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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER		A Employer identification number 20-0059321	
Number and street (or P O box number if mail is not delivered to street address) 204 S ERLWOOD COURT		B Telephone number (see instructions) (804) 553-1900	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23229		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 8,555,980		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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) (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)	26,182			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18	18		
	4 Dividends and interest from securities.	154,489	154,489		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	467,415			
	b Gross sales price for all assets on line 6a 4,835,106				
	7 Capital gain net income (from Part IV, line 2) . . .		467,415		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	648,104	621,922		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 4,825	2,413		2,412
	c Other professional fees (attach schedule)	 21,391	21,391		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 441	441		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 63	31		32
	24 Total operating and administrative expenses. Add lines 13 through 23	26,720	24,276		2,444
	25 Contributions, gifts, grants paid	216,619			216,619
	26 Total expenses and disbursements. Add lines 24 and 25	243,339	24,276		219,063
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	404,765			
	b Net investment income (if negative, enter -0-)		597,646		
	c Adjusted net income (if negative, enter -0-)				

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	23,366	8,424	8,424
	2	Savings and temporary cash investments	153,327	61,857	61,857
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,315,388	4,760,222	5,688,110
	c	Investments—corporate bonds (attach schedule).	1,494,275	1,564,914	1,500,177
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,209,623	1,205,327	1,297,412
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,195,979	7,600,744	8,555,980	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	7,195,979	7,600,744	
	30	Total net assets or fund balances (see page 17 of the instructions)	7,195,979	7,600,744	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,195,979	7,600,744		

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	7,195,979
2	Enter amount from Part I, line 27a	2	404,765
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,600,744
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	7,600,744

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	467,415
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	160,670	4,403,223	0 036489
2011	142,497	3,252,734	0 043808
2010	39,029	2,973,648	0 013125
2009	159,435	2,467,592	0 064612
2008	23,162	3,295,105	0 007029

2	Total of line 1, column (d).	2	0 165063
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 033013
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,974,690
5	Multiply line 4 by line 3.	5	263,268
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,976
7	Add lines 5 and 6.	7	269,244
8	Enter qualifying distributions from Part XII, line 4. 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	8	219,063

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	11,953
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	11,953
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	11,953
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,040
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	1,040
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	10,913
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-AStatements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

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).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of YOUNT HYDE BARBOUR PC Telephone no (804) 553-1900 Located at 4405 COX ROAD SUITE 225 GLEN ALLEN VA ZIP +4 23060			
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		
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?	16	Yes	No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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
JANET LEWIS SAUER 204 S ERLWOOD COURT RICHMOND,VA 23229	PRESIDENT/DIRECTOR 1 00	0	0	0
BRADFORD B SAUER 2000 WEST BROAD STREET RICHMOND,VA 23220	SECRETARY/DIRECTOR 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	8,081,705
b	Average of monthly cash balances.	1b	14,427
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,096,132
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	8,096,132
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	121,442
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,974,690
6	Minimum investment return. Enter 5% of line 5.	6	398,735

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	398,735
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	11,953
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,953
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	386,782
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	386,782
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	386,782

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	219,063
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	219,063
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	219,063
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				386,782
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			216,519	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				34,374
b From 2009.				16,408
c From 2010.				13,542
d From 2011.				16,539
e From 2012.				111,222
f Total of lines 3a through e.	192,085			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 219,063				
a Applied to 2012, but not more than line 2a			216,519	
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.				2,544
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	192,085			192,085
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				192,153
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

1a 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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	216,619
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

☒ No

b

If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2014-05-13

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name ALEXANDER D ECCARD CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00424965
Firm's name	YOUNT HYDE & BARBOUR PC			Firm's EIN 54-1149263
Firm's address	4405 COX ROAD SUITE 225 GLEN ALLEN, VA 23060			Phone no (804) 553-1900

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9,846 00 SHS PIMCO LOW DURATION	P	2012-01-01	2013-01-29
24,243 98 SHS RIDGEWORTH LARGE CAP VALUE EQTY #RGD4	P	2012-01-01	2013-01-29
72,469 907 SHS FEDERATED STRATEGIC VALUE	P	2012-01-01	2013-03-26
9,212 029 SHS GOLDMAN SACHS GROWTH OPPTYS	P	2012-01-01	2013-03-26
18,106 367 SHS HARBOR CAP APPRECIATION	P	2012-01-01	2013-03-26
34,076 322 SHS HARTFORD DIVIDEND & GROWTH	P	2012-01-01	2013-03-26
8,800 00 SHS NEUBERGER BERMAN HIGH INCOME BD	P	2012-01-01	2013-03-26
22,177 886 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2012-01-01	2013-03-26
1,527 224 SHS EATON VANCE ATLANTA CAPITAL SMID	P	2012-01-01	2013-08-12
2,374 725 SHS EATON VANCE FLOATING RATE	P	2012-01-01	2013-08-12
604 703 SHS GOLDMAN SACHS LOC EMG MK	P	2012-01-01	2013-08-12
18,897 869 SHS JPMORGAN U S EQUITY FUND-INST	P	2012-01-01	2013-08-12
27,943 873 SHS NEUBERGER BERMAN HI IN B-INS	P	2012-01-01	2013-08-12
829 532 SHS OPPENHEIMER DEVELOPING MKT-Y	P	2012-01-01	2013-08-12
15,893 878 SHS PIMCO TOTAL RETURN FUND-INST	P	2012-01-01	2013-08-12
11,415 094 SHS PIMCO INVESTMENT GRD CORP-IN	P	2012-01-01	2013-08-12
1,621 074 SHS PIMCO EMERGING LOCAL BOND INST	P	2012-01-01	2013-08-12
20 884 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2012-01-01	2013-08-12
9,210 526 SHS VANGUARD M/B SECUR INDX-SIG	P	2012-01-01	2013-08-12
49 938 SHS NEUBERGER BERMAN HI IN B-INS	P	2012-01-01	2013-09-23
29 669 SHS VANGUARD M/B SECUR INDX-SIG	P	2012-01-01	2013-09-23
301 794 SHS ABERDEEN-EQY LONG SHORT-IN	P	2012-01-01	2013-10-16
639 854 SHS DOUBLELINE TOTAL RET BD	P	2012-01-01	2013-10-16
175 055 SHS EATON VANCE ATLANTA CAPITAL SMID	P	2012-01-01	2013-10-16
273 224 SHS EATON VANCE FLOATING RATE	P	2012-01-01	2013-10-16
1,198 569 SHS FEDERATED STRATEGIC VAL DIV IS	P	2012-01-01	2013-10-16
812 274 SHS ABSOLUTE STRATEGIES FUND	P	2012-01-01	2013-10-16
225 734 SHS GOLDMAN SACHS LOC EMG MK	P	2012-01-01	2013-10-16
6,487 485 SHS T ROWE PRICE INST L/C GRWTH	P	2012-01-01	2013-10-16
6,227 064 SHS JOHN HANCOCK III DISCPLN V	P	2012-01-01	2013-10-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
819 434 SHS JPMORGAN U S EQUITY FUND-INST	P	2012-01-01	2013-10-16
183 318 SHS WESTERN ASSET MTG BKD SEC	P	2012-01-01	2013-10-16
21,082 30 SHS MANNING & NAPIER WORLD OPPOR	P	2012-01-01	2013-10-16
2,366 88 SHS OPPENHEIMER DEVELOPING MKT	P	2012-01-01	2013-10-16
189 394 SHS PIMCO INVESTMENT GRD CORP	P	2012-01-01	2013-10-16
203 666 SHS PIMCO EMERGING LOCAL BOND INST	P	2012-01-01	2013-10-16
211 327 SHS OSTERWEIS STRATEGIC INC FD	P	2012-01-01	2013-10-16
417 445 SHS WASATCH LONG/SHORT FUND-INS	P	2012-01-01	2013-10-16
30 00 SHS ISHARES BARCLAYS 3-7 YEAR ETF	P	2012-01-01	2013-10-18
40 00 SHS PIMCO 1-5 YEAR US TIPS INDEX ETF	P	2012-01-01	2013-10-18
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
103,087		104,936	-1,849
367,296		307,823	59,473
387,714		363,514	24,200
245,501		207,285	38,216
810,622		749,539	61,083
782,052		699,943	82,109
84,392		80,314	4,078
239,078		238,553	525
34,500		26,998	7,502
21,800		21,847	-47
5,400		5,873	-473
257,200		232,100	25,100
263,790		255,330	8,460
29,100		27,728	1,372
171,972		179,577	-7,605
121,000		125,718	-4,718
16,000		17,473	-1,473
218		225	-7
189,000		192,968	-3,968
474		467	7
609		622	-13
3,700		3,432	268
7,000		7,145	-145
4,000		3,095	905
2,500		2,514	-14
6,700		6,097	603
9,000		8,846	154
2,000		2,190	-190
158,100		122,225	35,875
108,600		95,930	12,670

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,300		10,067	1,233
2,000		2,004	-4
187,000		167,914	19,086
88,900		79,114	9,786
2,000		2,085	-85
2,000		2,193	-193
2,500		2,504	-4
6,700		5,742	958
3,628		3,632	-4
2,122		2,129	-7
94,551			94,551

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,849
			59,473
			24,200
			38,216
			61,083
			82,109
			4,078
			525
			7,502
			-47
			-473
			25,100
			8,460
			1,372
			-7,605
			-4,718
			-1,473
			-7
			-3,968
			7
			-13
			268
			-145
			905
			-14
			603
			154
			-190
			35,875
			12,670

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,233
			-4
			19,086
			9,786
			-85
			-193
			-4
			958
			-4
			-7
			94,551

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ST CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND,VA 23226	NONE		EDUCATION	30,000
ST CHRISTOPHER'S SCHOOL 711 ST CHRISTOPHERS ROAD RICHMOND,VA 23226	NONE		EDUCATION	30,000
STEWARD SCHOOL 11600 GAYTON ROAD RICHMOND,VA 23238	NONE		EDUCATION	30,000
GRACE & HOLY TRINITY CHURCH 8 NORTH LAUREL STREET RICHMOND,VA 23220	NONE		RELIGIOUS	20,000
THE HEALING PLACE 700 DINWIDDIE AVENUE RICHMOND,VA 23224	NONE		SOCIAL SERVICES	10,000
BOAZ & RUTH INC 3001 MEADOWBRIDGE ROAD RICHMOND,VA 23222	NONE		SOCIAL SERVICES	10,000
HOLLINS UNIVERSITY 7916 WILLIAMSON ROAD ROANOKE,VA 24019	NONE		EDUCATION	10,000
FLAGLER HOME 8000 BROOK ROAD RICHMOND,VA 23227	NONE		SOCIAL SERVICES	50,000
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DRIVE SUITE 304 RICHMOND,VA 23226	NONE		SOCIAL SERVICES	10,000
FOODBANK PO BOX 1530 MERRIFIELD,VA 221161530	NONE		SOCIAL SERVICES	4,619
CARITAS PO BOX 25790 RICHMOND,VA 232605790	NONE		SOCIAL SERVICES	5,000
CORNERSTONE REVITALIZATION CENTER 10551 CHALKLEY ROAD NORTH CHESTERFIELD,VA 23237	NONE		SOCIAL SERVICES	3,000
HEARTS WITH HAITI 27 HOME STREET RALEIGH,NC 27607	NONE		SOCIAL SERVICES	2,000
SERVANTS IN FELLOWSHIP PO BOX 227 FREDERICKTOWN,OH 43019	NONE		RELIGIOUS	2,000
Total  3a				216,619

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER	Employer identification number 20-0059321
---	--

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 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER	Employer identification number 20-0059321
--	---

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	THE FLAGLER FOUNDATION PO BOX 14624 RICHMOND, VA 23221	\$ 26,182	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER	Employer identification number 20-0059321
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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
_____	_____ _____ _____ _____	\$ _____	_____
(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 SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER	Employer identification number 20-0059321
--	---

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

TY 2013 Accounting Fees Schedule

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,825	2,413		2,412

TY 2013 General Explanation Attachment

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Identifier	Return Reference	Explanation
FOOTNOTE - EXCESS DISTRIBUTION CARROVER	FORM 990- PF	DUE TO THE LIQUIDATION OF THE FLAGLER FOUNDATION, EFFECTIVE 12/31/12, THE SAUER LEWIS FOUNDATION RECEIVED 1/4 OF THE FUNDS OF THE FLAGLER FOUNDATION UPON ITS LIQUIDATION PURSUANT TO INTERNAL REVENUE CODE SECTION 4942 AND REGULATION 1.507-3(A)(9)(I), THE SAUER LEWIS FOUNDATION ALSO RECEIVED 1/4 OF FLAGLER'S EXCESS DISTRIBUTION CARRYOVERS TOTALING \$192,085, AS FOLLOWS 12/31/08 - \$34,374 12/31/09 - \$16,408 12/31/10 - \$13,542 12/31/11 - \$16,539 12/31/12 - \$111,222

**TY 2013 Investments Corporate
Bonds Schedule****Name:** SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER**EIN:** 20-0059321

Name of Bond	End of Year Book Value	End of Year Fair Market Value
30,145.963 SHS DOUBLELINE TOTAL RETURN BOND FUND	336,638	324,973
13,565.750 SHS PIMCO EMERGING LOCAL BOND INSTL FD	145,947	126,568
18,055.187 SHS EATON VANCE FLOATING-RATE FUND	166,095	165,927
15,040.395 SHS GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND	145,809	127,392
1,620.000 SHS ISHARES BARCLAYS 3-7 YEAR ETF	196,106	194,449
14,145.522 SHS OSTERWEIS STRATEGIC INCOME FUND	167,605	167,483
13,012.920 SHS PIMCO INVESTMENT GRADE CORPORATE BOND FUND	142,987	133,252
2,460.000 SHS PIMCO 1-5 YEAR US TIPS INDEX ETF	130,928	130,124
12,150.329 SHS WESTERN ASSET MORTGAGE BACKED SECURITIES FUND	132,799	130,009

**TY 2013 Investments Corporate
Stock Schedule****Name:** SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER**EIN:** 20-0059321

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,980.082 SHS JANUS FDS OVERSEAS FD CL S	143,455	146,188
8,031.045 SHS MATTHEWS PACIFIC TIGER FUND	126,114	200,696
11,500.588 SHS EATON VANCE ATLANTA SMID-CAP FUND	203,733	283,950
93,103.870 SHS MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND	742,770	842,590
9,813.589 SHS OPPENHEIMER DEVELOPING MARKETS FUND	328,353	368,598
4,058.041 SHS CAMBIAR SMALL CAP FUND	84,466	93,416
78,543.098 SHS FEDERATED STRATEGIC VAL DIV IS	400,315	458,692
51,185.712 SHS JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND	793,985	920,831
57,626.650 SHS JPMORGAN U.S. EQUITY FUND	712,971	812,536
14,427.719 SHS MAINSTAY ICAP INTERNATIONAL FUND	495,799	518,821
34,704.206 SHS T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND	653,932	946,037
3,831.745 SHS T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC	74,329	95,755

TY 2013 Investments - Other Schedule

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
54,366.74 SHS ABSOLUTE STRATEGIES FD INSTL CL	AT COST	592,079	596,403
19,927.373 SHS ABERDEEN EQUITY LONG SHORT FUND	AT COST	226,908	246,900
27,979.592 SHS WASATCH LONG/SHORT FUND	AT COST	386,340	454,109

TY 2013 Other Expenses Schedule

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REGISTRATION FEE	25	12		13
OFFICE EXPENSES	38	19		19

TY 2013 Other Professional Fees Schedule

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEE	21,391	21,391		0

TY 2013 Substantial Contributors Schedule

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Name	Address
THE FLAGLER FOUNDATION	PO BOX 14624 RICHMOND,VA 23221

TY 2013 Taxes Schedule

Name: SAUER LEWIS FOUNDATION CO JANET LEWIS SAUER

EIN: 20-0059321

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	441	441		0