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 12/01 **, 2012, and ending** 11/30 **, 2013**

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)* ▶ $ 279,356,481.

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)	53,985,551.	ATCH 1		
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	187,314.	187,314.		ATCH 2
	4	Dividends and interest from securities	412,853.	2,621,064.		ATCH 3
	5a	Gross rents	8,677.	8,677.		
	b	Net rental income or (loss) 8,677.				
	6a	Net gain or (loss) from sale of assets not on line 10	-200,726.			
	b	Gross sales price for all assets on line 6a 4,859,566.				
	7	Capital gain net income (from Part IV, line 2)		3,417,743.		
	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) ATCH 4	1,443,316.	-117,167.		
	12	**Total** Add lines 1 through 11	55,836,985.	6,117,631.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	984,500.			984,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	10,705.			10,705.
	16a	Legal fees (attach schedule) ATCH 5	358,429.			358,429.
	b	Accounting fees (attach schedule) ATCH 6	109,078.	54,540.		54,540.
	c	Other professional fees (attach schedule) *	157,433.	1,554,476.		98,708.
	17	Interest ATCH 8		387,365.		
	18	Taxes (attach schedule) (see instructions) ATCH 9	87,023.	83,251.		2,023.
	19	Depreciation (attach schedule) and depletion	781,245.			
	20	Occupancy	8,983.			8,983.
	21	Travel, conferences, and meetings	71,056.			71,056.
	22	Printing and publications	278.			278.
	23	Other expenses (attach schedule) ATCH 10	894,469.	112,115.		62,072.
	24	**Total operating and administrative expenses** Add lines 13 through 23	3,463,199.	2,191,747.		1,651,294.
	25	Contributions, gifts, grants paid	9,034,735.			9,034,735.
	26	**Total expenses and disbursements** Add lines 24 and 25	12,497,934.	2,191,747.	0	10,686,029.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	43,339,051.			
	b	**Net investment income** (if negative, enter -0-)		3,925,884.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 7 Form **990-PF** (2012)
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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	2,850,908.	48,885,352.	48,885,352.
	2	Savings and temporary cash investments	15,626,301.	4,574,355.	4,574,355.
	3	Accounts receivable ▶ 3,267,562.			
		Less allowance for doubtful accounts ▶	8,461,075.	3,267,562.	3,267,562.
	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 11	19,209,101.	37,099,292.	35,268,707.
	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) ATCH 12	175,631,033.	172,072,314.	184,522,373.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 13)	3,619,377.	2,838,132.	2,838,132.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	225,397,795.	268,737,007.	279,356,481.
Liabilities	17	Accounts payable and accrued expenses	2,446.	3,253.	
	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 ▶)	529.		
	23	**Total liabilities** (add lines 17 through 22)	2,975.	3,253.	
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	225,394,820.	268,733,754.	
	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)	225,394,820.	268,733,754.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	225,397,795.	268,737,007.	

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	225,394,820.
2	Enter amount from Part I, line 27a	2	43,339,051.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	268,733,871.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	117.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	268,733,754.

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	3,417,743.
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))
2011	10,620,238.	146,831,591.	0.072329
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

2 Total of line 1, column (d)	2	1.511633
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	0.302327
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	230,902,126.
5 Multiply line 4 by line 3	5	69,807,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,259.
7 Add lines 5 and 6	7	69,847,206.
8 Enter qualifying distributions from Part XII, line 4	8	10,686,029.

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	78,518.
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	78,518.
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	78,518.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	33,585.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	94,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	127,585.
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	49,067.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 49,067. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(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 2012 or the taxable year beginning in 2012 (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* ATCH 15	10	X	

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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 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		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 ▶ ☐			
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		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 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 ▶ ________ , ________ , ________ , ________			
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 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)* 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 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
ATCH 16		984,500.	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
ATCH 17		439,648.
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	174,976,736.
b	Average of monthly cash balances	1b	37,663,534.
c	Fair market value of all other assets (see instructions)	1c	21,778,132.
d	**Total** (add lines 1a, b, and c)	1d	234,418,402.
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	234,418,402.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,516,276.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	230,902,126.
6	**Minimum investment return.** Enter 5% of line 5	6	11,545,106.

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	11,545,106.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	78,518.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	78,518.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	11,466,588.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	11,466,588.
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	11,466,588.

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	10,686,029.
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	10,686,029.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,686,029.

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				11,466,588.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 362,605.				
b	From 2008 535,038.				
c	From 2009 436,744.				
d	From 2010 2,655,601.				
e	From 2011 3,288,508.				
f	**Total** of lines 3a through e	7,278,496.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 10,686,029.				
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)				
d	Applied to 2012 distributable amount				10,686,029.
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).)*	780,559.			780,559.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,497,937.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,497,937.			
10	Analysis of line 9				
a	Excess from 2008 117,084.				
b	Excess from 2009 436,744.				
c	Excess from 2010 2,655,601.				
d	Excess from 2011 3,288,508.				
e	Excess from 2012				

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

1 a 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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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 ▶ ☒ 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

ATCH 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				9,034,735.
Total . . . . ▶ **3a**				9,034,735.
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		1,441,449.			
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	187,314.	
4 Dividends and interest from securities			14	412,853.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	8,677.	
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	-200,726.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER MISC INCOME			39	1,867.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,441,449.		409,985.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,851,434.

(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 of officer or trustee	Date 10/11/14	Title EXEC DIR, TRUSTEE

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	10/05/14		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

2012

Name of the organization
EDWARD P.EVANS FOUNDATION

Employer identification number
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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

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	$ 53,627,218.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020	$ 358,333.	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
EDWARD P.EVANS FOUNDATION	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	MENDOCINO COUNTY PROPERTY - LAND	$ 358,333.	

(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

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)	
		LOSS ON DISP OF LAND IN MENDOCINO, CA					VARIOUS	06/27/2013
291,527.		358,344.					-66,817.	
		LOSS ON SALE OF LAND-HENDERSON PROPERTY					VARIOUS	12/31/2012
515,770.		554,164.					-38,394.	
		LOSS ON SALE OF LAND AND MILL HOUSE					VARIOUS	03/22/2013
185,188.		208,975.					-23,787.	
		LOSS ON SALE-CASANOVA STORE/POST OFFICE					VARIOUS	11/12/2013
77,605.		149,333.					-71,728.	
		SHORT-TERM GAIN THRU VARIOUS PARTNERSHIP					VAR	VAR
327,254.							327,254.	
		LONG-TERM GAIN THRU VARIOUS PARTNERSHIPS					VAR	VAR
3,350,537.							3,350,537.	
		COLLECTIBLES 28% GAIN THROUGH VARIOUS PA					VAR	VAR
2,955.							2,955.	
		SEC 1256 LOSS THRU VAR PSHIPS (ST PORTIO					VAR	VAR
		24,911.					-24,911.	
		SEC 1256 LOSS THRU VAR PSHIPS (LT PORTIO					VAR	VAR
		37,366.					-37,366.	
TOTAL GAIN(LOSS)							3,417,743.	

EDWARD P. EVANS FOUNDATION
EIN: 25-6232129
TAX YEAR ENDING 11/30/2013
RETURN ATTACHMENT, FORM 990 PF, LINE 7 DETAILS

	1	2	3	4	5	6	7	8	9	10
PARTNERSHIP NAME	**GLOBAL ENDOWMENT MNGT FUND II, LP**	**GSCP V AIV, LP**	**GS Capital Partners III, LP**	**GS Capital Partners V, LP**	**GS Mezzanine Partners III, LP**	**GS Mezzanine Partners 2006, LP**	**GS Private Equity Partners, LP**	**GS Vintage Fund II, LP**	**Goldman Sachs Vintage Fund IV, LP**	**Makena Capital Splitter X, LP**
Net Short-Term Gain (Loss)	151,141	0		0	0			122	827	223,361
Net Long-Term Gain (Loss)	874,442	6,262	(79,166)	827,370	16,487	(55,725)	(25,122)	(4,477)	136,069	879,926
Collectibles 28% Gain (Loss)	2,388									567
Sec 1256 Contracts & Straddles	72,878								(216)	(134,811)
K1S TOTAL	**1,100,849**	**6,262**	**(79,166)**	**827,370**	**16,487**	**(55,725)**	**(25,122)**	**(4,355)**	**136,680**	**969,043**
P&L GAIN/LOSS										
TOTAL G/L TO FORM 990 PF, PAGE 1, LINE 7										

11	12	13	14	15	16	17	18	19	20	21	22	Total
Otologics, LLC	Pershing Square LP	Whitehall Street Global RE Limited P-ship 2001	Whitehall Street Global RE Limited P-ship V	Whitehall Street Global RE Limited P-ship VI	Whitehall Street Global RE Limited P-ship VII	Whitehall Street Global RE Limited P-ship VIII	Whitehall Street Global RE Limited P-ship IX	Whitehall Street Global RE Limited P-ship X	Whitehall Street Global RE Limited P-ship XI	Whitehall Street Global RE Limited P-ship XII	Whitehall Street Global RE Limited P-ship XIII	TOTAL FOR ALL K-1S
	(46,708)									0	(1,488)	327,254
	754,852	18,404	(685)		11,547	416	(818)	0	2,491	(1,456)	(7,325)	3,350,537
												2,955
										0	(128)	(62,277) *
0	**708,144**	**18,404**	**(685)**	**0**	**11,547**	**416**	**(818)**	**0**	**2,491**	**(1,456)**	**(8,941)**	**3,618,470**
												(200,726 56)
												3,417,743

* *section 1256 LT portion*	*(37,366)*
section 1256 ST portion	*(24,911)*
Section 1256 total	***(62,277)***

EDWARD P.EVANS FOUNDATION 25-6232129

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		53,627,218.
ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020		358,333.
TOTAL CONTRIBUTION AMOUNTS		53,985,551.

ATTACHMENT 2

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST - SAVINGS/SHORT-TERM	187,314.	187,314.
TOTAL	187,314.	187,314.

ATTACHMENT 3

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST THRU VARIOUS PSHIP INVESTMENTS		967,626.
DIVIDENDS THRU NORTHERN TRUST	410,640.	410,640.
DIVIDENDS THRU VARIOUS PSHIP INVESTMENTS		1,240,585.
DIVIDENDS THRU GOLDMAN SACHS	2,213.	2,213.
TOTAL	412,853.	2,621,064.

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER MISC INCOME	1,867.	1,867.
STUD FEES - QUALITY ROAD HORSE	1,441,449.	
OTHER INCOME REPORTED THRU VAR PSHIPS		-20,303.
SECTION 1296 PFIC MTM GAIN/(LOSS)		2,323.
SECTION 988 GAIN/(LOSS)		-120,091.
SECTION 987 GAIN/(LOSS)		-12,366.
PASSIVE INCOME REPORTED THRU VAR PSHIPS		19,869.
ORDINARY GAIN (FORM 4797)		11,534.
TOTALS	1,443,316.	-117,167.

ATTACHMENT 5

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HOLLAND & KNIGHT	219,733.			219,733.
HOWARD, MORRISON,ROSS & WHELAN	2,010.			2,010.
CULLEN AND DYKMAN LLP	105,156.			105,156.
FARRAND COOPER PC	9,637.			9,637.
JUD A. FISHEL	21,893.			21,893.
TOTALS	358,429.			358,429.

ATTACHMENT 6

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG	87,579.	43,790.		43,790.
OTHER ACCOUNTING FEES	21,499.	10,750.		10,750.
TOTALS	109,078.	54,540.		54,540.

EDWARD P.EVANS FOUNDATION 25-6232129

ATTACHMENT 7

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES REP THRU K-1'S		1,495,751.	
OTHER PROFESSIONAL FEES	98,708.		98,708.
INVESTMENT FEES	58,725.	58,725.	
TOTALS	157,433.	1,554,476.	98,708.

ATTACHMENT 8

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXP THRU VAR PSHIPS		387,365.
TOTALS		387,365.

ATTACHMENT 9

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ESTIMATED EXCISE TAX PAYMENT	15,000.		
UBI TAXES	50,000.		
REAL ESTATE TAXES	2,023.		2,023.
FYE 11.30.12 EXTENSION PAYMENT	20,000.		
FOREIGN TAXES THRU VAR PSHIPS		83,172.	
MEDICARE TAX THRU VAR PSHIPS		79.	
TOTALS	87,023.	83,251.	2,023.

ATTACHMENT 10

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSE	15,947.		15,947.
BANK FEES	45.	45.	
PROGRAM EXPENSES	44,289.		44,289.
OTHER EXP-THRU VARIOUS PSHIPS		112,070.	
SPRING HILL FARM OPERATIONS	676,155.		
QUALITY ROAD BOARDING EXPENSES	69,855.		
MEMBERSHIP DUES	1,836.		1,836.
INSURANCE PREMIUM-QUALITY ROAD	86,342.		
TOTALS	894,469.	112,115.	62,072.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT A ATTACHED	37,099,292.	35,268,707.
TOTALS	37,099,292.	35,268,707.

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GLOBAL ENDOWMENT INVESTMENTS	47,340,578.	57,350,038.
MACKENA CAPITAL INVESTMENTS	50,000,000.	56,341,209.
AW JONES INVESTMENTS	3,892,621.	4,604,546.
BAY RESOURCES INVESTMENTS	9,537,537.	12,481,951.
ELLIOT INVESTMENTS	6,186,825.	7,681,763.
TACONIC INVESTMENTS	5,644,731.	7,358,283.
OWL CREEK INVESTMENTS	5,182,453.	7,022,842.
PERSHING SQUARE	11,184,656.	12,741,741.
EDWARD EVANS FARM, LLC	33,102,913.	18,940,000.
TOTALS	172,072,314.	184,522,373.

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SOFTWARE	9,000.	9,000.
LESS: ACCUMULATED DEPRECIATION	-4,500.	-4,500.
WEBSITE	29,000.	29,000.
LESS: ACCUMULATED DEPRECIATION	-14,500.	-14,500.
RACING HORSE - QUALITY ROAD	5,000,000.	5,000,000.
LESS: ACCUMULATED DEPRECIATION	-2,180,868.	-2,180,868.
TOTALS	2,838,132.	2,838,132.

EDWARD P EVANS FOUNDATION
EIN 25-6232129
YEAR ENDED 11/30/2013

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

P. Evans Foundation
2012 - November 30, 2013

Date	Name	Address	Foundation Status	Purpose	Amount
12/11/2012	AA & MDSIF	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	2012 ASH Satellite Symposium - MDS	100,000 00
01/09/2013	Simmaron Research Foundation	948 Incline Way, incline Village, NV 89450	509 (a) (1)	Simmaron Research - Peterson Fellow - CFS	75,000 00
01/09/2013	Vanderbilt University	2301 Vanderbilt Place, Nashville, TN, 37235	509 (a) (1)	MDS Research - Dr Zinkel/My Cancer Genome	513,750 00
02/08/2013	AA & MDSIF	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	AA&MDSIF Clinical Research Consortium - MDS	200,000 00
03/01/2013	University of Kentucky	Lexington, KY 40506	509 (a) (3) Type I	MDS Consortium	1,000,000 00
03/01/2013	AA & MDSIF	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	AA&MDSIF MDS Consortium Payment	3,200,000 00
03/18/2013	Griffith University	Fullterton, CA 92833	509 (a) (1)	Natural Killer Cells Research - CFS	205,647 04
03/19/2013	NK 2013 - 14th Meeting of the Society for	116 1/2 Natchez St, Pittsburgh, PA 15211	509 (a) (2)	Natural Killer Cells Conference - CFS	15,986 40
04/08/2013	M D Anderson Cancer Center	1515 Holcombe Blvd Houston TX 77030	170 (b) Public University	MD Anderson - Dr Logothetis Research project	200,000 00
04/09/2013	Brigham & Womens	75 Francis Street, Boston, MA 02115	509 (a) (1)	Ben Ebert Research - MDS	395,000 00
04/21/2013	Simmaron Research Foundation	948 Incline Way, incline Village, NV 89450	509 (a) (1)	Spinal Fluid Study - CFS	19,425 00
05/12/2013	Columbia Medical Center/NY Presbyterian	630 W 168th St Ste 2-460, New York, NY 10032	509 (a) (3) Type I	Spinal Fluid Study - CFS	48,718 50
05/13/2013	Open Medicine Foundation	2500 Hospital Dr Bldg 2, Mountain View, CA 94040	509 (a) (1)	Genomic Sequencing CFS Samples	250,000 00
05/28/2013	Leukemia & Lymphoma Society	600 3rd Ave, New York, NY	509 (a) (1)	MDS Research	1,000,000 00
07/01/2013	Damon Runyon Cancer Research Fdtn	55 Broadway, Suite 302, New York, NY 10006	509 (a) (1)	MDS Research	150,000 00
07/09/2013	AA & MDSIF	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	2013 ASH Symposium - MDS	100,000 00
07/09/2013	AA & MDSIF	100 Park Ave Suite 108, Rockville MD 20850	509 (a) (1)	MDS Basic Science Summit	200,000 00
07/30/2013	Open Medicine Foundation	2500 Hospital Dr Bldg 2, Mountain View, CA 94040	509 (a) (1)	Genomic Sequencing CFS Samples	250,000 00
08/30/2013	Faster Cures	1250 Fourth St, Santa Monica CA 90401	509 (a) (1)	Conference Support	50,000 00
08/30/2013	Vanderbilt University	2301 Vanderbilt Place, Nashville, TN, 37235	509 (a) (1)	MDS/Myc Research	450,408 00
10/04/2013	Brigham & Womens Hospital	75 Francis Street, Boston, MA 02115	509 (a) (1)	Scientific Advisory Board - Ben Ebert Lab Support	5,000 00
10/04/2013	Dana Farbert Cancer Institute - David	450 Brookline Avenue, Boston, MA 02115	509 (a) (1)	Scientific Advisory Board - Clinical Team Support	5,000 00
10/04/2013	Prostate Cancer Foundation	1250 Fourth St, Santa Monica CA 90401	509 (a) (1)	Jonathan Simons - General Support	100,000 00
10/16/2013	Prostate Cancer Foundation	1250 Fourth St, Santa Monica CA 90401	509 (a) (1)	DNA Damage and Repair research	500,000 00
11/30/2013	Christoferi Foundation	PO Box 228, Casanova, VA 20139	501 (c) (1)	General Support	800 00
					9,034,734.94

STATEMENT A

Edward P. Evans Foundation
EIN: 25-6232129
Balance Sheet
FYE 11/30/13

ACCOUNT NAME	BEGINNING OF YEAR	END OF YEAR	
	BOOK VALUE	BOOK VALUE	FMV
CASH AND CASH EQUIVALENTS			
Northern Trust Checking	100,188	15,080	15,080
Northern Trust Savings	-	47,375,604	47,375,604
FTIC - Money Market	92	-	-
FTCI - US T&A DTD	-	-	-
FTCI - Checking	-	-	-
E. Evans Properties, LLC - Cash Acct	13,405	-	-
Spring Hill Farms - Cash Acct	1,845,046	1,477,613	1,477,613
E. Evans Properties II, LLC - Cash Acct	875,122	-	-
E. Evans Farm, LLC - Cash Acct	17,055	17,055	17,055
TOTAL CASH	**2,850,908**	**48,885,352**	**48,885,352**
GS MM Fund	1,724,158	3,836,051.68	3,836,051.68
MFB NI Treasury Market	13,902,143	738,303	738,303
SAVINGS AND OTHER TEMP INVESTMENTS	**15,626,301**	**4,574,355**	**4,574,355**
TOTAL CASH	**18,477,209**	**53,459,707**	**53,459,707**
ACCOUNTS RECEIVABLE			
Due/ To/From Related Parties	-	-	-
Promissory Note-Santa Escolasta	40,000	-	-
Promissory Note-Trust fbo A.E.McDonald	2,127,786	-	-
Promissory Note-Trust fbo J.P.Evans	2,127,786	-	-
Promissory Note-Descendents	4,165,503	3,267,562	3,267,562
TOTAL A/R	**8,461,075**	**3,267,562**	**3,267,562**
INVESTMENTS - CORP STOCK			
Northern Trust Investments:			
Thomas Group Inc	4,234,015	4,234,015	4,396
MFG Vanguard Total Stock	2,884,162	12,884,085	14,278,171
MFG Vanguard Int'l Equity Index FDS	-	9,999,949	10,312,489
Altria Group	3,915,120	3,915,120	4,001,190
Eaton Corp	1,118,289	1,118,289	1,016,560
TOTAL NT	**12,151,586**	**32,151,458**	**29,612,806**
Goldman Sachs Investments:			
GS Private Equity Partners LP	149,372	149,372.00	63,212
GS Vintage Fund II LP	582,119	460,427.95	420,420
GS Vintage Fund IV LP	2,366,892	1,899,625.38	1,851,822
GS Capital Partners III LP	63,684	56,762.00	2,050

STATEMENT A

Edward P. Evans Foundation
EIN: 25-6232129
Balance Sheet
FYE 11/30/13

GS Capital Partners V LP	2,278,245	1,256,891.00	2,280,343
GS Mezzanine Partners III LP	458,018	353,017.00	149,200
GS Mezzanine Partners 2006 LP	937,294	774,593.00	575,820
Whitehall Street Real Estate LP V/VI	23,879	23,879.00	14,327
Whitehall Street Real Estate LP VII/VIII	(33,458)	(156,990.00)	12,471
Whitehall Street Real Estate LP IX/X	31,956	31,956.00	9,722
Whitehall Street Real Estate LP XI/XII	52,124	52,124.00	23,020
Whitehall Street Real Estate LP XIII/XIV	191,327	191,327.00	63,064
Whitehall Street Global RE LP 2001	(43,937)	(145,150.00)	190,430
TOTAL GS	**7,057,515**	**4,947,834**	**5,655,901**
OTHER SECURITIES		-	-
TOTAL INVESTMENTS - CORP STOCK	**19,209,101**	**37,099,292**	**35,268,707**
INVESTMENTS - OTHER			
Accrued Interest on the Northern Trust account	-		-
Global Endowment Investments	50,000,000	47,340,578	57,350,038
Makena Capital Investments	50,000,000	50,000,000	56,341,209
A.W. Jones Investments	3,892,621	3,892,621	4,604,546
Bay Resources Investments	9,537,537	9,537,537	12,481,951
Elliot Investments	6,186,825	6,186,825	7,681,763
Taconic Investments	5,644,731	5,644,731	7,358,283
Owl Creek Investments	5,182,453	5,182,453	7,022,842
Pershing Square Investments	11,184,656	11,184,656	12,741,741
Edward Evans Farm, LLC	33,102,913	33,102,913	18,940,000
Edward Evans Properties, LLC	345,133	-	-
Edward Evans Properties II, LLC	554,164	-	-
TOTAL INVESTMENTS - OTHER	**175,631,034**	**172,072,315**	**184,522,373**
OTHER ASSETS - FIXED ASSETS			
Quality Road (racing horse)	5,000,000	5,000,000	5,000,000
Software	9,000	9,000	9,000
Website	29,000	29,000	29,000
TOTAL FA	**5,038,000**	**5,038,000**	**5,038,000**
ACCUMULATED DEPRECIATION & AMORTIZATION			
Accumulated Depr.-Quality Road	(1,412,290)	(2,180,868)	(2,180,868)
Accumulated Amort.-Website	(4,833)	(14,500)	(14,500)
Accumulated Dep.-Software	(1,500)	(4,500)	(4,500)
TOTAL A/D	**(1,418,623)**	**(2,199,868)**	**(2,199,868)**
TOTAL FA LESS A/D	**3,619,377**	**2,838,132**	**2,838,132**

STATEMENT A

Edward P. Evans Foundation
EIN: 25-6232129
Balance Sheet
FYE 11/30/13

TOTAL ASSETS	**225,397,796**	**268,737,008**	**279,356,481**
LIABILITIES AND EQUITY			
Accounts Payable - Credit Card	2,446	3,253	3,253
Due to/from Trustees	529	-	-
Capital Stock	**225,394,821**	**268,733,756**	**279,353,228**
TOTAL LIABILITIES AND EQUITY	**225,397,796**	**268,737,008**	**279,356,481**

ATTACHMENT 14

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

DESCRIPTION		AMOUNT
ROUNDING DIFFERENCES		117.
	TOTAL	117.

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		53,627,218.
TOTAL CONTRIBUTION AMOUNTS		53,627,218.

EDWARD P.EVANS FOUNDATION 25-6232129

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 8.00	208,625.	0	0
WILLIAM FARISH, IV LANE'S END FARM 1500 MIDWAY ROAD, P.O BOX 626 VERSAILLES, KY 40383	TRUSTEE 8.00	208,625.	0	0
CATHERINE MORAETIS P.O. BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE/ EXECUTIVE DIRECTOR 60.00	358,625.	0	0
JEFFERSON TARR 145 CENTRAL PARK WEST NEW YORK, NY 10023	TRUSTEE 8.00	208,625.	0	0
	GRAND TOTALS	984,500.	0	0

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

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
CULLEN AND DYKMAN LLP 1000 QUENTIN ROOSEVELT BLVD GARDEN CITY, NY 11530-4850	LEGAL	105,156.
HOLLAND & KNIGHT 31 W 52ND STREET NEW YORK, NY 10019	LEGAL	219,733.
JUD A. FISHEL 24 ASHBY STREET WARRENTON, VA 20186-3254	LEGAL	21,893.
RUSSELL REYNOLDS ASSOCIATES, INC 200 PARK AVENUE NEW YORK, NY 10166-0002	PROFESSIONAL FEES	42,866.
SCOTT HIEBERT 512 PRESTON RESEARCH BUILDING NASHVILLE, TN 37232-0146	PROFESSIONAL FEES	50,000.
	TOTAL COMPENSATION	439,648.

ATTACHMENT 18

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

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

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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

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	302,343.
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 2011 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	302,343.

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	3,115,400.
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	97,196.
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 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	3,212,596.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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			302,343.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			3,212,596.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			11,980.
c	28% rate gain	14c			2,955.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			3,514,939.

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 (   )

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 $2,400			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 2012 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 2012 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)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

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 SHORT-TERM GAIN THRU VARIOUS PARTNERSHIPS			327,254.		327,254.
SEC 1256 LOSS THRU VAR PSHIPS (ST PORTION)				24,911.	-24,911.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 302,343.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

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 LOSS ON DISP OF LAND IN MENDOCINO, CA	VARIOUS	06/27/2013	291,527.	358,344.	-66,817.
LOSS ON SALE OF LAND-HENDERSON PROPERTY	VARIOUS	12/31/2012	515,770.	554,164.	-38,394.
LOSS ON SALE OF LAND AND MILL HOUSE	VARIOUS	03/22/2013	185,188.	208,975.	-23,787.
LOSS ON SALE-CASANOVA STORE/POST OFFICE	VARIOUS	11/12/2013	77,605.	149,333.	-71,728.
LONG-TERM GAIN THRU VARIOUS PARTNERSHIPS			3,350,537.		3,350,537.
COLLECTIBLES 28% GAIN THROUGH VARIOUS PARTNERSH			2,955.		2,955.
SEC 1256 LOSS THRU VAR PSHIPS (LT PORTION)				37,366.	-37,366.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 3,115,400.

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.

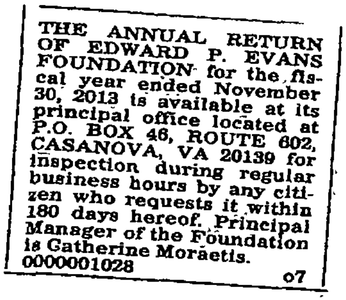
2. In the area of medical research, the Settlor desires to encourage cooperation among organizations specializing or engaging in research related to certain diseases, such as myelodysplastic syndromes ("MDS")/leukemia and chronic fatigue syndrome research. Any grant should require that measurable criteria 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, *ss:*



THE ANNUAL RETURN OF EDWARD P. EVANS FOUNDATION for the fiscal year ended November 30, 2013 is available at its principal office located at P.O. BOX 46, ROUTE 602, CASANOVA, VA 20139 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is Gatherine Moraetis.
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Emogene Hayes, 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 7th day of October, 2014.

TO WIT: OCTOBER 7, 2014

SWORN TO BEFORE ME, this 7th day
Of October, 2014.

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 2013)

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 . . . . ▶ ☒
- 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 EDWARD P.EVANS FOUNDATION	Employer identification number (EIN) or 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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 ▶ 212 7659500 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 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning 12/01 , 2012 , and ending 11/30 , 20 13

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**	$ 127,585.
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**	$ 33,585.
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**	$ 94,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

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

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).

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: EDWARD P.EVANS FOUNDATION

Employer identification number (EIN) or: 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 ▶ 212 7659500 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 15

5 For calendar year ______ , or other tax year beginning 12/01 , 20 13 , and ending 11/30 , 20 14

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 OF THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 127,585.
b	If this application is for Forms 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	$ 127,585.
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 Reilly Title ▶ MARY C. REILLY Date ▶ 07/01/2014