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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 12/01 , **2011, and ending** 11/30, **2012**

Name of foundation: EDWARD P.EVANS FOUNDATION

A Employer identification number: 25-6232129

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 46, ROUTE 602

Room/suite:

B Telephone number (see instructions): (540) 347-5805

City or town, state, and ZIP code: CASANOVA, VA 20139

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 226,323,449.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)	173,896,372.	ATCH 1		
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	363,653.	363,653.		ATCH 2
	5a Gross rents	6,073.	6,073.		
	b Net rental income or (loss) 6,073.				
	6a Net gain or (loss) from sale of assets not on line 10	-1,434,207.			
	b Gross sales price for all assets on line 6a 10,095,847.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,505,173.	56.		ATCH 3
	12 **Total.** Add lines 1 through 11	174,337,064.	369,782.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	788,154.			788,154.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,790.			9,790.
	16a Legal fees (attach schedule) ATCH 4	594,353.			594,353.
	b Accounting fees (attach schedule) ATCH 5	36,565.	18,283.		18,282.
	c Other professional fees (attach schedule) *	106,078.	105,124.		954.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	254,999.			1,999.
	19 Depreciation (attach schedule) and depletion	723,707.			
	20 Occupancy	6,940.			6,941.
	21 Travel, conferences, and meetings	70,730.			70,730.
	22 Printing and publications	296.			296.
	23 Other expenses (attach schedule) ATCH 8	224,475.	136.		66,445.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,816,087.	123,543.		1,557,944.
	25 Contributions, gifts, grants paid	9,067,219.			9,067,219.
	26 **Total expenses and disbursements** Add lines 24 and 25	11,883,306.	123,543.	0	10,625,163.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	162,453,758.			
	b **Net investment income** (if negative, enter -0-)		246,239.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	55,062,877.	2,850,908.	2,850,908.
	2 Savings and temporary cash investments		15,626,301.	15,626,301.
	3 Accounts receivable ▶ 8,461,075.			
	Less allowance for doubtful accounts ▶		8,461,075.	8,461,075.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	5,747,988.	19,209,101.	14,843,652.
	c Investments - corporate bonds (attach schedule) ATCH 10	346,927.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11		175,631,033.	180,922,136.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 12)		3,619,377.	3,619,377.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	61,157,792.	225,397,795.	226,323,449.
Liabilities	17 Accounts payable and accrued expenses		2,446.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 13)		529.	
	23 Total liabilities (add lines 17 through 22)	0	2,975.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	61,157,792.	225,394,820.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	61,157,792.	225,394,820.	
	31 Total liabilities and net assets/fund balances (see instructions)	61,157,792.	225,397,795.	

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	61,157,792.
2 Enter amount from Part I, line 27a	2	162,453,758.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	1,783,270.
4 Add lines 1, 2, and 3	4	225,394,820.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	225,394,820.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-1,434,207.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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))
2010	3,810,684.	5,205,137.	0.732101
2009	510,190.	1,536,795.	0.331983
2008	534,747.	1,952,626.	0.273860
2007	357,478.	3,526,814.	0.101360
2006	669,730.	4,573,628.	0.146433

2	Total of line 1, column (d)	2	1.585737
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.317147
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	146,831,591.
5	Multiply line 4 by line 3	5	46,567,199.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,462.
7	Add lines 5 and 6	7	46,569,661.
8	Enter qualifying distributions from Part XII, line 4	8	10,625,163.

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	4,925.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	4,925.
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	4,925.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,510.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	23,510.
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	18,585.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 18,585. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,VA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATTACHMENT 15	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ CATHERINE MORAETIS Telephone no ▶ 540-347-5805

Located at ▶ P.O. BOX 46, ROUTE 602 CASANOVA, VA ZIP + 4 ▶ 20139

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐				
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 2011 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 2011)* 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 2011?		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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) [ ] Yes [X] 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 [X] 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 N/A ▶ [ ]

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		788,154.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 17		594,353.

Total number of others receiving over $50,000 for professional services ▶

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	92,672,879.
b	Average of monthly cash balances	1b	18,773,140.
c	Fair market value of all other assets (see instructions)	1c	37,621,586.
d	**Total** (add lines 1a, b, and c)	1d	149,067,605.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	149,067,605.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,236,014.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	146,831,591.
6	**Minimum investment return.** Enter 5% of line 5	6	7,341,580.

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	7,341,580.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,925.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,925.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,336,655.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,336,655.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	7,336,655.

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	10,625,163.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	10,625,163.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,625,163.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				7,336,655.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006 ... 674,438.				
b	From 2007 ... 362,605.				
c	From 2008 ... 535,038.				
d	From 2009 ... 436,744.				
e	From 2010 ... 2,655,601.				
f	**Total** of lines 3a through e	4,664,426.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 10,625,163.				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				7,336,655.
e	Remaining amount distributed out of corpus	3,288,508.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,952,934.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	674,438.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	7,278,496.			
10	Analysis of line 9				
a	Excess from 2007 ... 362,605.				
b	Excess from 2008 ... 535,038.				
c	Excess from 2009 ... 436,744.				
d	Excess from 2010 ... 2,655,601.				
e	Excess from 2011 ... 3,288,508.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

EDWARD P. EVANS (DECEASED 12/31/2010)

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 18

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

NO FORMAT REQUIRED

c Any submission deadlines

NO SUBMISSION DEADLINES

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

SEE SECTION E ON EDWARD P. EVANS FOUNDATION DEED OF TRUST ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT ATTACHED				9,067,219.
Total . . . . . . ▶ **3a**				9,067,219.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a STUD FEES - QUALITY ROAD		1,505,117.			
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	363,653.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	6,073.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-129,124.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			18		
11 Other revenue a					
b OTHER MISC INC			39	56.	
c LOSS ON SYNDICATION			18	-1,305,083.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,505,117.		-1,064,425.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 440,692.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule

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

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

[signature] 10/15/13 Officer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Kelli H. Archibald	Kelli H. Archibald	10/15/2013		P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 2 NORTH CENTRAL AVE, SUITE 2300 PHOENIX, AZ 85004 — Phone no 212-773-3000

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.

OMB No 1545-0047

2011

Name of the organization	Employer identification number
EDWARD P.EVANS FOUNDATION	25-6232129

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 foundation

Check 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization EDWARD P.EVANS FOUNDATION

Employer identification number 25-6232129

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	ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020	$ 116,432,530.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	ESTATE OF EDWARD EVANS	$ 57,463,842.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization EDWARD P.EVANS FOUNDATION

Employer identification number 25-6232129

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	SEE STATEMENT B ATTACHED	$ 57,463,842.	

(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 EDWARD P.EVANS FOUNDATION

Employer identification number 25-6232129

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 See instructions) ▶ $

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

(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

(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

(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

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: EDWARD P.EVANS FOUNDATION

Employer identification number: 25-6232129

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-1,242,717.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-1,242,717.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-191,490.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-191,490.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-1,242,717.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-191,490.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,434,207.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 15, column (3) **or** b $3,000	16	(3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: EDWARD P.EVANS FOUNDATION

Employer identification number: 25-6232129

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a VARIOUS ST SALES - SEE STATEMENT C ATTACHED	VARIOUS	VARIOUS	2,884,181.	2,629,669.	254,512.
LOSS ON QUALITY ROAD SYNDICATION	VARIOUS	VARIOUS	3,000,000.	4,305,083.	-1,305,083.
LOSS ON SALE OF 8983 ROGUES ROAD	VARIOUS	09/21/2012	359,337.	371,000.	-11,663.
LOSS ON SALE OF 5163 CASANOVA ROAD	VARIOUS	09/26/2012	353,317.	387,000.	-33,683.
LOSS ON SALE OF 5325 CASANOVA ROAD	VARIOUS	08/31/2012	154,200.	301,000.	-146,800.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -1,242,717.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

70B0SG 0114 10/15/2013 1:42:52 PM V 11-6.5 001-34200-531

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a VARIOUS LT SALES - SEE STATEMENT C ATTACHED	VARIOUS	VARIOUS	3,344,812.	3,536,302.	-191,490.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -191,490.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020		116,432,530.
ESTATE OF EDWARD EVANS		57,463,842.
TOTAL CONTRIBUTION AMOUNTS		173,896,372.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THRU FIDUCIARY TRUST	34,605.	34,605.
THRU GOLDMAN SACHS	1,180.	1,180.
THRU NORTHERN TRUST	327,868.	327,868.
TOTAL	363,653.	363,653.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER MISC INCOME	56.	56.
STUD FEES - QUALITY ROAD HORSE	1,505,117.	
TOTALS	1,505,173.	56.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WILLKIE FARR & GALLGHER LLP	14,615.			14,615.
HOLLAND & KNIGHT	493,968.			493,968.
STITES & HARBISON PLLC	24,004.			24,004.
CULLEN & DYKMAN LLP	61,598.			61,598.
HOWARD, MORRISON, ROSS & WHEL	168.			168.
TOTALS	594,353.			594,353.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG LLP	32,131.	16,066.		16,065.
OTHER ACCOUNTING FEES	4,434.	2,217.		2,217.
TOTALS	36,565.	18,283.		18,282.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	954.		954.
INVESTMENT FEES	105,124.	105,124.	
TOTALS	106,078.	105,124.	954.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
UBI TAXES	250,000.	
REAL ESTATE TAXES	1,999.	1,999.
FYE 11.30.11 EXTENSION PAYMENT	1,000.	
ESTIMATED EXCISE TAX PAYMENT	2,000.	
TOTALS	254,999.	1,999.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SPRING HILL FARM OPERATIONS	154,954.		
OFFICE EXPENSE	42,432.		42,432.
QUALITY ROAD BOARDING EXPENSES	2,940.		
BANK FEES	136.	136.	
MEMBERSHIP DUES	975.		975.
EPTL FILING FEE	1,500.		1,500.
PROGRAM EXPENSES	21,378.		21,378.
MISC EXPENSE	160.		160.
TOTALS	224,475.	136.	66,445.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT A ATTACHED	19,209,101.	14,843,652.
TOTALS	19,209,101.	14,843,652.

STATEMENT A

Edward P. Evans Foundation
EIN: 25-6232129
Balance Sheet
FYE 11/30/12

ACCOUNT NAME	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FMV
CASH AND CASH EQUIVALENTS			
Northern Trust Checking	-	100,188	100,188
FTIC - Money Market	1,377	92	92
FTCI - US T&A DTD	55,361,500	-	-
FTCI - Checking	(300,000)	-	-
E Evans Properties, LLC - Cash Acct	-	13,405	13,405
Spring Hill Farms - Cash Acct	-	1,845,046	1,845,046
E. Evans Properties II, LLC - Cash Acct	-	875,122	875,122
E Evans Farm, LLC - Cash Acct	-	17,055	17,055
TOTAL CASH	**55,062,877**	**2,850,908**	**2,850,908**
GS MM Fund	-	1,724,158	1,724,158
MFB NI Treasury Market	-	13,902,143	13,902,143
SAVINGS AND OTHER TEMP INVESTMENTS	**-**	**15,626,301**	**15,626,301**
TOTAL CASH	**55,062,877**	**18,477,209**	**18,477,209**
ACCOUNTS RECEIVABLE			
Due/ To/From Related Parties	-	-	-
Promissory Note-Santa Escolasta	-	40,000	40,000
Promissory Note-Trust fbo A E.McDonald	-	2,127,786	2,127,786
Promissory Note-Trust fbo J.P.Evans	-	2,127,786	2,127,786
Promissory Note-Descendents	-	4,165,503	4,165,503
TOTAL A/R	**-**	**8,461,075**	**8,461,075**
INVESTMENTS - CORP BONDS			
Fixed Income Investments	**346,927**	**-**	**-**
INVESTMENTS - CORP STOCK			
Northern Trust Investments:			
Thomas Group Inc	3,118,320	4,234,015	3,810
MFC Vanguard Total Stock	-	2,884,162	2,965,852
Altria Group	243,000	3,915,120	4,179,318
Eaton Corp	-	1,118,289	1,066,030
TOTAL NT	**3,361,320**	**12,151,586**	**8,215,010**
Goldman Sachs Investments:			
GS Private Equity Partners LP	-	149,372	56,371
GS Vintage Fund II LP	-	582,119	472,223
GS Vintage Fund IV LP	-	2,366,892	2,165,689
GS Capital Partners III LP	-	63,684	4,805
GS Capital Partners V LP	-	2,278,245	2,511,457
GS Mezzanine Partners III LP	-	458,018	203,748
GS Mezzanine Partners 2006 LP	-	937,294	625,672
Whitehall Street Real Estate LP V/VI	-	23,879	14,560
Whitehall Street Real Estate LP VII/VIII	-	(33,458)	76,965
Whitehall Street Real Estate LP IX/X	-	31,956	14,537

Whitehall Street Real Estate LP XI/XII	-	52,124	23,755
Whitehall Street Real Estate LP XIII/XIV	-	191,327	164,739
Whitehall Street Global RE LP 2001	-	(43,937)	294,121
TOTAL GS	**-**	**7,057,515**	**6,628,642**
OTHER SECURITIES	**2,386,668**	**-**	**-**
TOTAL INVESTMENTS - CORP STOCK	**5,747,988**	**19,209,101**	**14,843,652**
INVESTMENTS - OTHER			
Accrued Interest on the Northern Trust account			-
Global Endowment Investments	-	50,000,000	52,872,323
Makena Capital Investments	-	50,000,000	50,878,675
A W Jones Investments	-	3,892,621	4,047,508
Bay Resources Investments	-	9,537,537	10,073,507
Elliot Investments	-	6,186,825	6,837,374
Taconic Investments	-	5,644,731	6,304,222
Owl Creek Investments	-	5,182,453	4,969,160
Pershing Square Investments	-	11,184,656	10,937,157
Edward Evans Farm, LLC	-	33,102,913	33,102,913
Edward Evans Properties, LLC	-	345,133	345,133
Edward Evans Properties II, LLC	-	554,164	554,164
TOTAL INVESTMENTS - OTHER	**-**	**175,631,033**	**180,922,136**
OTHER ASSETS - FIXED ASSETS			
Quality Road (racing horse)	-	5,000,000	5,000,000
Software	-	9,000	9,000
Website	-	29,000	29,000
TOTAL FA		**5,038,000**	**5,038,000**
ACCUMULATED DEPRECIATION & AMORTIZATION			
Accumulated Depr.-Quality Road	-	(1,412,290)	(1,412,290)
Accumulated Amort -Website	-	(4,833)	(4,833)
Accumulated Dep -Software	-	(1,500)	(1,500)
TOTAL A/D		**(1,418,623)**	**(1,418,623)**
TOTAL FA LESS A/D		**3,619,377**	**3,619,377**
TOTAL ASSETS	**61,157,792**	**225,397,795**	**226,323,448**
LIABILITIES AND EQUITY			
Accounts Payable - Credit Card	-	2,446	2,446
Due to/from Trustees	-	529	529
Capital Stock	61,157,792	225,394,820	226,320,473
TOTAL LIABILITIES AND EQUITY	**61,157,792**	**225,397,795**	**226,323,448**

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GLOBAL ENDOWMENT INVESTMENTS	50,000,000.	52,872,323.
MACKENA CAPITAL INVESTMENTS	50,000,000.	50,878,675.
AW JONES INVESTMENTS	3,892,621.	4,047,508.
BAY RESOURCES INVESTMENTS	9,537,537.	10,073,507.
ELLIOT INVESTMENTS	6,186,825.	6,837,374.
TACONIC INVESTMENTS	5,644,731.	6,304,222.
OWL CREEK INVESTMENTS	5,182,453.	4,969,160.
PERSHING SQUARE	11,184,656.	10,937,157.
EDWARD EVANS FARM, LLC	33,102,913.	33,102,913.
EDWARD EVANS PROPERTIES, LLC	345,133.	345,133.
EDWARD EVANS PROPERTIES II,LLC	554,164.	554,164.
TOTALS	175,631,033.	180,922,136.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SOFTWARE	9,000.	9,000.
LESS: ACCUMULATED DEPRECIATION	-1,500.	-1,500.
WEBSITE	29,000.	29,000.
LESS: ACCUMULATED DEPRECIATION	-4,833.	-4,833.
RACING HORSE - QUALITY ROAD	5,000,000.	5,000,000.
LESS: ACCUMULATED DEPRECIATION	-1,412,290.	-1,412,290.
TOTALS	3,619,377.	3,619,377.

EDWARD P.EVANS FOUNDATION 25-6232129

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DUE TO TRUSTEES	529.
TOTALS	529.

ATTACHMENT 14

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

DESCRIPTION		AMOUNT
SEE STATEMENT B		1,783,062.
PRIOR PERIOD ADJUSTMENT		208.
	TOTAL	1,783,270.

STATEMENT B

Edward P. Evans Foundation
EIN: 25-6232129
Partnership & Stock Transfers from the Estate of Edward Evans
FMV to Cost Basis Adjustments on EPE Foundation 11/30/12 FYE

Entity	Shares	FMV	Cost
Goldman Sachs Investments	n/a	7,647,753	8,279,602
Thomas Group	621,557	2,486	1,115,695
Altria Group Inc	3,000,000	4,039,556	3,915,120
Eaton Corp	1,000,000	1,100,194	1,118,289
Ford Motor Credit Co, LLC	3,000,000	3,045,030	3,189,375
Owl Creek		5,182,453	5,182,453
Taconic		5,644,731	5,644,731
Elliott		6,186,825	6,186,825
Bay Resources		9,537,537	9,537,537
Pershing Square		11,184,656	11,184,656
AW Jones		3,892,621	3,892,621
Total		**$ 57,463,842**	**$ 59,246,904**
Cost Basis		**$ 59,246,904**	
Other Decreases (Part III, Line 5)		**$ (1,783,062)**	

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 15

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020		116,432,530.
TOTAL CONTRIBUTION AMOUNTS		116,432,530.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT EVANS 114 GLENWOOD ROAD GREENWICH, CT 06830	TRUSTEE 1.50	154,500.	0	0
WILLIAM FARISH, IV LANE'S END FARM 1500 MIDWAY ROAD, P.O BOX 626 VERSAILLES, KY 40383	TRUSTEE - AS REQUIRED	154,500.	0	0
CATHERINE MORAETIS P.O. BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE/ EXECUTIVE DIRECTOR 60.00	285,750.	0	0
JEFFERSON TARR 145 CENTRAL PARK WEST NEW YORK, NY 10023	TRUSTEE 10.00	154,500.	0	0
THOMAS R. TROWBRIDGE III 139 EAST 79TH STREET NEW YORK, NY 10075	TRUSTEE - AS REQUIRED	38,904.	0	0
	GRAND TOTALS	788,154.	0	0

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

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WILLKIE FARR & GALLAGHER LLC 787 SEVENTH AVENUE NEW YORK, NY 10019-6099	LEGAL	14,615.
HOLLAND & KNIGHT 31 W 52ND STREET NEW YORK, NY 10019	LEGAL	493,969.
STITES & HARBISON PLLC 1199 N. FAIRFAX STREET, SUITE 900 ALEXANDRIA, VA 22314	LEGAL	24,004.
CULLEN & DYKMAN LLP 1000 QUENTIN ROOSEVELT BLVD GARDEN CITY, NY 11530-4850	LEGAL	61,597.
HOWARD, MORRISON, ROSS & WHELAN 31 GARRETT STREET WARRENTON, VA 20186	LEGAL	168.
TOTAL COMPENSATION		594,353.

ATTACHMENT 18

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CATHERINE MORAETIS
P.O. BOX 46
CASANOVA, VA 20139

STATEMENT B

Edward P. Evans Foundation
EIN: 25-6232129
Partnership & Stock Transfers from the Estate of Edward Evans
FMV to Cost Basis Adjustments on EPE Foundation 11/30/12 FYE

Entity	Shares	FMV	Cost
Goldman Sachs Investments	n/a	7,647,753	8,279,602
Thomas Group	621,557	2,486	1,115,695
Altria Group Inc	3,000,000	4,039,556	3,915,120
Eaton Corp	1,000,000	1,100,194	1,118,289
Ford Motor Credit Co, LLC	3,000,000	3,045,030	3,189,375
Owl Creek		5,182,453	5,182,453
Taconic		5,644,731	5,644,731
Elliott		6,186,825	6,186,825
Bay Resources		9,537,537	9,537,537
Pershing Square		11,184,656	11,184,656
AW Jones		3,892,621	3,892,621
Total		**$ 57,463,842**	**$ 59,246,904**
Cost Basis		**$ 59,246,904**	
Other Decreases (Part III, Line 5)		**$ (1,783,062)**	

EDWARD P.EVANS FOUNDATION 25-6232129

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		VARIOUS ST SALES - SEE STATEMENT C ATTACH				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
2,884,181.		2,629,669.					254,512.	
		VARIOUS LT SALES - SEE STATEMENT C ATTACH					VARIOUS	VARIOUS
3,344,812.		3,536,302.					-191,490.	
		LOSS ON QUALITY ROAD SYNDICATION					VARIOUS	VARIOUS
3,000,000.		4,305,083.					-1305083.	
		LOSS ON SALE OF 8983 ROGUES ROAD					VARIOUS	09/21/2012
359,337.		371,000.					-11,663.	
		LOSS ON SALE OF 5163 CASANOVA ROAD					VARIOUS	09/26/2012
353,317.		387,000.					-33,683.	
		LOSS ON SALE OF 5325 CASANOVA ROAD					VARIOUS	08/31/2012
154,200.		301,000.					-146,800.	
TOTAL GAIN(LOSS)		....					-1434207.	

STATEMENT C
Edward P Evans Foundation
EIN 25-6232129
Sales Detail
FY 2012

SECURITY	SALES DETAIL 12-01-11 to 11-30-12											CAPITAL GAINS & LOSSES			
DESCRIPTION	QUANTITY SOLD	DATE PURCHASED	DATE OF SALE SALE	DATE OF SALE SETTLED	Unit Cost	COST	Book Value 11/30/2011	Unit Price	Commission Paid	Expenses Paid	SALES PRICE	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	NET GAINS/ LOSSES	
Altria Group Inc	9 000		3/9/2012	3/14/2012	14 9163	134 246 70	243 000 00	30 4800	180 00	4 94	274,135 06			31 135 06	
Apple Inc	150		3/9/2012	3/14/2012	341 4933	51 223 63	51 224 00	543 4000	3 00	1 47	81,505 53			30,281 53	
Blackrock Inc	600		3/9/2012	3/14/2012	188 1733	112 903 66	112 904 00	196 0400	12 00	2 12	117 609 88			4,705 88	
Devon Energy Corp	1 800		3/9/2012	3/14/2012	83 0206	149 437 44	149 437 00	71 7631	36 00	2 33	129,135 25			-20,301 75	
EMC Corp	2 200		3/9/2012	3/14/2012	22 7705	50 094 88	50 095 00	28 9200	44 00	1 15	63 578 85			13 483 85	
Exxon Mobil Corp	1 900		3/9/2012	3/14/2012	82 3905	156 541 57	156 542 00	84 2200	38 00	2 89	159 977 11			3 435 11	
General Electric Co	7 000		3/9/2012	3/14/2012	19 9474	139 631 80	139 632 00	19 0701	140 00	2 41	133 348 29			-6,283 71	
IBM Corp	600		3/9/2012	3/14/2012	167 8817	100 729 05	100 729 00	200 4250	12 00	2 17	120,240 83			19,511 83	
JPM Chase & Co	2 300		3/9/2012	3/14/2012	44 0465	101 307 41	101 307 00	41 0800	46 00	1 71	94,436 29			-6,870 71	
Nike Inc	1,400		3/9/2012	3/14/2012	85 4271	119 597 52	119 598 00	109 9139	28 00	2 77	153,848 69			34,250 69	
Philip Morris International Inc	3 500		3/9/2012	3/14/2012	42 6134	149 146 55	243 426 00	84 7900	70 00	5 35	296,689 65			53,263 65	
Praxair Inc	550		3/9/2012	3/14/2012	96 3236	52,978 48	52 978 00	109 7345	11 00	1 09	60,341 89			7 363 89	
Qualcomm Inc	950		3/9/2012	3/14/2012	52 3863	49 767 09	49 767 00	64 0100	19 00	1 10	60,789 40			11 022 40	
Schlumberger Ltd	2 000		3/9/2012	3/14/2012	61 1125	122,225 20	171 700 00	75 7900	40 00	2 73	151,537 27			-20,162 73	
Taiwan Semiconductor Mfg Co Spon ADR	3 800		3/9/2012	3/14/2012	13 4474	51 100 50	51 100 00	14 6000	76 00	1 00	55,403 00			4,303 00	
TJX Cos Inc New	5 000		3/9/2012	3/14/2012	26 1240	130 620 00	130 620 00	38 1401	100 00	3 44	190 597 06			59 977 06	
Toronto Dominion Bk Ont New (CAD)	1 600		3/9/2012	3/14/2012	81 4944	130,390 98	130 391 00	82 6301	32 00	2 38	132 173 78			1,782 78	
United Technologies Corp	1,700		3/9/2012	3/14/2012	88 1424	149 841 74	149 842 00	83 6561	34 00	2 56	142,178 81			-7 663 19	
VF Corp	1 200		3/9/2012	3/14/2012	102 2000	122 640 00	122 640 00	146 4429	24 00	3 17	175 704 31			53,064 31	
Vanguard MSCI Emerging Markets	4 200		3/9/2012	3/14/2012	48 2576	202 681 50	202 682 00	44 2300	84 00	3 35	185 678 65			-17,003 35	
Verizon Communications	2 700		3/9/2012	3/14/2012	37 0574	100 055 25	100 055 00	39 0100	54 00	1 90	105,271 10			5,216 10	
Total March 2012						2 377 160 95	2 629,669 00	2 108 3458	1,083 00	52 03	2,884,180 70	0 00	0 00	254,511 70	254,511 70
							4/2/2012								
Ishares Barclays 1-3 yr Cr Bond Fd	1,400	6/7/2011	9/12/2012		104 9475	146 926 50		105 4954	10 50	3 31	147 679 75			753 25	
Franklin Low Duration Ttl Ret Fd	9,560	6/9/2011	9/12/2012		10 4600	100 000 00		10 3000			98,470 36			-1 529 64	
Franklin LTD Maturity USG SEC Adv	9,560	6/9/2011	9/12/2012		10 4600	100 000 00		10 3200			98,661 57			-1,338 43	
Total September 2012						346 926 50	0 00	126 1154	10 50	3 31	344 811 68	0 00	0 00	-2,114 82	
Ford Mtr Cr Co LLC 7 5% due 08-01-2012		4/2/2012	8/1/2012	8/1/2012		3 189 375 00					3 000,000 00			-189 375 00	
Total August 2012						3 189,375 00	0 00	0 0000	0 00	0 00	3 000,000 00	0 00	0 00	-189,375 00	

EDWARD P. EVANS FOUNDATION
EIN: 25-6232129
YEAR ENDED: 11/30/2012

FORM 990-PF, PART XV - CONTRIBUTIONS, GIFTS AND GRANTS PAID

DATE	NAME	ADDRESS	FOUNDATION STATUS	PURPOSE	AMOUNT
12/5/2011	AA&MSD Int'l	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	General support	$ 42,500 00
03/27/2012	M D Anderson Cancer Center	1515 Holcombe Blvd Houston TX 77030	170 (b) Public University	Project Prometheus	100,000 00
03/27/2012	Aplastic Anemia & MDS International Foundation	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	General support	100,000 00
03/29/2012	University of Kentucky Research Foundation	Lexington, KY 40506	509 (a) (3) Type I	MDS Research Consortium	1,000,000 00
04/06/2012	Leukemia & Lympoma Society	600 3rd Ave, New York, NY	509 (a) (1)	Therapy Acceleration Program	2,500,000 00
05/15/2012	AA&MSD Int'l	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	Consortium 2012 payment	1,571,000 00
07/09/2012	Leukemia Fighters	NY Pres, 525 East 68th St Box 123 NY	509 (a) (1)	Phase II & III Sequencing	1,300,000 00
08/02/2012	Columbia University Chronic Fatigue Initiative	630 West 168th Street, New York, NY 10032	509 (a) (1)	Chronic Fatigue Project	48 718 50
08/02/2012	Cold Spring Harbor Laboratory	One Bungtown Rd, Cold Spring Harbor NY 11724	509 (a) (1)	Protein Biochemistry	120,000 00
08/09/2012	Prostate Cancer Foundation - University of Michigan	1250 Fourth St, Santa Monica CA 90401	509 (a) (1)	DNA damage & repair	1 250,000 00
09/03/2012	M D Anderson Cancer Center	1515 Holcombe Blvd Houston TX 77030	170 (b) Public University	Project Prometheus	200,000 00
09/03/2012	Prostate Cancer Foundation - University of Michigan	1250 Fourth St, Santa Monica CA 90401	509 (a) (1)	Vakoc CSHL Award	75,000 00
09/24/2012	Cold Spring Harbor Laboratory	One Bungtown Rd, Cold Spring Harbor NY 11724	509 (a) (1)	Bone Marrow Failure Research	500,000 00
09/28/2012	Simmaron Research	948 Incline Way, incline Village, NV 89450	509 (a) (1)	CFS Griffith University	160 000 00
11/21/2012	Prostate Cancer Foundation - University of Michigan	1250 Fourth St, Santa Monica CA 90401	509 (a) (1)	General support	100,000 00
					9,067,218 50

THIRD AMENDED AND RESTATED
DEED OF TRUST

Dated June 23, 2011

AMENDING AND RESTATING DEED OF TRUST
CREATING THE EDWARD P. EVANS FOUNDATION

Dated: December 26, 1984

between

EDWARD P. EVANS

as Settlor,

and

EDWARD P. EVANS, ROBERT S. EVANS,
DORSEY R. GARDNER and CHARLES J. QUEENAN, JR.,

as Trustees.

THIRD AMENDED AND RESTATED
DEED OF TRUST

THIRD AMENDED AND RESTATED DEED OF TRUST, made as of this 23rd day of June, 2011, by and among ROBERT S. EVANS, WILLIAM FARISH, IV, CATHERINE MORAETIS and JEFF TARR, as Trustees.

WHEREAS, Edward P. Evans, as Settlor, and Edward P. Evans, Robert S. Evans, Dorsey R. Gardner and Charles J. Queenan, Jr. as Trustees, executed a Deed of Trust dated December 26, 1984; and

WHEREAS, the Deed of Trust was amended and restated in its entirety by an Amendment and Restatement dated April 1, 1998; and

WHEREAS, pursuant to a Letter of Resignation dated May 15, 1998, Robert S. Evans resigned as a Co-Trustee of the Edward P. Evans Foundation (the "Foundation"); and

WHEREAS, pursuant to a Letter of Resignation dated May 15, 1998, Charles J. Queenan, Jr. resigned as a Co-Trustee of the Foundation; and

WHEREAS, pursuant to a Designation of Co-Trustees dated August 26, 2010, William Farish, IV and Thomas R. Trowbridge were appointed to serve as Co-Trustees of the Foundation; and

WHEREAS, pursuant to a Removal of Co-Trustee dated September 22, 2010, Dorsey R. Gardner was removed as Co-Trustee of the Foundation; and

E. In this Deed of Trust and in any amendments thereto, the term "charitable purposes" shall be limited to and shall include only charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code. The Settlor requests that the Trustees consult with a professional organization to develop strategy and appropriate procedures so that the Foundation can efficiently carry out its charitable purposes. Notwithstanding the foregoing, if the Settlor is not living or is incapacitated, expenditures of trust assets shall be made only for the following three charitable purposes:

1. In the area of education, the Trustees should seek to add one or more permanent additions to campuses of institutions of higher education, including but not limited to, Eaglebrook School, Yale University and Harvard Business School, by financing one or more capital projects. The Settlor envisions meaningful capital projects that will be named for him, in perpetuity. The Trustees should ensure that the Settlor's name will be adequately protected. Because the Settlor has contracted in 2010 to give a significant sum of money to Yale University to name the Yale School of Management Building, the Settlor instructs the Trustees to focus less on this area in the three years immediately following the Settlor's death.

2. In the area of medical research, the Settlor desires to encourage cooperation among organizations specializing or engaging in research related to certain diseases, such as myelodysplastic syndromes ("MDS")/leukemia and chronic fatigue syndrome research. Any grant should require that measurable criteria are employed to measure the results of the cooperation. The Settlor requests that the Trustees retain professionals with

significant experience in creating a process to foster the Foundation's goals in medical research. The Trustees should hire a Foundation staff member to advise the Trustees regarding the management of programs in furtherance of the Foundation's goals and the coordination with fund managers on appropriate levels of funding of various projects. The Settlor is interested in funding scientific studies to correlate the effects of radiation treatment for breast cancer and prostate cancer on the malfunction of bone marrow associated with MDS/leukemia, particularly how radiation treatment for prostate cancer may cause MDS/leukemia, to lead to a better understanding of MDS/leukemia, its causes and effects. The Settlor intends that Foundation funds will be used to implement solutions to the findings of such studies.

3. In the area of artistic endeavors, the Settlor desires the Trustees to support American fine arts, including but not limited to, painting, sporting art, drawing, architecture and sculpture by American artists, and the scholarship of and writing on American fine arts. In this regard, the Settlor requests that the Trustees focus their attention and support on the preservation and exhibition of existing American fine arts collections and on funding acquisitions of such collections by museums, particularly of artists whose works were completed during the years 1800-1960. Notwithstanding anything herein to the contrary, the Trustees shall distribute no greater than one percent (1%) of the value of the Trust assets each year to fund distributions under this subparagraph 3.

FOURTH: This Deed of Trust may be amended at any time or times by written instrument or instruments signed and sealed by the Trustees, and acknowledged by the Trustees; provided, however, that no amendments shall authorize the Trustees to conduct the affairs of the trust in any manner or for any purpose contrary to the provisions of Section

STATE OF NEW YORK
County of New York, *s:*

THE ANNUAL RETURN OF EDWARD P EVANS FOUNDATION For the FISCAL year ended 11/30/12 is available at its principal office located at 8792 ROGUES RD CASANOVA, VIRGINIA 20139 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is CATHERINE MORAETIS.
2163293 04

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** *one time* on the *4th* day of October, *2013*.

TO WIT : OCTOBER 4, 2013

SWORN BEFORE ME, this **4th** day
Of October, 2013.

Cynthia Byrd

Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

Form **8868** (Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
EDWARD P.EVANS FOUNDATION	[X] 25-6232129
Number, street, and room or suite no If a P O box, see instructions P.O. BOX 46, ROUTE 602	[ ] Social security number (SSN)
City, town or post office, state, and ZIP code For a foreign address, see instructions CASANOVA, VA 20139	

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

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

- The books are in the care of ▶ CATHERINE MORAETIS

Telephone No ▶ 646 784-2851 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 12/01, 2011, and ending 11/30, 20 12

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 23,510.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 3,510.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 20,000.

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: EDWARD P.EVANS FOUNDATION

Enter filer's identifying number, see instructions — Employer identification number (EIN) or [X] 25-6232129

Number, street, and room or suite no If a P O box, see instructions: P.O. BOX 46, ROUTE 602

Social security number (SSN) [ ]

City, town or post office, state, and ZIP code For a foreign address, see instructions: CASANOVA, VA 20139

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

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

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

• The books are in the care of ▶ CATHERINE MORAETIS

Telephone No ▶ 646 784-2851 FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 10/15 , 20 13

5 For calendar year ______ , or other tax year beginning 12/01 , 20 11 , and ending 11/30 , 20 12

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 23,510.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 23,510.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Mary C. Perly Title ▶ CPA Date ▶ 6/18/13

JSA
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