fd cl I	P	05/11/10	08/05/13
c	1934.236 shs BBH Ltd Duration Fd cl I	P	05/11/10	08/23/13
d	12077.295 shs BBH Ltd Duration Fd cl I	P	05/11/10	10/17/13
e	5100 shs Dell Inc.	P		10/30/13
f	1950 shs Dell Inc.	P		10/30/13
g	2100 shs Anheuser-Busch Inbev spon ADR	P		11/06/13
h	1500 shs Automatic Data Processing Inc.	P		11/06/13
i	400 shs Automatic Data Processing Inc.	P		11/06/13
j	675 shs Dentsply Intl Inc.	P	09/30/10	11/06/13
k	625 shs Dentsply Intl Inc.	P		11/06/13
l	270 shs Liberty Ventures Ser. A	P		11/06/13
m	158 shs Liberty Ventures Ser. A	P		11/06/13
n	800shs Pepsico Inc.	P	04/30/10	11/06/13
o	400shs Pepsico Inc.	P		11/06/13

(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 3719.			3719.
b 300000.		298841.	1159.
c 20000.		19942.	58.
d 125000.		124517.	483.
e 70125.		71934.	-1809.
f 26813.		29460.	-2647.
g 217892.		110935.	106957.
h 112993.		66460.	46533.
i 30132.		20058.	10074.
j 31853.		21650.	10203.
k 29493.		22323.	7170.
l 30712.		10053.	20659.
m 17972.		5903.	12069.
n 67919.		52574.	15345.
o 33959.		26112.	7847.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3719.
b			1159.
c			58.
d			483.
e			-1809.
f			-2647.
g			106957.
h			46533.
i			10074.
j			10203.
k			7170.
l			20659.
m			12069.
n			15345.
o			7847.

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

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

Oceanic Heritage Foundation

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	600 shs Henry Schein Inc.	P		11/06/13
b	43 shs Novartis AG ADR	P	11/05/10	11/18/13
c	157 shs Novartis AG ADR	P	11/05/10	11/19/13
d	1000 shs Waste Management Inc.	P	11/05/10	11/19/13
e	1200 shs Waste Management Inc.	P		11/19/13
f	380 shs Liberty Interactive A	P	05/21/12	11/20/13
g	383 shs Liberty Interactive A	P		11/21/13
h	300 shs Liberty Interactive A	P	04/30/10	11/22/13
i	837 shs Liberty Interactive A	P		11/22/13
j	100 shs Waste Management Inc.	P	11/05/10	11/26/13
k	115 shs Waste Management Inc.	P		12/02/13
l	Capital Gains Dividends			
m				
n				
o				

(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 67049.		38944.	28105.
b 3377.		2524.	853.
c 12314.		9217.	3097.
d 45197.		35493.	9704.
e 54237.		44346.	9891.
f 10561.		5631.	4930.
g 10592.		5580.	5012.
h 8272.		4017.	4255.
i 23079.		12160.	10919.
j 4573.		3549.	1024.
k 5176.		4057.	1119.
l 35250.			35250.
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			28105.
b			853.
c			3097.
d			9704.
e			9891.
f			4930.
g			5012.
h			4255.
i			10919.
j			1024.
k			1119.
l			35250.
m			
n			
o			

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	351979.
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

2013 Contribution Disbursements

Organization	Payment	Purpose
Achilles International 42 West 38th Street, Suite 400 New York, NY 10018	\$15,000	Achilles Freedom Team
Actors Fund of America 729 Seventh Avenue, 10th Floor New York, NY 10019	\$7,500	Education Training Courses
Alvin Ailey American Dance Theater 405 West 55th Street New York, NY 10019	\$15,000	Support for Ailey II
American Ballet Theatre 890 Broadway New York, NY 10003	\$15,000	ABT's Studio Company
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$25,000	Financial Aid
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$133,000	Preschool Project
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$25,000	Event Support
American Heart Association National Center 7272 Greenville Avenue Dallas, TX 75231	\$5,000	Go Red for Women
American Museum of Natural History Central Park West at 79th Street New York, NY 10024	\$15,000	Science Mentoring and STEM Programs
American School of Classical Studies at Athens Gennadius Library 6-8 Charlton Street Princeton, NJ 08540	\$7,500	Support for Gennadius Library
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	AmeriCares FreeClinics
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	Disaster Relief Efforts
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$10,000	Philippines Disaster Relief

Organization	Payment	Purpose
Anatolia College Office of Trustees 18 Tremont Street, Suite 704 Boston, MA 02108	\$10,000	Financial Aid
Camp AmeriKids 88 Hamilton Avenue Stamford, CT 06902	\$7,500	Leader-in-Training Program
Cathedral of St. John the Divine 1047 Amsterdam Avenue New York, NY 10025	\$10,000	Children's Quest Fund
Cathedral of St. John the Divine 1047 Amsterdam Avenue New York, NY 10025	\$5,000	Restoration Efforts
Central Park Conservancy 14 East 60th Street New York, NY 10022	\$10,000	Playground Renovation
Chapin School 100 East End Avenue New York, NY 10028	\$7,500	Financial Aid
Children's Aid Society 105 East 22nd Street New York, NY 10010	\$15,000	After-School and College-Prep Programs
Children's Scholarship Fund 8 West 38th Street, 9th Floor New York, NY 10018	\$10,000	Financial Aid
Churchie Foundation (Anglican Church Grammar School) Oaklands Parade East Brisbane Queensland 4169 Australia	\$25,000	Financial Aid
Churchie Foundation (Anglican Church Grammar School) Oaklands Parade East Brisbane Queensland 4169 Australia	\$60,000	Emotional Intelligence Project
City Harvest, Inc. 6 East 32nd Street New York, NY 10016	\$15,000	Child Hunger Relief Programs
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$15,000	Child Malnutrition Relief Programs
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$25,000	Relief Programs
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$10,000	Relief Programs

Organization	Payment	Purpose
End Hunger Network 365 Sycamore Road Santa Monica CA 90402	\$15,000	Child Hunger Relief Programs
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601	\$15,000	Child Hunger Relief Programs
Fisher House Foundation, Inc. 111 Rockville Pike, Suite 420 Rockville, Maryland 20850	\$15,000	Veterans' Services
Foundation of the American Academy of Ophthalmology 655 Beach Street San Francisco, CA 94109	\$15,000	Academy Education Fund
Fresh Air Fund 633 Third Avenue, 14th Floor New York, NY 10017	\$7,500	Fresh Air Fund Camps
Frick Collection 1 East 70th Street New York, NY 10021	\$7,500	Educational Outreach
Fund for American Studies 1706 New Hampshire Ave. NW Washington, DC 20009	\$12,500	Summer School
George W. Bush Foundation Post Office Box 600610 Dallas, TX 75360	\$20,000	MSM and AREL Education Programs
Germantown Academy Post Office Box 287 Morris Road Fort Washington, PA 19034	\$36,000	Financial Aid
Give-An-Hour Post Office Box 5918 Bethesda, MD	\$15,000	Veterans' Mental Health Services
Global Green USA 2218 Main Street, 2nd Floor Santa Monica, CA 90405	\$15,000	Water Education and Management
Greek-United States Fulbright Foundation, Inc. 2300 North Street Washington, DC 20037	\$25,000	Support for Educational Exchanges
Helen Keller International 352 Park Avenue South 12th Floor New York, NY 10010	\$10,000	Program Support
Heritage Foundation 214 Massachusetts Ave NE, Washington, DC 20002	\$7,500	Internship Program Support
Hole in Wall Gang Camp 555 Long Wharf Drive New Haven, CT 06511	\$10,000	Camp Educational Programs

Organization	Payment	Purpose
Hole in Wall Gang Camp 555 Long Wharf Drive New Haven, CT 06511	\$7,500	Event Support
Hospital for Special Surgery 535 East 70th Street New York, NY 10021	\$10,000	Patient Outreach Program
Iowa State University Foundation 2505 University Boulevard Ames, IA 50010	\$15,000	Financial Aid
Isabel O'Neil Foundation for the Art of the Painted Finish, Inc. 315 East 91st Street New York, NY 10128	\$5,000	General Support
Jazz at Lincoln Center (JALC) 3 Columbus Circle, 12th Floor New York, NY 10019	\$7,500	Educational Outreach Programs
Johns Hopkins School of Medicine 100 North Charles Street Baltimore, MD 21201	\$12,500	Financial Aid
John Hopkins University 1101 East 33 rd Street Baltimore, MD 21218	\$12,500	Financial Aid
Juvenile Diabetes Research Foundation International 120 Wall Street, 19th Floor New York, NY 10005	\$15,000	Medical Research and Outreach
Lenox Hill Hospital 100 East 77th Street New York, NY 10021	\$10,000	Emergency Room Support
Lincoln Center Corporate Fund 70 Lincoln Center Plaza New York, NY 10023	\$15,000	Support for Constituents
Lincoln Center Theater Vivian Beaumont Theater, Inc 150 West 65th Street New York, NY 10023	\$15,000	Educational Outreach Programs
Marine Toys for Tots 18251 Quantico Gateway Drive Triangle, VA 22172	\$7,500	Toy Distribution Program
Make-A-Wish Foundation of Metro NY 1111 Marcus Ave. Suite LL22 Lake Success, NY 11042	\$7,500	Program Support (NY office)
Mayo Clinic 200 First Street SW Rochester, MN 55905	\$15,000	Mayo Clinic Medical School

Organization	Payment	Purpose
Memorial Sloan Kettering Cancer Center 1275 York Avenue New York, NY 10065	\$15,000	Hospital Schools Program
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$25,000	Civil War and American Art Exhibition
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$200,000	American Wing Conservation and Teacher Training
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$80,000	Exhibition Support
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$100,000	Teen Programs
Metropolitan Opera 70 Lincoln Center Plaza New York, NY 10023	\$20,000	Educational Outreach Programs
Mount Vernon Ladies Association Post Office Box 110 Mount Vernon, VA 22121	\$5,000	Educational Outreach Programs
Museum of Modern Art 11 West 53rd Street New York, NY 10019	\$15,000	"Family Lab" Interactive Spaces
New York City Ballet New York State Theater 20 Lincoln Center New York, NY 10025	\$20,000	Educational Outreach Support
New York City Center (City Center 55th Street Theatre Fdn.) 130 West 56th Street New York, NY 10019	\$5,000	Educational Outreach Programs
New York City Police Foundation 345 Park Avenue New York, NY 10154	\$7,500	Real Time Crime Center
New York Philharmonic Symphony Society of New York Inc. 10 Lincoln Center Plaza	\$7,500	Educational Outreach Programs
New York Presbyterian Hospital 525 East 68th Street, Box 156 New York, NY 10021	\$10,000	Fund for Medicine
New York Public Library 188 Madison Avenue, 5th Floor New York, NY 10016	\$20,000	Summer Reading and Writing Program

Organization	Payment	Purpose
New York University 726 Broadway, 2nd Floor New York, NY 10003	\$12,500	Financial Aid
Polytechnic Institute of New York University 6 Metrotech Center Brooklyn, NY 11201	\$12,500	Financial Aid
Royal Oak Foundation 35 West 35th Street, Suite 1200 New York, NY 10001	\$5,000	Educational Outreach
School of American Ballet 70 Lincoln Center Plaza New York, NY 10023	\$10,000	Financial Aid
Seamen's Church Institute 241 Water Street New York, NY 10038	\$7,500	Maritime Education Training Programs
SOS Children's Villages 1001 Connecticut Ave., NW Suite #1250 Washington, DC 20036	\$15,000	Program Support
Special Operations Warrior Foundation 1137 Marbella Plaza Drive Tampa, FL 33619	\$15,000	Financial Aid
Spence School 22 East 91st Street New York, NY 10128	\$25,000	Financial Aid
St. Jude Children's Research Hospital 332 North Lauderdale Memphis, TN 38105	\$15,000	Support for Summer Camps
St. Jude Children's Research Hospital 332 North Lauderdale Memphis, TN 38105	\$20,000	Genome Project Support
Teachers College, Columbia University 525 West 120th Street, Box 72 New York, NY 10027	\$15,000	Financial Aid
Teachers College, Columbia University 525 West 120th Street, Box 72 New York, NY 10027	\$25,000	Student Computing Support Center
Theatreworks USA 151 West 26th Street, 7th Floor New York, NY 10001	\$7,500	Program Support
United Negro College Fund 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	\$10,000	Emergency Student Aid Program

Organization	Payment	Purpose
United States Olympic Committee One Olympic Plaza Colorado Springs, CO 80909	\$7,500	Athlete Tuition Assistance Program
World Monument Fund 350 Fifth Avenue, Suite 2412 New York, NY 10118	\$10,000	Conservation Project Support
World Rehabilitation Fund 16 East 40th Street, Suite 704 New York, NY 10016	\$5,000	Rehabilitation Program Support
Yorkville Community School PS151 Parent Teacher Association (PTA) 421 East 88th Street New York, NY 10028	\$7,500	Educational Programs Support
2013 Contributions Total	\$1,674,000	501(c)(3) Tax Exempt Nonprofit organizations

Pledge Commitment Schedule (2014-2015)

Organization <i>Total amount pledged Project</i>	Scheduled Payments		Balance
	2014	2015	
Achilles International \$60,000.00 <i>Achilles Freedom Team</i>	\$15,000.00	\$15,000 00	\$0 00
Actors Fund of America \$30,000.00 <i>Education Training Courses</i>	\$7,500.00	\$7,500.00	\$0.00
Alvin Ailey American Dance Theater \$60,000 00 <i>Support for Ailey II</i>	\$15,000.00	\$15,000.00	\$0.00
American Ballet Theatre \$60,000.00 <i>ABT's Studio Company</i>	\$15,000.00	\$15,000.00	\$0.00
American Farm School \$100,000.00 <i>Financial Aid</i>	\$25,000.00	\$25,000.00	\$0.00
American Farm School \$399,000.00 <i>Preschool project</i>	\$133,000.00	\$0.00	\$0.00
American Heart Association \$20,000 00 <i>Go Red for Women</i>	\$5,000.00	\$5,000.00	\$0.00
American Museum of Natural History \$60,000.00 <i>Science Mentoring and STEM Programs</i>	\$15,000.00	\$15,000.00	\$0 00
American School of Classical Studies at Athens \$30,000.00 <i>Support for Gennadius Library</i>	\$7,500.00	\$7,500.00	\$0.00
AmeriCares \$80,000.00 <i>AmeriCares FreeClinics</i>	\$20,000.00	\$20,000.00	\$0.00
AmeriCares \$80,000.00 <i>Disaster Relief Efforts</i>	\$20,000.00	\$20,000.00	\$0.00
Camp AmeriKids, Inc. \$30,000.00	\$7,500.00	\$7,500 00	\$0.00

Leader-in-Training Program

Anatolia College \$40,000.00 <i>Financial Aid</i>	\$10,000.00	\$10,000.00	\$0.00
Cathedral of St. John the Divine \$40,000.00 <i>Children's Quest Fund</i>	\$10,000.00	\$10,000.00	\$0 00
Cathedral of St. John the Divine \$20,000.00 <i>Support for Restoration Efforts</i>	\$5,000.00	\$5,000 00	\$0.00
Central Park Conservancy \$40,000.00 <i>Playground Renovation Program</i>	\$10,000.00	\$10,000.00	\$0.00
Chapin School \$30,000.00 <i>Financial Aid</i>	\$7,500.00	\$7,500 00	\$0.00
Children's Aid Society \$60,000 00 <i>After-School and College-Prep Programs</i>	\$15,000.00	\$15,000.00	\$0.00
Children's Scholarship Fund \$40,000.00 <i>Financial Aid</i>	\$10,000.00	\$10,000.00	\$0.00
Churchie Foundation \$100,000.00 <i>Financial Aid</i>	\$25,000 00	\$25,000.00	\$0 00
City Harvest, Inc. \$60,000.00 <i>Child Hunger Relief Programs</i>	\$15,000.00	\$15,000 00	\$0.00
Doctors without Borders \$60,000.00 <i>Child Malnutrition Relief Programs</i>	\$15,000.00	\$15,000.00	\$0.00
End Hunger Network \$60,000.00 <i>Child Hunger Relief Programs</i>	\$15,000.00	\$15,000.00	\$0.00
Feeding America \$60,000 00 <i>Child Hunger Relief Programs</i>	\$15,000.00	\$15,000.00	\$0.00
Fisher House Foundation, Inc. \$60,000.00 <i>Support for Veterans' Services</i>	\$15,000.00	\$15,000 00	\$0.00
Foundation of the American Academy of	\$15,000.00	\$15,000.00	\$0.00

Ophthalmology

\$60,000 00

*Academy Education Fund***Fresh Air Fund**

\$7,500.00

\$7,500.00

\$0.00

\$30,000 00

*Fresh Air Fund Camps***Frick Collection**

\$7,500.00

\$7,500.00

\$0.00

\$30,000.00

*Educational Outreach "Alive at the Frick"***Fund for American Studies**

\$12,500.00

\$12,500.00

\$0 00

\$50,000.00

*Summer School Support***George W. Bush Foundation**

\$20,000.00

\$20,000.00

\$0.00

\$100,000 00

*MSM and AREL Education Programs***Give An Hour**

\$15,000.00

\$15,000.00

\$0 00

\$60,000.00

*Veterans' Mental Health Services***Global Green USA**

\$15,000.00

\$15,000.00

\$0.00

\$60,000.00

*Water Education and Management***Greek United States Fulbright Foundation, Inc.**

\$25,000.00

\$25,000.00

\$0.00

\$100,000.00

*Support for Educational Exchanges***Heritage Foundation**

\$7,500.00

\$7,500.00

\$0.00

\$30,000.00

*Internship Program Support***Hole in the Wall Gang Camp**

\$10,000.00

\$10,000 00

\$0.00

\$40,000.00

*Camp Educational Programs***Hospital for Special Surgery**

\$10,000.00

\$10,000.00

\$0.00

\$40,000.00

*Patient Outreach Program***Iowa State University Foundation**

\$15,000.00

\$15,000 00

\$0 00

\$45,000.00

*Dr. Sexton Scholarship Fund - Memorial Gift***Isabel O'Neil Studio Foundation**

\$5,000.00

\$5,000 00

\$0.00

\$20,000.00

*General Support***Jazz at Lincoln Center**

\$7,500.00

\$7,500.00

\$0 00

\$30,000.00

Educational Outreach Programs

Johns Hopkins School of Medicine \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$0.00
Johns Hopkins University \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$0 00
Juvenile Diabetes Research Foundation International \$60,000.00 <i>Medical Research and Outreach</i>	\$15,000.00	\$15,000.00	\$0.00
Lenox Hill Hospital \$40,000.00 <i>Emergency Room Support</i>	\$10,000.00	\$10,000.00	\$0 00
Lincoln Center Corporate Fund \$60,000.00 <i>Support for Constituents</i>	\$15,000 00	\$15,000.00	\$0.00
Lincoln Center Theater \$60,000 00 <i>Educational Outreach Programs</i>	\$15,000 00	\$15,000.00	\$0.00
Marine Toys for Tots \$30,000.00 <i>Toy Distribution Program</i>	\$7,500.00	\$7,500.00	\$0.00
Mayo Clinic \$60,000 00 <i>Mayo Clinic Medical School</i>	\$15,000.00	\$15,000.00	\$0 00
Memorial Sloan-Kettering Cancer Center \$60,000.00 <i>Hospital Schools Program</i>	\$15,000.00	\$15,000.00	\$0 00
Metropolitan Museum of Art \$1,000,000.00 <i>American Wing Conservation and Teacher Training</i>	\$200,000 00	\$0.00	\$0.00
Metropolitan Museum of Art \$100,000.00 <i>Civil War and American Art Exhibition</i>	\$25,000.00	\$25,000.00	\$0.00
Metropolitan Museum of Art \$150,000.00 <i>Teen Programs</i>	\$75,000.00	\$75,000.00	\$0.00
Metropolitan Opera \$80,000.00 <i>Educational Outreach Programs</i>	\$20,000 00	\$20,000.00	\$0 00

Mount Vernon Ladies' Association \$20,000.00 <i>Educational Outreach Programs</i>	\$5,000.00	\$5,000 00	\$0.00
Museum of Modern Art \$60,000.00 <i>"Family Lab" Interactive Spaces</i>	\$15,000.00	\$15,000.00	\$0 00
New York City Ballet \$80,000.00 <i>Educational Outreach Support</i>	\$20,000 00	\$20,000.00	\$0.00
New York Philharmonic \$30,000.00 <i>Educational Outreach Programs</i>	\$7,500.00	\$7,500.00	\$0 00
New York City Center, Inc \$20,000.00 <i>Educational Outreach Programs</i>	\$5,000 00	\$5,000 00	\$0.00
New York City Police Foundation, Inc. \$30,000.00 <i>Real Time Crime Center</i>	\$7,500 00	\$7,500.00	\$0.00
New York Presbyterian Hospital \$40,000.00 <i>Fund for Medicine</i>	\$10,000.00	\$10,000.00	\$0.00
New York Public Library \$80,000.00 <i>Summer Reading and Writing Program</i>	\$20,000.00	\$20,000.00	\$0.00
New York University \$50,000 00 <i>Financial Aid</i>	\$12,500.00	\$12,500.00	\$0.00
Polytechnic Institute of New York University \$50,000.00 <i>Financial Aid</i>	\$12,500.00	\$12,500 00	\$0.00
Royal Oak Foundation \$20,000.00 <i>Educational Outreach</i>	\$5,000.00	\$5,000.00	\$0.00
School of American Ballet \$40,000.00 <i>Financial Aid</i>	\$10,000.00	\$10,000.00	\$0.00
Seamen's Church Institute \$30,000.00 <i>Maritime Education Training Programs</i>	\$7,500.00	\$7,500.00	\$0.00
Special Operations Warrior Foundation \$60,000.00 <i>Financial Aid</i>	\$15,000.00	\$15,000 00	\$0.00

St. Jude Children's Research Hospital \$60,000 00 <i>Support for Summer Camps</i>	\$15,000.00	\$15,000.00	\$0.00
St. Jude Children's Research Hospital \$80,000 00 <i>Genome Project Support</i>	\$20,000.00	\$20,000.00	\$0.00
Teachers College, Columbia University \$60,000.00 <i>Financial Aid</i>	\$15,000.00	\$15,000.00	\$0.00
Teachers College, Columbia University \$75,000 00 <i>Student Computing Support Center gift</i>	\$25,000.00	\$25,000.00	\$0.00
United Negro College Fund \$40,000.00 <i>Emergency Student Aid Program</i>	\$10,000.00	\$10,000.00	\$0 00
United States Olympic Committee \$30,000.00 <i>Athlete Tuition Assistance Program</i>	\$7,500.00	\$7,500.00	\$0.00
World Monuments Fund \$40,000 00 <i>Conservation Project Support</i>	\$10,000.00	\$10,000.00	\$0.00
World Rehabilitation Fund \$20,000.00 <i>Rehabilitation Program Support</i>	\$5,000.00	\$5,000.00	\$0.00
Grand Total <i>(74 items)</i>	\$1,323,000 00	\$990,000 00	\$0 00

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20000 rts Alcatel Alsthom, spons ADR				Purchased	12/19/13
	3719.	3719.	0.	0.	0.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
28985.507 shs BBH Ltd Duration Fd cl I				Purchased	05/11/10 08/05/13
	300000.	301421.	0.	0.	-1421.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1934.236 shs BBH Ltd Duration Fd cl I				Purchased	05/11/10 08/23/13
	20000.	20114.	0.	0.	-114.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
12077.295 shs BBH Ltd Duration Fd cl I	125000.	125592.	0.	Purchased	05/11/10	10/17/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
5100 shs Dell Inc.	70125.	73348.	0.	Purchased		10/30/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
1950 shs Dell Inc.	26813.	28045.	0.	Purchased		10/30/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
2100 shs Anheuser-Busch Inbev spon ADR	217892.	110935.	0.	Purchased		11/06/13

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
1500 shs Automatic Data Processing Inc.		Purchased		11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
112993.	68303.	0.	0.	44690.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
400 shs Automatic Data Processing Inc.		Purchased		11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
30132.	18214.	0.	0.	11918.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
675 shs Dentsply Intl Inc.		Purchased	09/30/10	11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
31853.	21485.	0.	0.	10368.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
625 shs Dentsply Intl Inc.		Purchased		11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
29493.	19894.	0.	0.	9599.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
270 shs Liberty Ventures Ser. A			Purchased		11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
30712.	10068.	0.	0.	20644.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
158 shs Liberty Ventures Ser. A			Purchased		11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
17972.	5892.	0.	0.	12080.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
800shs Pepsico Inc.			Purchased	04/30/10	11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
67919.	51700.	0.	0.	16219.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
400shs Pepsico Inc.			Purchased		11/06/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
33959.	25850.	0.	0.	8109.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
600 shs Henry Schein Inc.	67049.	38301.	0.	Purchased		11/06/13
				(e) Deprec.		(f) Gain or Loss
					0.	28748.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
43 shs Novartis AG ADR	3377.	2358.	0.	Purchased	11/05/10	11/18/13
				(e) Deprec.		(f) Gain or Loss
					0.	1019.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
157 shs Novartis AG ADR	12314.	8610.	0.	Purchased	11/05/10	11/19/13
				(e) Deprec.		(f) Gain or Loss
					0.	3704.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1000 shs Waste Management Inc.	45197.	34683.	0.	Purchased	11/05/10	11/19/13
				(e) Deprec.		(f) Gain or Loss
					0.	10514.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1200 shs Waste Management Inc,	Purchased		11/19/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
54237.	41620.	0.	0.	12617.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
380 shs Liberty Interactive A	Purchased	05/21/12	11/20/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10561.	5079.	0.	0.	5482.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
383 shs Liberty Interactive A	Purchased		11/21/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10592.	5119.	0.	0.	5473.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
300 shs Liberty Interactive A	Purchased	04/30/10	11/22/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8272.	4009.	0.	0.	4263.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
837 shs Liberty Interactive A	Purchased		11/22/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23079.	11186.	0.	0.	11893.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shs Waste Management Inc.	Purchased	11/05/10	11/26/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4573.	3468.	0.	0.	1105.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
115 shs Waste Management Inc.	Purchased		12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5176.	3989.	0.	0.	1187.

Capital Gains Dividends from Part IV	35250.
Total to Form 990-PF, Part I, line 6a	<u>355257.</u>

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CitiBusiness IMMA	988.	988.	
Total to Part I, line 3	988.	988.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
BBH LTD Duration Fd	135.	135.	0.	0.	
Brown Brothers Harriman Dividends	185955.	0.	185955.	189554.	
Longleaf Partners Small Cap Fd	21256.	21256.	0.	0.	
T Rowe Price Instl High Yld Fd	13859.	13859.	0.	0.	
To Part I, line 4	221205.	35250.	185955.	189554.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Carter Ledyard & Milburn LLP	46590.	12844.		33746.
To Fm 990-PF, Pg 1, ln 16a	46590.	12844.		33746.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fees	90000.	67500.		22500.	
To Form 990-PF, Pg 1, ln 16c	90000.	67500.		22500.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal tax	1018.	0.		0.	
To Form 990-PF, Pg 1, ln 18	1018.	0.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax paid	4334.	4334.		0.	
Australian stamp duty	34583.	0.		34583.	
Investment fees	71157.	71157.		0.	
Service charges	292.	292.		0.	
Computer consulting	7750.	7750.		0.	
Telephone	1633.	1633.		0.	
Storage fees	3012.	3012.		0.	
ADR fee	600.	600.		0.	
Transportation	786.	786.		0.	
Safe deposit box rental	180.	180.		0.	
Software training	5514.	5514.		0.	
Fees on foreign dividends	176.	176.		0.	
P.O. Box rental	320.	320.		0.	
To Form 990-PF, Pg 1, ln 23	130337.	95754.		34583.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	8
-------------	--	-----------	---

Description	Amount
Checks written during 2013 clearing in 2014	5514.
Check #2013 written in 2012 reversed in 2013	1330.
Adjustment for incorrect check amount	1197.
Total to Form 990-PF, Part III, line 3	8041.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	9
-------------	--	-----------	---

Description	Amount
Checks clearing in 2013 written during 2012	133000.
Total to Form 990-PF, Part III, line 5	133000.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	10
-------------	--	-----------	----

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Computer Equipment	2497.	2084.	413.	413.
Computer Equipment	34637.	26321.	8316.	8316.
To 990-PF, Part II, ln 14	37134.	28405.	8729.	8729.

Form 990-PF	Corporate Stock	Statement	11
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Investments	6097578.	8838927.
Total to Form 990-PF, Part II, line 10b	6097578.	8838927.

Form 990-PF	Corporate Bonds	Statement	12
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Investments	299205.	305729.
Total to Form 990-PF, Part II, line 10c	299205.	305729.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	13
-------------	--	-----------	----

Name of Manager

Chryssanthly L. Menoudakos
John K. Menoudakos

Oceanic Heritage Foundation
Form 990-PF
Part II - Balance sheet
2013 Asset Summary

	Citibank	Brown Bros	Other	Total
Assets: (Cost Basis)				
Savings & Temp. Cash Invtmnts	166,008	274,253		440,262
Investments - US Obligations				
Investments - Stocks		6,097,578		6,097,578.22
Investments - Bonds		299,205		299,205.00
Investments - Other				-
Total Investment Assets	166,008	6,671,036		6,837,045
Real Property			842,758	842,758
Computer Equipment			8,729	8,729
Total Assets	166,008	6,671,036	851,487	7,688,532
Assets: (FMV)				
Savings & Money Market	166,008	274,253		440,262
Investments - US Obligations				
Investments - Stocks		8,838,927		8,838,926.69
Investments - Bonds		305,729		305,729.00
Investments - Other				-
Real Property			825,553	825,553
Computer Equipment			8,729	8,729
Total Assets	166,008	9,418,909	834,282	10,419,199

Balance On Hand

		Market Value 12/31/2013		Inventory Value	
Cash and Cash Equivalents					
BBH Money Market		\$	274,250.82	\$	274,250.82
Brown Brothers Harriman investment account #1091008938			2.21		2.21
CitiBusiness checking account #0003931492			780.79		780.79
CitiBusiness IMMA #9945311888			165,227.69		165,227.69
Total Cash and Cash Equivalents		\$	440,261.51	\$	440,261.51
No. of Shares	Stocks				
20,000	Alcatel Alsthom, ADR	\$	88,000.00	\$	81,310.24
3,600	American Express Company, common		326,628.00		119,188.02
4,025	Baxter International Inc, common		279,938.75		201,222.02
23,260.124	BBH International Equity Fund		354,484.29		300,000.00
6,807.437	BBH Limited Duration Class N		70,388.90		70,790.64
1,800	Bed Bath & Beyond Inc., common		144,540.00		138,060.00
3,725	Berkshire Hathaway Inc. (New), class B common		441,636.00		288,341.99
1,000	Boeing Company, common		136,490.00		40,811.98
2,103	Celanese Corporation, series A common		116,316.93		95,167.67

No. of Shares	Stocks	Market Value 12/31/2013		Inventory Value	
2,825	Chubb Corp, common	\$	272,979.75	\$	159,691.63
8,725	Comcast Corporation, class A common		453,394.63		184,989.15
1,825	Dentsply International Inc., common		88,476.00		58,090.21
2,450	Diageo Plc, Sponsored ADR		324,429.00		177,291.25
1,500	Disney (Walt) Company, common		114,600.00		34,469.14
1,000	Du Pont (E.I.) de Nemours & Company, common		64,970.00		39,979.37
4,975	Ebay Inc, common		272,953.38		130,844.55
1,325	EOG Resources Inc., common		222,388.00		125,488.28
340	Google Inc., class A common		381,041.40		202,547.74
675	Henry Shein Inc., common		77,125.50		43,088.12
500	International Business Machines Corporation, common		93,785.00		48,344.46
2,000	Johnson & Johnson, common		183,180.00		97,583.54
1,000	Kimberly-Clark Corporation, common		104,460.00		51,215.00
1,200	Lehman Brothers Holdings Capital Trade Preferred		300.00		28,307.25
6,675	Liberty Interactive Corp., series A common		195,911.25		89,208.85
6,434	Microsoft Corporation, common		240,695.94		214,187.80

No. of Shares	Stocks	Market Value 12/31/2013		Inventory Value	
3,975	Nestle SA, ADR registered shares	\$	292,520.25	\$	211,961.47
3,775	Novartis AG, ADR		303,434.50		207,019.67
1,825	Occidental Petroleum Corp., common		173,557.50		163,616.48
900	Pepsico Inc., common		74,646.00		58,162.26
1,200	Praxair Inc., common		156,036.00		150,216.00
8,100	Progressive Corp., common		220,887.00		165,077.83
3,200	Qualcomm Inc., common		237,600.00		222,208.00
1,900	Schlumberger Limited, common		171,209.00		177,023.00
4,300	Southwestern Energy Company, common		169,119.00		151,619.89
3,450	Target Corporation, common		218,281.50		174,142.95
8,675	U.S. Bancorp, commom		350,470.00		220,341.64
2,125	Wal-mart Stores Inc., common		167,216.25		115,301.46
4,035	Waste Management Inc. common		181,050.45		139,947.22
5,600	Wells Fargo & Company, common		254,240.00		170,721.45
	Total Stocks	\$	8,019,380.17	\$	5,347,578.22
Par Value	Bonds, Debentures & T-Bills				
100,000	Simon Property Group, LP Notes, 2.15% Due 09/15/2017	\$	101,380.00	\$	99,584.00

Oceanic Heritage Foundation 2013 Books and Records

		Market Value 12/31/2013	Inventory Value
Par Value	Bonds, Debentures & T-Bills		
100,000	Svenska Handelsbanken, AB Notes, 2.875% Due 04/04/2017	\$ 104,166.00	\$ 99,908.00
100,000	Total Capital International, SA Notes, 1.5% Due 02/17/2017	100,183.00	99,713.00
	Total Bonds, Debentures & T-Bills	\$ 305,729.00	\$ 299,205.00
No. of Shares	Mutual Funds		
4,518.753	Longleaf Partners Small Capital Fund	\$ 146,678.72	\$ 100,000.00
69,296.375	T Rowe Price Institutional High Yield Fund	672,867.80	650,000.00
	Total Mutual Funds	\$ 819,546.52	\$ 750,000.00
	Miscellaneous		
	Computer equipment	\$ 8,729.13	\$ 8,729.13
	Total Miscellaneous	\$ 8,729.13	\$ 8,729.13
	Real Property		
	Real property located at 51 Mountain View Close, Kurrajong Hills, NSW 2758	\$ 825,553.00	\$ 842,758.00
	Total Real Property	\$ 825,553.00	\$ 842,758.00
	Total Schedule G	\$ 10,419,199.33	\$ 7,688,531.86

2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Computer Equipment	120108	150DB	5.00	16	2497.			2497.	1928.		156.
2	Computer Equipment	123009	150DB	5.00	16	34637.			34637.	22757.		3564.
	* Total 990-PF Pg 1 Depr					37134.		0.	37134.	24685.	0.	3720.