ORIGINAL

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning NOVEMBER 1 , 2012, and ending OCTOBER 31 , 20 13

Name of foundation: **THE TALL PINES FOUNDATION**

A Employer identification number: **22 - 2757123**

Number and street (or P O box number if mail is not delivered to street address): **146 ANCHOR DRIVE** | Room/suite:

B Telephone number (see instructions): **772 - 234-4052**

City or town, state, and ZIP code: **SO. VERO BEACH, FL 32963**

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)* ▶ $ **1,310,037**

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1	1		
	4	Dividends and interest from securities	36,713	36,713		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		273		
	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)	273			
	12	**Total.** Add lines 1 through 11	36,987	36,987	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Schedule 1	550			
	c	Other professional fees (attach schedule) Schedule 1	86			
	17	Interest Schedule 2				
	18	Taxes (attach schedule) (see instructions)	265			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	901	0	0	0
	25	Contributions, gifts, grants paid Schedule 3	59,073			59,073
	26	**Total expenses and disbursements.** Add lines 24 and 25	59,974	0	0	59,073
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(22,987)			
	b	**Net investment income** (if negative, enter -0-)		36,987		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
MAR 1 7 2014
OGDEN, UT
IRS-OSC
543

SCANNED MAR 3 1 2014

7

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	9,111	8,297	8,297
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Schedule 4	983,297	961,124	1,301,740
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	992,408	969,421	1,310,037
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	251,400	251,400	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	741,008	718,021	
	30	**Total net assets or fund balances** (see instructions)	992,408	969,421	
	31	**Total liabilities and net assets/fund balances** (see instructions)	992,408	969,421	

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	992,408
2	Enter amount from Part I, line 27a	2	(22,987)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	969,421
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	969,421

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	3000 SHARES VANGUARD S/T INV MUTUAL FUND	P	2/26/2010	2/19/2013
b	2500 SHARES VANGUARD S/T INV MUTUAL FUND	P	2/26/2010	7/31/2013
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	32,460		32,120	340
b	26,700		26,767	(67)
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				340
b				(67)
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	273
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . .	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	84,384	1,119,309	7.54%
2010	60,506	1,131,681	5.35%
2009	47,010	1,055,344	4.45%
2008	58,445	968,940	6.03%
2007	64,325	1,212,838	5.30%

2	**Total** of line 1, column (d) . . .	2	28.67%
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	5.73%
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	1,196,032
5	Multiply line 4 by line 3 . . .	5	68,580
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	370
7	Add lines 5 and 6 . . .	7	68,950
8	Enter qualifying distributions from Part XII, line 4 . . .	8	59,073

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	740
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	740
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	740
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	740
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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	N/A	
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FLORIDA			
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	✓	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ B. ROBERT WOOD Telephone no. ▶ 777-234-4052

Located at ▶ 146 ANCHOR DRIVE, SO. VERO BEACH, FL ZIP+4 ▶ 32,963

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 2012, 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		✓
	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	N	A
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___ , 20___ , 20___ , 20___			
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 2012 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 2012.)*	3b	N	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✓

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No ✓

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CONSTANCE WOOD 146 ANCHOR DRIVE, SO. VERO BEACH, FL	PRES./SECY.	0	0	0
B. ROBERT WOOD 146 ANCHOR DRIVE, SO. VERO BEACH, FL	VP/TREAS.	0	0	0
PETER C. WOOD CHARLOTTESVILLE, VA	DIRECTOR	0	0	0
WENDY WOOD SCHLOSSER BELGRADE, ME	DIRECTOR	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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
NONE		0
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	
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	
2	
All other program-related investments See instructions 3	
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	1,204,677
b	Average of monthly cash balances	1b	9,569
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,214,246
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	1,214,246
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	18,214
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,196,032
6	**Minimum investment return.** Enter 5% of line 5	6	59,802

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	59,802
2a	Tax on investment income for 2012 from Part VI, line 5	2a	740		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	740
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	59,062
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	59,062
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	59,062

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	59,073
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	59,073
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	59,073

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					59,062
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
b	Total for prior years: 20 20 ,20 ,20					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	64,325				
b	From 2008	58,445				
c	From 2009	47,010				
d	From 2010	60,506				
e	From 2011	84,384				
f	**Total** of lines 3a through e		314,670			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 59,073					
a	Applied to 2011, 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)		59,073			
d	Applied to 2012 distributable amount					
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		59,062			59,062
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		314,681			
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					
d	Subtract line 6c from line 6b. Taxable amount—see instructions			0		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
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 2007 not applied on line 5 or line 7 (see instructions)		5,263			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		309,418			
10	Analysis of line 9:					
a	Excess from 2008	58,445				
b	Excess from 2009	47,010				
c	Excess from 2010	60,506				
d	Excess from 2011	84,384				
e	Excess from 2012	59,073				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(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	N/A	N/A	N/A	N/A	N/A
b 85% of line 2a	N/A	N/A	N/A	N/A	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	N/A				N/A
d Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: **(1)** Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
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)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

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).)

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.

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	N/A	NO	CHARITABLE	59,073
Total . . . . . . ▶ 3a				59,073
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					
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	1	
4 Dividends and interest from securities			14	36,713	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	273	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		36,987	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 36,987

(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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

B. Kent Wood | 3/1/14 | DIRECTOR, VP & TREASURER

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
GORDON M MARCHAND CPA	[signature]	3/5/14		37387889
Firm's name ▶			Firm's EIN ▶ -	
Firm's address ▶ 281 NOD ROAD, RIDGEFIELD, CT 06877			Phone no - 203-348-4742	

GRANTS13

TALL PINES CHARITABLE FOUNDATION,INC.

Fiscal Year 10/31/13

3/6/2014

								Organized Charities			
NAME & LOCATION of RECIPIENT	2013A	Check Date	BCW	PMW	WJS	Grandch	Which Ones?	National	Local	Religious	Education
American Cancer, FL	$1,000	9/6/2013	$1,000					X			
American Heart	$500	9/6/2013	$500					X			
Americares BCW/Annual	$1,000	2/16/2013	$1,000					X			
Americares BCW/Supplemental Sandy	$1,000	11/4/2012	$1,000					X			
Americares BCW/Supplemental Oklahoma	$500	5/21/2013	$500					X			
Avenue D Boys Choir (FL)	$100	4/20/2013	$100						X		
Belgrade Consrvn Alliance (ME)Gen'l Fund Opns	$500	3/8/2013			$500				X		
Belgrade Consrvn Alliance (ME) Milfoil Project	$500	3/8/2013			$500				X		
Belgrade Regional Conservation Corp.(ME)	$500	3/8/2013			$500				X		
Belgrade /Rome Food Pantry	$500	3/8/2013			$500				X		
Belgrade Lakes Association (ME)	$500	3/8/2013			$500				X		
Belgrade Library	$500	3/8/2013			$500				X		
Belgrade Regional Health Center (ME)	$500	3/20/2013			$500				X		
CATO Institute	$100	7/23/2013	$100					X			
Charlottesville-Albermarle Rescue Squad	$200	9/10/2013		$200					X		
Charlottesville Area Community Foundation	$500	9/10/2013		$500					X		
Charlottesville Free Clinic	$500	9/10/2013		$500					X		
Church World Service(Blankets)	$50	2/16/2013	$50							X	
Criehaven Library (Richard Krementz)	$100	12/5/2012	$100								X
Deerfield Academy	$100	2/16/2013	$100						X		
Dorset Historical Society	$100	2/16/2013	$100						X		
Dorset Nursing Association/Rutland Health Fdn	$100	2/16/2013	$100						X		
Dorset Players (Stone)	$400	9/6/2013	$400						X		
Dorset Theater Festival (VT)	$500	2/16/2013	$500								X
Duke University (NC)	$1,000	9/10/2013		$1,000					X		
Ekwanok Scholarship Foundation(Endowment)	$250	5/10/2013	$250					X			
Epilepsy Foundation JWS	$100	3/8/2013			$100				X		
Family Hope	$250	3/20/2013			$250					X	
First Utd Methodist Church	$2,000	9/10/2013		$2,000					X		
Gifford Youth Center (FL)	$1,000	2/16/2013	$1,000						X		
Gifford Youth Center (FL) Jeff Susi Award	$195	9/30/2013	$195								X
Green Mountain Academy (VT)	$100	3/1/2013	$100						X		
Habitat for Humanity/Moorings	$1,000	2/16/2013	$1,000						X		
Hibiscus Children's Center	$250	2/16/2016	$250						X		
Hildene Membership	$150	7/23/2013	$150						X		
Homes for Our Troops	$1,000	9/10/2013				$1,000	Chris	X			
Hospice of Waterville (ME)	$100	3/20/2013			$100				X		
Indian River Land Trust	$500	7/23/2013	$500						X		
Indian River Med Ctr Fdn , Fl	$2,000	2/16/2013	$2,000						X		
Indian River Med Ctr Fdn (May Pops)	$400	4/5/2013	$400						X		
Indian River Med Ctr Fdn (May Pops REFUND)	($400)	4/5/2013	($400)						X		
Indian River Med Ctr Fdn (May Pops Final	$100	4/12/2013	$100						X		
Indian River Medical Center Fdn (Memorials)	$100	1/10/2013	$100						X		
Indian River Vol Ambulance (FL)	$200	3/1/2013	$200						X		
Indiana Univ Bus School (IN)	$1,000	9/10/2013		$1,000							X
Junior League (FL) Woman of the Year	$93	3/11/2013	$93						X		
Make A Wish Foundation	$300	3/1/2013	$300					X			
Mayo Clinic Florida	$2,500	9/2/2013	$2,500						X		
Mc Kee Bot Gdns Gatekeeper Advance Renewal	$2,500	2/16/2013	$2,500						X		
Mc Kee Bot Gdns One Time extra '10,'13 (WFall)	$400	9/30/2013	$400						X		
Mc Kee Bot. Gdns Annual Fund	$100	5/10/2013	$100						X		
Mc Kee Bot. Gdns Frabel Sponsors	$5,000	9/2/2013	$5,000						X		
Mc Kee Bot. Gdns Special Events, Gift M'ships	$150	12/26/2012	$150						X		
Messolonskee All Sports Boosters	$250	3/8/2013			$250				X		
Messolonskee Friends of Music (ME/FL)	$250	3/20/2013			$250				X		
Moorings Educational Foundation	$2,000	3/1/2013	$2,000						X		
MS Society (for Eliz. James Family)	$250	3/8/2013			$250				X		
Mt Holyoke College (MA)	$500	3/1/2013	$500								X
Natl Eating Disorder (NEDA)	$1,000	2/20/2013				$1,000	Kerry	X			
Natl Soc Col Dames Amer, Natl/State Dues	$ 130	12/19/2012	$130						X		
Natl Soc Col Dames Amer, VB Town Com Dues	$ 50	12/19/2012	$50								X
Northshire Day School (VT)	$250	2/16/2013	$250						X		
Pine Tree Camps	$250	3/20/2013			$250				X		
Riverside Theater,Vero Beach (FL) Membership	$1,000	6/26/2013	$1,000						X		
Riverside Theater,VB, FL CCW Fundraiser	$75	9/4/2013	$75						X		
Riverside Theater,VB, FL CCW Drawing Ticket	$75	9/4/2013	$75						X		
Rome Fire & Rescue (ME)	$500	3/8/2013			$500				X		
Rutgers College of Nursing (NJ)	$100	3/8/2013			$100				X		
Salvation Army (FL)	$100	11/4/2012	$100						X		
Semester at Sea	$100	3/8/2013			$100				X		
Southern VT Art Center,Manchester (VT)	$500	3/1/2013	$500						X		
St Agstn of Cantby C Flowers,Vero Beach (FL)	$50	12/5/2012	$50							X	
St Agstn of Cantby E Flowers,Vero Beach (FL)	$50	3/18/2013	$50							X	
St Agstn of Cantby/Stw,Vero Beach (FL)	$5,400	11/21/2012	$5,400							X	
SW Vermont HealthCare	$250	3/1/2013	$250						X		
Treasure Coast Hospice (Dave Hill)	$100	4/2/2013	$100						X		
UDT-Seal Museum, Ft. Pierce	$100	4/8/2013	$100						X		
United Ostomy Assn of America	$100	2/16/2013	$100					X			
United Way,IRC (FL)	$2,000	2/16/2003	$2,000						X		
USGA Membership	$35	8/9/2013	$35					X			
Vermont Academy (Toby Sprague Mem'l)	$100	9/2/2013	$100						X		
Vero Beach Museum of Arts (FL) Membership	$625	2/16/2013	$625						X		
Vero Beach PBA	$100	2/16/2013	$100						X		
VNA Golfathon,Vero Bch (FL)	$150	3/11/2013	$150						X		
VNA Hospice Foundation,Vero Bch (FL)	$1,500	2/16/2013	$1,500						X		
VNA Hospice (George Hamner,Sr)	$100	11/1/2012	$100						X		
Waterville Animal Shelter	$100	3/8/2013			$100				X		
Waterville Homeless Shelter (ME)	$100	3/8/2013			$100				X		
Wounded Warrior Project (Jess)	$1,000	9/10/2013				$1,000	Jessica	X			
Wounded Warrior Project (Trev)	$1,000	9/25/2013				$1,000	Trevor	X			
Wounded Warrior Project (PMW)	$800	9/10/2013		$800				X			
Wounded Warrior Project (BCW)	$1,000	9/6/2013	$1,000					X			
Wounded Warrior Project (Rob)	$1,000	7/24/2013				$1,000	Robert	X			
Yale Class '54 Dues CT)	$100	3/1/2013	$100								X
Yale Class '54 Dues CT (In advance for 2014)	$95	9/30/2013	$95								X
Yale Club Treasure Coast (FL)	$50	11/3/2012	$50								X
Yale Univ (CT) Alumni Fund	$100	3/1/2013	$100								X
Yale Univ Trap & Skeet (CT)	$500	3/1/2013	$500								X
Youth Sailing Foundation	$100	3/1/2013	$100								X
Zion Episcopal Church PREPAY for Following Yr	$2,500	2/16/2013	$2,500							X	
TOTAL GRANTS WRITTEN FOR YEAR	$59,073		$42,223	$6,000	$5,850	$5,000					
BUDGETED for FY	$61,000		$43,000	$6,000	$6,000	$6,000					
(OVER)/UNDER BUDGET	$1,927		$777	$0	$150	$1,000					

990PFcalc© - Worksheet

 Version 2012.1 - 1/15/2013

Scroll down to view diagnostics

Use the Tab key to scroll through the data cells, and the << Prior / Next >> hyperlinks to scroll through the pages

Schedule 1: Part I, Line 16b - Accounting Fees

Type of service		Amount
1	ACCOUNTING AND TAXES	550
2		
3		
4		
5		
Total		550

Schedule 1: Part I, Line 16c - Other Professional Fees

Type of service		Amount
1	FILING FEES	61
2	BANK FEES	25
3		
4		
5		
Total		86

Schedule 2: Part I, Line 18 - Taxes

Type of tax		Amount
1	FOUNDATION NET INVESTMENT INCOME TAX	265
2		
3		
4		
5		
Total		265

990PFcalc© - Worksheet

990PFv12 1

 Version 2012.1 - 1/15/2013

Scroll down to view diagnostics

Use the Tab key to scroll through the data cells, and the << Prior / Next >> hyperlinks to scroll through the pages

Schedule 3: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid during the year	59,073	0	59,073
Approved for future payment	0	0	0
Total	59,073	0	59,073

Paid During the Year:

Class of Activity: Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
1 1 SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	59,073	0	N/A	CHARITABLE
1.2					
1 3					
1 4					
1.5					
1 6					
1 7					
Total		59,073	0		

990PFcalc© - Worksheet

 Version 2012.1 - 1/15/2013

Scroll down to view diagnostics

Use the Tab key to scroll through the data cells, and the << Prior / Next >> hyperlinks to scroll through the pages

Schedule 4: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

Line 10a - Investments - U.S. and state government obligations	Valued at Cost or Market Value	End of Year Book Value	End of Year Fair Market Value
Total U S Government obligations			
Total Obligations of state and municipal governments or itemize:			
1			
2			
3			
4			
5			
Total		0	0

Line 10b - Investments - Corporate Stock			
1 COLUMBIA ACORN MUTUAL FUND		136,380	220,880
2 DODGE & COX STOCK MUTUAL FUND		161,485	244,610
3 DODGE & COX INTL MUTUAL FUND		26,313	36,064
4 PIMCO TOTAL RETURN MUTUAL FUND		224,659	232,091
5 TEMPLETON EMERGING MARKET MUTUAL FUND		26,219	27,433
6 T ROWE PRICE GROWTH MUTUAL FUND		153,631	234,866
7 VANGUARD S/T INVESTMENT MUTUAL FUND		73,868	74,123
8 VANGUARD DIVIDEND GROWTH MUTUAL FUND		158,569	231,673
9			
10			
Total		961,124	1,301,740

Line 10c - Investments - Corporate Bonds			
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
Total		0	0

	10/31/2013				10/31/2012	
Securities	Cost	Shares	Share Price	Value	Cost	Shares
Columbia Acorn (ACR1Z)	136,380.11	5,901.150	37.43	220,880.04	125,016.48	5,526.079
Dodge & Cox Stock Fund (DODGX)	161,485.31	1,548.165	158.00	244,610.07	158,271.89	1,524.671
Dodge & Cox Intl Stock Fund (DODFX)	26,313.10	850.169	42.42	36,064.17	25,691.47	832.172
PIMCO Total Return Fund (PTTRX)	224,659.16	21,292.724	10.90	232,090.69	210,848.84	20,062.238
Templeton Emerging Market Fund (EMF)	26,218.80	1,353.358	20.27	27,432.57	25,608.80	1,323.513
T. Rowe Price Growth (PRGFX)	153,630.94	4,761.109	49.33	234,865.51	153,298.29	4,752.152
Vanguard S/T Investment (VFSTX)	73,867.67	6,895.170	10.75	74,123.08	130,136.66	12,152.646
Vanguard Dividend Growth (VDIGX)	158,568.43	11,251.709	20.59	231,672.69	154,424.64	11,017.025
	961,123.52			1,301,738.81	983,297.07	
Cash on Schwab Statement	10,297.28			10,297.28	10,110.80	
Uncleared Checks at Period End	(2,000.00)			(2,000.00)	(1,000.00)	
Total Value	969,420.80			1,310,036.09	992,407.87	

	Interest	Schwab Value MM Fund	Reinvested Dividends	Div. not Reinvested	Monthly
November	-	-	888.68	-	888.68
December	-	-	22,042 70	-	22,042.70
January	-	-	828.30	-	828.30
February	-	-	611.44	-	611.44
March	-	0.13	1,793.98	-	1,794.11
April	-	-	812.48	-	812.48
May	-	-	701.70	-	701.70
June	-	-	5,982.68	-	5,982.68
July	-	-	622.25	-	622.25
August	-	0.14	620.89	-	621.03
September	-	0.32	1,236.69	-	1,237.01
October	-	0.14	571.39	-	571.53
	-	0.73	36,713.18	-	36,713.91
		0.73	36,713.18		

Realized Gain/Loss on Sale

Fund	Date	Shares	Proceeds	Cost	Gain (Loss)	Bought
Vanguard S/T Investment (VFSTX)	7/31/2013	2,500.0000	26,700.00	26,766.99	(66.99)	2/26/2010
Vanguard S/T Investment (VFSTX)	2/19/2013	3,000.0000	32,460.00	32,120.38	339.62	2/26/2010
					-	
					-	
			59,160.00	58,887.37	272.63	

Fund Balance 10/31/12	992,407 87	
Interest	0 73	
Total Dividends	36,713 18	
Donation from Trustee	-	
Realized Gain (Loss)	272 63	
Grants Reported	(59,073 00)	
IRS Tax	(265 00)	
Filing Expenses	(61 25)	
Legal Fees	-	
Accountant	(550 00)	
Bank Fees	(25 00)	
Miscellaneous Difference	-	
Net Operating Change	(22,987 71)	
Fund Balance 10/31/13	969,420 16	

Grant Reconciliation		
Cleared in Current Year	58,073 00	
Related to Prior Fiscal Ye	(1,000 00)	(Navy Seals)
Uncleared at Year End	2,000 00	(Homes for Troops, Wounded Warriors)
Grants Reported	59,073 00	

Cost Basis		
Securities - Beginning Cost	983,297 07	
Reinvested Dividends	36,713 18	(Excludes Schwab Value MM Fund)
Security Donated	-	
Security Purchases	-	
Security Sales Proceeds	(59,160 00)	
Gain (Loss) on Security Sales	272 63	
Miscellaneous Difference		
Securities - Ending Cost	961,122 88	
Cash - Money Market Fund	10,297 28	
Cash - Schwab Value Advantage		
Uncleared Grant checks	(2,000 00)	
Cash - Ending	8,297 28	(net of uncleared checks)
Total Assets @ Cost	969,420 16	

	Cash	Securities	Total
10/31/2012	10,111	1,125,470	1,135,581
11/30/2012	7,861	1,137,272	1,145,132
12/31/2012	2,962	1,151,884	1,154,845
1/31/2013	1,881	1,193,277	1,195,158
2/28/2013	19,805	1,168,657	1,188,461
3/31/2013	9,540	1,197,460	1,206,999
4/30/2013	6,347	1,215,580	1,221,927
5/31/2013	5,747	1,228,718	1,234,465
6/30/2013	4,747	1,210,603	1,215,350
7/31/2013	3,072	1,258,824	1,261,896
8/31/2013	23,637	1,209,594	1,233,231
9/30/2013	18,387	1,261,726	1,280,113
10/31/2013	10,297	1,301,739	1,312,036
	9,569	1,204,677	1,214,246