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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
THE WIDGEON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
26604 E BONFIELD ROAD

City or town, state or province, country, and ZIP or foreign postal code
OXFORD, MD 21654-1425

A Employer identification number
13-6113927

B Telephone number
410-822-7707

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **3,216,241.**

J Accounting method
 Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	726,071.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	98,916.	98,916.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,518.			
	b Gross sales price for all assets on line 6a	767,217.			
	7 Capital gain net income (from Part IV, line 2)		25,518.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales, less returns and allowances				
b Less cost of goods sold					
11 Gross profit or (loss)					
Other income	1,310.	1,310.		STATEMENT 2	
12 Total. Add lines 1 through 11	851,815.	125,744.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,000.	0.		31,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,010.	0.		1,010.
	b Accounting fees STMT 4	5,000.	0.		5,000.
	c Other professional fees STMT 5	26,661.	26,661.		0.
	17 Interest				
	18 Taxes STMT 6	13,440.	371.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,301.	0.		2,301.
	22 Printing and publications				
	23 Other expenses STMT 7	5,199.	0.		5,199.
	24 Total operating and administrative expenses. Add lines 13 through 23	84,611.	27,032.		44,510.
	25 Contributions, gifts, grants paid	216,297.			216,297.
26 Total expenses and disbursements. Add lines 24 and 25	300,908.	27,032.		260,807.	
27 Subtract line 26 from line 12	550,907.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		98,712.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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SCANNED JUL 31 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	509,465.	9,852.	9,852.
	2 Savings and temporary cash investments	215,459.	158,127.	158,127.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	1,578,422.	2,190,961.	2,190,961.
	c Investments - corporate bonds STMT 9	210,258.	681,892.	681,892.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	0.	103,019.	103,019.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ ARTIFACTS)	72,390.	72,390.	72,390.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	2,585,994.	3,216,241.	3,216,241.	
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			
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,585,994.	3,216,241.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	2,585,994.	3,216,241.		
31 Total liabilities and net assets/fund balances	2,585,994.	3,216,241.		

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	2,585,994.
2 Enter amount from Part I, line 27a	2	550,907.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	79,340.
4 Add lines 1, 2, and 3	4	3,216,241.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,216,241.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a PUBLICLY TRADED SECURITIES - PNC	P	01/01/13	12/01/13
b PUBLICLY TRADED SECURITIES - UBS	P	01/01/13	12/01/13
c PUBLICLY TRADED SECURITIES - UBS	P	01/01/12	12/01/13
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 66,000.		57,806.	8,194.
b 291,165.		313,221.	<22,056.>
c 410,052.		370,672.	39,380.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			8,194.
b			<22,056.>
c			39,380.
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	25,518.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	230,169.	2,594,798.	.088704
2011	294,007.	2,680,829.	.109670
2010	291,993.	2,691,381.	.108492
2009	234,512.	2,747,538.	.085354
2008	329,769.	3,572,670.	.092303

2 Total of line 1, column (d)	2	.484523
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	.096905
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,067,376.
5 Multiply line 4 by line 3	5	297,244.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	987.
7 Add lines 5 and 6	7	298,231.
8 Enter qualifying distributions from Part XII, line 4	8	260,807.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,974.
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	1,974.
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	1,974.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,096.	
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	9,096.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	7,122.	STATEMENT 12
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	4,202.	2,000. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation $\$$ 0. (2) On foundation managers $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 11

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>RICHARD ROBINSON</u> Telephone no ▶ <u>410-822-7707</u> Located at ▶ <u>26604 E. BONFIELD ROAD, OXFORD, MD</u> ZIP+4 ▶ <u>21654-1425</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870. X

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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD ROBINSON 26604 E BONFIELD RD OXFORD, MD 21654	PRESIDENT 20.00	22,000.	0.	0.
KATHERINE P. MOYE 424 MOSBY DRIVE, SW LEESBURG, VA 20175	VICE PRESIDENT 5.00	0.	0.	0.
LINDA MORRIS ROBINSON 26604 E BONFIELD RD OXFORD, MD 21654	SECRETARY/TREASURER 15.00	9,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,895,188.
b	Average of monthly cash balances	1b	218,899.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,114,087.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,114,087.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,067,376.
6	Minimum investment return. Enter 5% of line 5	6	153,369.

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	153,369.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,974.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,974.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	151,395.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	151,395.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	151,395.

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	260,807.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	260,807.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	260,807.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				151,395.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	153,918.			
b From 2009	103,929.			
c From 2010	167,924.			
d From 2011	165,048.			
e From 2012	109,496.			
f Total of lines 3a through e	700,315.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 260,807.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				151,395.
e Remaining amount distributed out of corpus	109,412.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	809,727.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	153,918.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	655,809.			
10 Analysis of line 9				
a Excess from 2009	103,929.			
b Excess from 2010	167,924.			
c Excess from 2011	165,048.			
d Excess from 2012	109,496.			
e Excess from 2013	109,412.			

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

N/A

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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

NONE

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 address of the person to whom applications should be addressed

SEE STATEMENT 13

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				
AMERICAN RED CROSS VA CAPITAL REGION 420 E. CARY ST. RICHMOND, VA 23219	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	4,000.
ASSOC. OF STATE FLOODPLAIN MANAGERS FOUNDATION 575 DONOFRIO DRIVE SUITE 200 MADISON, WI 53719	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	9,000.
ATRINS ARBORETUM PO BOX 100 12610 EVELAND ROAD RIDGELY, MD 21660	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
AVALON FOUNDATION 40 E. DOVER ST. EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
BOULDER CREST RETREAT PO BOX 117 18370 BLUEMONT VILLAGE LN BLUEMONT, VA 20135	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
Total SEE CONTINUATION SHEET(S)				216,297.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BOY SCOUTS OF AMERICA, TROOP 738 C/O WELBORNE UNITED METHODIST CHURCH 920 MAYBEURY DRIVE RICHMOND, VA 23229	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
CAMPBELL UNIVERSITY THE ADDIE CURRIE PREVATTE DIXON SCHOLARSHIP FUND PO BOX 4050 BUIES CREEK, NC 27506	NONE	501(C)(3)	ENDOWMENT OF A SCHOLARSHIP FUND	3,000.
CAPITAL HOSPICE 209 GIBSON ST., SW SUITE 202 LEESBURG, VA 20176	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	9,000.
COAL PIT LEARNING CENTER PO BOX 800 GLEN ALLEN, VA 23060	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	9,000.
DELTA CHI EDUCATIONAL FOUNDATION - APPLACHIAN STATE UNIVERSITY PO BOX 2113 IOWA CITY, IA 52244	NONE	501(C)(3)	ENDOWMENT OF A SCHOLARSHIP FUND	1,000.
FOR ALL SEASONS, INC. 300 TALBOT ST. EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
FREEDOM ROWERS, INC. 10 E. DOVER ST. EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
FRIENDS OF HILLSBOROUGH COUNTY ANIMAL SERVICES PO BOX 2191 SEFFNER, FL 33583	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
HABITAT FOR HUMANITY CHOPTANK PO BOX 2366 EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
HIGH POINT UNIVERSITY 833 MONTLIEU AVE. HIGH POINT, NC 27262	NONE	GOVERNMENT	ENDOWMENT OF A SCHOLARSHIP FUND	8,000.
Total from continuation sheets				178,297.

Part XV Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

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
JAMESTOWN 4 H EDUCATIONAL CENTER 3751 4-H CLUB ROAD WILLIAMSBURG, VA 23185	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	8,000.
KAPPA ALPHA THETA FOUNDATION 8740 FOUNDERS ROAD INDIANAPOLIS, IN 46268	NONE	501(C)(3)	ENDOWMENT OF A SCHOLARSHIP FUND	1,000.
LEESBURG BAPTIST CHURCH 835 LEE AVE., SW LEESBURG, VA 20175	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	6,000.
LOUDOUN COUNTY SALVATION ARMY PO BOX 47 LEESBURG, VA 20178	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	9,000.
LOUDOUN INTERFAITH RELIEF, INC. 750 MILLER DRIVE SE LEESBURG, VA 20175	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
NELSON COUNTY FOOD PANTRY 9890 THOMAS NELSON HWY PO BOX 353 LOVINGSTON, VA 22949	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
OXFORD MUSEUM 101 S MORRIS ST OXFORD, MD 21654	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
PROJECT AWARE FOUNDATION 30151 TOMAS SUITE 200 RANCHO SANTA MARGARITA, CA 92688	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
RONALD MCDONALD HOUSE OF NORTHERN VA 3312 GALLOWS ROAD FALLS CHURCH, VA 22042	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
ROOM TO READ 111 SUTTER STREET 16TH FLOOR SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SAINTS PETER & PAUL SCHOOLS 900 HIGH STREET EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
SPECIAL OPERATIONS WARRIOR FOUNDATION PO BOX 13483 TAMPA, FL 33681	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	6,000.
ST. MARKS PRESCHOOL 100 PEACHBLOSSOM ROAD EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
TALBOT HOSPICE FOUNDATION 586 CYNWOOD DRIVE EASTON, MD 21601	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
THE BRANNOCK EDUCATION AND RESEARCH CENTER 100 HIGH ST. CAMBRIDGE, MD 21613	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
THE READ CENTER 2000 BREMO ROAD, SUITE 102 RICHMOND, VA 23226	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	8,000.
UNIVERSITY OF MARYLAND OFFICE OF THE BURSAR COLLEGE PARK, MD 20742	NONE	GOVERNMENT	ENDOWMENT OF A SCHOLARSHIP FUND	12,000.
UNIVERSITY OF PITTSBURGH 3416 WESLEY W. POSVAR HALL 230 S. BOUQUET STREET PITTSBURGH, PA 15260	NONE	GOVERNMENT	ENDOWMENT OF A SCHOLARSHIP FUND	41,670.
VIRGINIA HUNTERS WHO CARE, INC. PO BOX 304 BIG ISLAND, VA 24526	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	4,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PNC WEALTH MANAGEMENT	26,904.	0.	26,904.	26,904.	
UBS FINANCIAL SERVICES	72,012.	0.	72,012.	72,012.	
TO PART I, LINE 4	98,916.	0.	98,916.	98,916.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	1,310.	1,310.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,310.	1,310.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,010.	0.		1,010.
TO FM 990-PF, PG 1, LN 16A	1,010.	0.		1,010.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	26,661.	26,661.		0.
TO FORM 990-PF, PG 1, LN 16C	26,661.	26,661.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	371.	371.		0.
FEDERAL TAXES	13,069.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,440.	371.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	25.	0.		25.
BUSINESS EXPENSES	94.	0.		94.
REGISTRATION FEES	250.	0.		250.
POSTAGE	103.	0.		103.
SUPPLIES	2,700.	0.		2,700.
TELECOMMUNICATIONS	2,027.	0.		2,027.
TO FORM 990-PF, PG 1, LN 23	5,199.	0.		5,199.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
EQUITIES		2,190,961.	2,190,961.
TOTAL TO FORM 990-PF, PART II, LINE 10B		2,190,961.	2,190,961.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME		681,892.	681,892.
TOTAL TO FORM 990-PF, PART II, LINE 10C		681,892.	681,892.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITIES AND OTHER MUTUAL FUNDS	FMV	103,019.	103,019.
TOTAL TO FORM 990-PF, PART II, LINE 13		103,019.	103,019.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD ROBINSON
26604 E BONFIELD ROAD
OXFORD, MD 21654

TELEPHONE NUMBER

410-822-7707

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATION SETTING FORTH THE APPLICANT'S NAME, ACTIVITIES, PURPOSE OF THE AWARD, NEED STATEMENT, FINANCIAL STATEMENTS, TAX DETERMINATION LETTER AND MOST RECENTLY FILED FORM 990.

ANY SUBMISSION DEADLINES

NONE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIMARILY MEDICAL, RELIGIOUS, ENVIRONMENTAL, AND EDUCATIONAL ORGANIZATIONS IN MD, VA, AND PA.