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Extended to November 15, 2017
Return of Private Foundation

Form 990-PF

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.

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation
THE F.B. HERON FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
100 BROADWAY, 17TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10005

A Employer identification number
13-3647019

B Telephone number
(212) 404-1800

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 275,848,180. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	2,784.	2,784.		Statement 2
4	Dividends and interest from securities	6,364,187.	6,532,982.		Statement 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-5,805,035.			Statement 1
b	Gross sales price for all assets on line 6a	116,062,391.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	92,500.	0.		Statement 4
12	Total. Add lines 1 through 11	654,436.	6,535,766.		
13	Compensation of officers, directors, trustees, etc.	1,063,257.	224,347.		838,910.
14	Other employee salaries and wages	1,394,574.	294,255.		1,115,833.
15	Pension plans, employee benefits	696,847.	147,532.		550,892.
16a	Legal fees Stmt 5	45,657.	29,873.		11,094.
b	Accounting fees Stmt 6	68,925.	7,480.		71,353.
c	Other professional fees Stmt 7	1,680,517.	607,772.		1,159,487.
17	Interest				
18	Taxes Stmt 8	91,067.	0.		0.
19	Depreciation and depletion				
20	Occupancy	370,666.	78,269.		323,050.
21	Travel, conferences, and meetings	245,526.	0.		235,396.
22	Printing and publications				
23	Other expenses Stmt 9	538,360.	123,674.		461,391.
24	Total operating and administrative expenses. Add lines 13 through 23	6,195,396.	1,513,202.		4,767,406.
25	Contributions, gifts, grants paid	8,207,495.			8,250,745.
26	Total expenses and disbursements. Add lines 24 and 25	14,402,891.	1,513,202.		13,018,151.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-13,748,455.			
b	Net investment income (if negative, enter -0-)		5,022,564.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1. Cash - non-interest-bearing	1,464,678.	1,729,788.	1,729,788.
	2. Savings and temporary cash investments	7,530,236.	5,956,711.	5,956,711.
	3. Accounts receivable ▶ 639,265.			
	Less: allowance for doubtful accounts ▶	679,071.	639,265.	639,265.
	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	217,417.	216,144.	216,144.
	10a. Investments - U.S. and state government obligations Stmt 11	47,722,359.	46,692,792.	46,692,792.
	b. Investments - corporate stock Stmt 12	169,530,399.	109,469,943.	109,469,943.
	c. Investments - corporate bonds Stmt 13	22,250,817.	23,384,052.	23,384,052.
Liabilities	11. Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12. Investments - mortgage loans			
	13. Investments - other Stmt 14	9,975,086.	74,967,981.	74,967,981.
	14. Land, buildings, and equipment: basis ▶ 691,321.			
	Less: accumulated depreciation Stmt 15 ▶ 691,321.			
	15. Other assets (describe ▶ Statement 16)	14,288,633.	12,791,504.	12,791,504.
	16. Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	273,658,696.	275,848,180.	275,848,180.
	17. Accounts payable and accrued expenses	595,087.	468,053.	
	18. Grants payable	59,250.	16,000.	
Net Assets or Fund Balances	19. Deferred revenue			
	20. Loans from officers, directors, trustees, and other disqualified persons			
	21. Mortgages and other notes payable			
	22. Other liabilities (describe ▶ Statement 17)	312,389.	630,523.	
	23. Total liabilities (add lines 17 through 22)	966,726.	1,114,576.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24. Unrestricted	272,691,970.	274,733,604.	
	25. Temporarily restricted			
	26. Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27. Capital stock, trust principal, or current funds			
	28. Paid-in or capital surplus, or land, bldg., and equipment fund			
	29. Retained earnings, accumulated income, endowment, or other funds			
	30. Total net assets or fund balances	272,691,970.	274,733,604.	
	31. Total liabilities and net assets/fund balances	273,658,696.	275,848,180.	

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	272,691,970.
2. Enter amount from Part I, line 27a	2	-13,748,455.
3. Other increases not included in line 2 (itemize) ▶ See Statement 10	3	15,790,089.
4. Add lines 1, 2, and 3	4	274,733,604.
5. Decreases not included in line 2 (itemize) ▶	5	0.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	274,733,604.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
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 116,062,391.		121,413,270.	-5,350,879.	
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			-5,350,879.	
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 -5,350,879.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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))
2015	11,963,385.	266,667,036.	.044863
2014	14,616,208.	272,919,958.	.053555
2013	15,335,780.	258,715,980.	.059277
2012	9,279,663.	235,797,771.	.039354
2011	11,166,349.	233,601,985.	.047801

2 Total of line 1, column (d)	2 .244850
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 .048970
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4 257,413,643.
5 Multiply line 4 by line 3	5 12,605,546.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 50,226.
7 Add lines 5 and 6	7 12,655,772.
8 Enter qualifying distributions from Part XII, line 4	8 16,376,535.

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	50,226.
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	50,226.
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	50,226.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	80,166.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	51,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	131,166.	
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	80,940.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 80,940. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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) <u>NY</u>		
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.FBHERON.ORG</u>	X	
14 The books are in care of ► <u>The Foundation</u> Telephone no ► <u>(212) 404-1800</u> Located at ► <u>100 BROADWAY, 17TH FLOOR, NEW YORK, NY</u> ZIP+4 ► <u>10005</u>		
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		N/A
16 At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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

☒ Yes ☐ No

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

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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 18		1063257.	190,627.	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
TONI JOHNSON	VP KNOWLEDGE & INFLUENCE	40.00	210,153.	32,979.
BRENDAN MAHER	DIRECTOR CAPITAL MARKETS	40.00	137,333.	40,589.
RODNEY CHRISTOPHER	DIRECTOR CAPITAL MARKETS	40.00	132,858.	32,180.
PREETI BHATTACHARJI	DIRECTOR STRATEGIC INITIATIVES	40.00	140,046.	24,089.
AMY ORR	DIRECTOR CAPITAL MARKETS	40.00	140,554.	22,984.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 100 SUMMER STREET, BOSTON, MA 02110 NEXT STREET	INVESTMENT CONSULTING	318,750.
184 DUDLEY STREET, ROXBURY, MA 02119	CONSULTING	300,000.
MSCI ESG RESEARCH PO BOX 417826, BOSTON, MA 02241	CONSULTING	144,321.
SILVERLINE 860 BROADWAY, NEW YORK, NY 10003	CONSULTING	136,834.
EDGE TECHNOLOGY GROUP 1 AMERICAN LANE, GREENWICH, CT 06831	COMPUTER CONSULTING	128,065.
Total number of others receiving over \$50,000 for professional services		8

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 PROVIDING ASSISTANCE TO OTHER CHARITABLE ORGANIZATIONS THROUGH BOARD SERVICE, CONVENING CONFERENCES AND MEETINGS AND PROVIDING DIRECT TECHNICAL ASSISTANCE	97,730.
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 SEE SCHEDULE ATTACHED #19	1,285,714.
2 SEE SCHEDULE ATTACHED #19	1,000,000.
All other program-related investments. See instructions.	
3 SEE SCHEDULE ATTACHED #19	1,072,670.
Total. Add lines 1 through 3	3,358,384.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	256,906,446.
b	Average of monthly cash balances	1b	3,551,253.
c	Fair market value of all other assets	1c	875,949.
d	Total (add lines 1a, b, and c)	1d	261,333,648.
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	261,333,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,920,005.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	257,413,643.
6	Minimum investment return. Enter 5% of line 5	6	12,870,682.

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	12,870,682.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	50,226.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	50,226.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,820,456.
4	Recoveries of amounts treated as qualifying distributions	4	3,955,513.
5	Add lines 3 and 4	5	16,775,969.
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	16,775,969.

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	13,018,151.
b	Program-related investments - total from Part IX-B	1b	3,358,384.
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	16,376,535.
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	50,226.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,326,309.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				16,775,969.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			2,198,374.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 16,376,535.				
a Applied to 2015, but not more than line 2a			2,198,374.	
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 2016 distributable amount				14,178,161.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				2,597,808.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 ATTACHED LIST #20				8,250,745.
Total			3a	8,250,745.
b Approved for future payment				
SEE ATTACHED LIST #20				16,000.
Total			3b	16,000.

Form 990-PF (2016)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  11/15/17  VP FINANCE & OPERATIONS

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Kevin Sunkel</i>	Date <i>11-14-17</i>	Check ☐ if self-employed	PTIN <i>P00706145</i>
	Firm's name ▶ <i>Owen J Flanagan & Co</i>			Firm's EIN ▶ <i>13-2060851</i>	
	Firm's address ▶ <i>60 East 42nd Street New York, NY 10165</i>			Phone no. <i>212-682-2783</i>	

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		P		
b YUCAIPA		P		
c YUCAIPA PARALLEL				
d HUNTINGTON II		P		
e HUNTINGTON III				
f CA SMART GROWTH		P		
g CANYON JOHNSON		P		
h SJFIII		P		
i SJF II		P		
j BAY AREA EQUITY		P		
k BLACKROCK EAFE EQ INDEX FUND		P		
l BLACKROCK EAFE EQ INDEX FUND PASS THRU		P		
m BLACKROCK MSCI EMERGING MARKETS		P		
n BLACKROCK MSCI EMERGING MARKETS PASS THRU				
o CLASS ACTIONS		P		

(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 44,451,717.		45,413,007.	-961,290.
b 88,844.			88,844.
c		545,810.	-545,810.
d 66,865.			66,865.
e		549.	-549.
f 56,685.			56,685.
g 160,275.			160,275.
h 104,602.			104,602.
i 79,867.			79,867.
j 1.			1.
k 52,893,681.		55,538,151.	-2,644,470.
l 27,678.			27,678.
m 17,661,447.		19,263,455.	-1,602,008.
n		652,298.	-652,298.
o 16,573.			16,573.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-961,290.
b			88,844.
c			-545,810.
d			66,865.
e			-549.
f			56,685.
g			160,275.
h			104,602.
i			79,867.
j			1.
k			-2,644,470.
l			27,678.
m			-1,602,008.
n			-652,298.
o			16,573.

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

THE F.B. HERON 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 PARTNERSHIP BOOK TAX DIFFERENCES		P		
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
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 454,156.			454,156.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			454,156.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
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	-5,350,879.
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

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

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
PUBLICLY TRADED SECURITIES			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
44,451,717.	45,413,007.	0.	0.	-961,290.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
YUCAIPA			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
88,844.	0.	0.	0.	88,844.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
YUCAIPA PARALLEL			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	545,810.	0.	0.	-545,810.	

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CONTRACT FEE	92,500.	0.	
Total to Form 990-PF, Part I, line 11	92,500.	0.	

Form 990-PF	Legal Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL SERVICES	45,657.	29,873.		11,094.
To Fm 990-PF, Pg 1, ln 16a	45,657.	29,873.		11,094.

Form 990-PF	Accounting Fees	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OUTSOURCED CONTROLLER	33,500.	0.		44,000.
AUDIT	35,425.	7,480.		27,353.
To Form 990-PF, Pg 1, ln 16b	68,925.	7,480.		71,353.

Form 990-PF	Other Professional Fees	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY	506,840.	506,840.		0.
PORTFOLIO MONITORING	384,942.	73,396.		365,872.
HUMAN RESOURCES	38,206.	0.		37,751.
PROFESSIONAL DEVELOPMENT	86,011.	0.		83,464.
DESKTOP AND NETWORK SUPPORT	97,292.	0.		98,907.

MARKETING	69,336.	0.	71,836.
CONSULTING AND ADVISING	476,015.	27,536.	479,420.
OTHER	21,875.	0.	22,237.
To Form 990-PF, Pg 1, ln 16c	1,680,517.	607,772.	1,159,487.

Form 990-PF	Taxes		Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	91,067.	0.		0.
To Form 990-PF, Pg 1, ln 18	91,067.	0.		0.

Form 990-PF	Other Expenses		Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CUSTODY FEES	60,368.	60,368.		0.
EQUIPMENT AND EQUIPMENT REPAIR	36,615.	7,731.		28,884.
OFFICE EXPENSES	249,060.	48,874.		192,619.
INSURANCE	31,737.	6,701.		25,071.
BANK FEES AND INTEREST	3,165.	0.		3,165.
MARKET DATA	145,152.	0.		199,402.
TEMPORARY HELP	12,250.	0.		12,250.
OTHER	13.	0.		0.
To Form 990-PF, Pg 1, ln 23	538,360.	123,674.		461,391.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	10
Description		Amount	
CHANGE IN UNREALIZED APPRECIATION, NET OF DEFERRED TAX		15,790,089.	
Total to Form 990-PF, Part III, line 3		15,790,089.	

Form 990-PF U.S. and State/City Government Obligations Statement 11

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US GOVERNMENT	X		27,310,303.	27,310,303.
MUNICIPALS		X	19,382,489.	19,382,489.
Total U.S. Government Obligations			27,310,303.	27,310,303.
Total State and Municipal Government Obligations			19,382,489.	19,382,489.
Total to Form 990-PF, Part II, line 10a			46,692,792.	46,692,792.

Form 990-PF Corporate Stock Statement 12

Description	Book Value	Fair Market Value
STOCK INVESTMENTS	81,810,148.	81,810,148.
COMMUNITY INDEX COMMINGLED FUND	27,659,795.	27,659,795.
Total to Form 990-PF, Part II, line 10b	109,469,943.	109,469,943.

Form 990-PF Corporate Bonds Statement 13

Description	Book Value	Fair Market Value
CORPORATE ISSUES	23,384,052.	23,384,052.
Total to Form 990-PF, Part II, line 10c	23,384,052.	23,384,052.

Form 990-PF Other Investments Statement 14

Description	Valuation Method	Book Value	Fair Market Value
MISSION RELATED LIMITED PARTNERSHIPS	FMV	10,610,441.	10,610,441.
ISHARES MSCI	FMV	64,357,540.	64,357,540.
Total to Form 990-PF, Part II, line 13		74,967,981.	74,967,981.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 15

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
LEASEHOLD IMPROVEMENTS	446,255.	446,255.	0.
FURNITURE	120,581.	120,581.	0.
EQUIPMENT	16,350.	16,350.	0.
EQUIPMENT	22,693.	22,693.	0.
EQUIPMENT	85,442.	85,442.	0.
Total To Fm 990-PF, Part II, ln 14	691,321.	691,321.	0.

Form 990-PF Other Assets Statement 16

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
PROGRAM RELATED INVESTMENTS #19	14,288,633.	12,791,504.	12,791,504.
To Form 990-PF, Part II, line 15	14,288,633.	12,791,504.	12,791,504.

Form 990-PF Other Liabilities Statement 17

Description	BOY Amount	EOY Amount
DEFERRED RENT	114,828.	91,863.
DEFERRED FEDERAL EXCISE TAX	197,561.	538,660.
Total to Form 990-PF, Part II, line 22	312,389.	630,523.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 18

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
ANNE WADE C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0. 0.
INGRID RASMUSSEN C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	TREAS - VP FIN AND OPERATIONS 40.00	176,494.	42,085. 0.
DANA PANCRAZI C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	SECRETARY 40.00	240,260.	60,464. 0.
CLARA G MILLER C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	PRESIDENT & DIRECTOR 40.00	468,715.	54,292. 0.
IAN MAGEE C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	SECY/TREAS VP FIN & OPERAT 40.00	177,788.	33,786. 0.
BUZZ SCHMIDT C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	CHAIRMAN 4.00	0.	0. 0.
WILLIAM MC CALPIN C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0. 0.
JAMES JOSEPH C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0. 0.
JOHN OTTERLEI C/O F.B. HERON FOUNDATION NEW YORK, NY 10005	DIRECTOR 3.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		1,063,257.	190,627. 0.

2016 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o r v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEASEHOLD IMPROVEMENTS	05/01/00		.000		HY16	446,255.				446,255.	446,255.		0.	446,255.
2	FURNITURE	05/01/00		.000		HY16	120,581.				120,581.	120,581.		0.	120,581.
3	EQUIPMENT	05/01/00		.000		HY16	16,350.				16,350.	16,350.		0.	16,350.
4	EQUIPMENT	06/30/08		.000		HY16	22,693.				22,693.	22,693.		0.	22,693.
5	EQUIPMENT	01/01/13		.000		HY16	85,442.				85,442.	85,442.		0.	85,442.
* Total 990-PF Pg 1 Depr							691,321.				691,321.	691,321.		0.	691,321.