efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491134021784

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. By law, the IRS cannot redact the information on the form.

▶ 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
FOSTER FOUNDATION INC

A Employer identification number
20-0295545

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 14624

B Telephone number (see instructions)
(804) 639-0399

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 23221

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 6,063,488

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

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

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

Section	Line	Description	(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	3,800	3,789		
	4	Dividends and interest from securities	85,138	85,138		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	352,631			
	b	Gross sales price for all assets on line 6a 4,479,923				
	7	Capital gain net income (from Part IV, line 2)		352,631		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	467,751	441,558		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	5,000	2,500		2,500
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,125	2,563		2,562
	c	Other professional fees (attach schedule)	26,143	22,848		3,295
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,430	596		268
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	247	163		84
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,945	28,670		8,709
	25	Contributions, gifts, grants paid	741,500			741,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	780,445	28,670		750,209
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-312,694			
	b	**Net investment income** (if negative, enter -0-)		412,888		
	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	61,238	13,823	13,823
	2	Savings and temporary cash investments	600,312	143,061	143,061
	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)	0	164,383	154,123
	b	Investments—corporate stock (attach schedule)	0	694,920	753,955
	c	Investments—corporate bonds (attach schedule)	0	133,026	129,263
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,190,879	4,387,072	4,869,263
	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)	5,852,429	5,536,285	6,063,488
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	3,450		
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	3,450	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	5,848,979	5,536,285	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,848,979	5,536,285	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,852,429	5,536,285	

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	5,848,979
2	Enter amount from Part I, line 27a	2	-312,694
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,536,285
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	5,536,285

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	352,631
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	539,240	3,160,642	0 170611
2011	213,356	2,133,280	0 100013
2010	186,647	2,105,677	0 088640
2009	247,991	2,019,262	0 122813
2008	217,946	2,583,924	0 084347

2	**Total** of line 1, column (d).	2	0 566424
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 113285
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,201,565
5	Multiply line 4 by line 3.	5	702,544
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,129
7	Add lines 5 and 6.	7	706,673
8	Enter qualifying distributions from Part XII, line 4.	8	750,209

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 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	4,129
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	4,129
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,129
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 1,640		
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	1,640
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	2,489
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-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 |

			Yes	No
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		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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
LOUISE L FOSTER 905 ROCKFORD ROAD HIGH POINT, NC 27262	PRES/TREAS/DIRECTOR 2 00	0	0	0
JOHN N FOSTER JR 905 ROCKFORD ROAD HIGH POINT, NC 27262	VICE PRES/SEC/DIRECTOR 1 00	0	0	0
GILBERT L GATES 300 NORTH MAIN STREET HIGH POINT, NC 27260	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	6,260,101
b	Average of monthly cash balances	1b	35,904
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,296,005
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	6,296,005
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,440
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,201,565
6	**Minimum investment return.** Enter 5% of line 5	6	310,078

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	310,078
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 4,129		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,129
3	Distributable amount before adjustments Subtract line 2c from line 1	3	305,949
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	305,949
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	305,949

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	750,209
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	750,209
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	4,129
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	746,080

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				305,949
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 125,451				
b From 2009. 164,441				
c From 2010. 97,981				
d From 2011. 126,029				
e From 2012. 495,644				
f **Total** of lines 3a through e.	1,009,546			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 750,209				
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.				305,949
e Remaining amount distributed out of corpus	444,260			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,453,806			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	125,451			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,328,355			
10 Analysis of line 9				
a Excess from 2009. . . . 164,441				
b Excess from 2010. . . . 97,981				
c Excess from 2011. . . . 126,029				
d Excess from 2012. . . . 495,644				
e Excess from 2013. . . . 444,260				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b 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:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				741,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,800	
4 Dividends and interest from securities			14	85,138	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	352,631	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		441,569	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 441,569

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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

******	2014-05-13	******
Signature of officer or trustee	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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ALEXANDER D ECCARD CPA				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

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491134021784

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	Employer identification number
FOSTER FOUNDATION INC	20-0295545

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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
FOSTER FOUNDATION INC

Employer identification number
20-0295545

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)

Name of organization
FOSTER FOUNDATION INC

Employer identification number
20-0295545

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	**Employer identification number**
FOSTER FOUNDATION INC	20-0295545

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Form 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)
440 000 SHS ISHARES BARCLAYS 3-7 YEAR ETF	P	2012-01-01	2013-04-10
670 000 SHS ISHARES BARCLAYS 3-7 YEAR ETF	P	2012-01-01	2013-07-29
898 414 SHS ABERDEEN-EQY LONG SHORT-IN	P	2012-01-01	2013-03-14
2,587 648 SHS ABERDEEN-EQY LONG SHORT-IN	P	2012-01-01	2013-04-10
4,467 413 SHS CAMBIAR SMALL CAP-INS	P	2012-01-01	2013-03-14
483 884 SHS CAMBIAR SMALL CAP-INS	P	2012-01-01	2013-04-10
150 866 SHS CAMBIAR SMALL CAP-INS	P	2012-01-01	2013-07-29
43 469 SHS CAMBIAR SMALL CAP-INS	P	2012-01-01	2013-10-07
4,777 198 SHS DOUBLELINE TOTAL RET BD-I	P	2012-01-01	2013-04-10
1,367 107 SHS EATON VANCE ATLANTA CAPITAL SMID-I	P	2012-01-01	2013-04-10
369 576 SHS EATON VANCE ATLANTA CAPITAL SMID-I	P	2012-01-01	2013-07-29
135 052 SHS EATON VANCE ATLANTA CAPITAL SMID-I	P	2012-01-01	2013-10-07
2,899 000 SHS EATON VANCE FLOATING RATE-I	P	2012-01-01	2013-04-10
47,364 595 SHS FEDERATED STRATEGIC VAL DIV IS	P	2012-01-01	2013-03-14
11,733 939 SHS FEDERATED STRATEGIC VAL DIV IS	P	2012-01-01	2013-04-10
287 080 SHS FEDERATED STRATEGIC VAL DIV IS	P	2012-01-01	2013-07-29
5,344 484 SHS ABSOLUTE STRATEGIES FUND I	P	2012-01-01	2013-03-14
4,879 652 SHS ABSOLUTE STRATEGIES FUND I	P	2012-01-01	2013-04-10
7,419 812 SHS GOLDMAN SACHS GRTH OPPOR-INS	P	2012-01-01	2013-03-14
2,275 154 SHS GOLDMAN SACHS LOC EMG MK-I	P	2012-01-01	2013-04-10
12,125 113 SHS HARBOR CAP APPRECIATION FUND-INST	P	2012-01-01	2013-03-14
18,895 907 SHS HARTFORD DIVIDEND AND GROWTH FUND-Y	P	2012-01-01	2013-03-14
5,197 385 SHS T ROWE PRICE INST L/C GRWTH	P	2012-01-01	2013-04-10
2,206 253 SHS T ROWE PRICE INST L/C GRWTH	P	2012-01-01	2013-07-29
3,138 388 SHS T ROWE PRICE INST L/C GRWTH	P	2012-01-01	2013-10-07
7,171 598 SHS JOHN HANCOCK III DISCPLN V-I	P	2012-01-01	2013-04-10
2,348 383 SHS JOHN HANCOCK III DISCPLN V-I	P	2012-01-01	2013-07-29
2,355 032 SHS JOHN HANCOCK III DISCPLN V-I	P	2012-01-01	2013-10-07
6,615 364 SHS JPMORGAN U S EQUITY FUND-INST	P	2012-01-01	2013-04-10
52 628 SHS JPMORGAN U S EQUITY FUND-INST	P	2012-01-01	2013-07-29

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)
12,436 471 SHS JPMORGAN U S EQUITY FUND-INST	P	2012-01-01	2013-10-07
14,426 344 SHS MANNING & NAPIER WORLD OPPOR	P	2012-01-01	2013-04-10
1,384 460 SHS MANNING & NAPIER WORLD OPPOR	P	2012-01-01	2013-07-29
2,109 864 SHS MANNING & NAPIER WORLD OPPOR	P	2012-01-01	2013-10-07
4,195 412 SHS NEUBERGER BERMAN HI IN B-INS	P	2012-01-01	2013-03-14
2,818 129 SHS NEUBERGER BERMAN HI IN B-INS	P	2012-01-01	2013-04-10
12,100 939 SHS NEUBERGER BERMAN HI IN B-INS	P	2012-01-01	2013-07-29
55 016 SHS NEUBERGER BERMAN HI IN B-INS	P	2012-01-01	2013-09-20
2,045 041 SHS OPPENHEIMER DEVELOPMING MKT-Y	P	2012-01-01	2013-04-10
446 816 SHS OPPENHEIMER DEVELOPMING MKT-Y	P	2012-01-01	2013-07-29
1,710 256 SHS OPPENHEIMER DEVELOPMING MKT-Y	P	2012-01-01	2013-10-07
16,903 102 SHS PIMCO LOW DURATION FUND-INST	P	2012-01-01	2013-03-14
11,886 980 SHS PIMCO TOTAL RETURN FUND-INST	P	2012-01-01	2013-03-14
9,496 483 SHS PIMCO INVESTMENT GRD CORP-IN	P	2012-01-01	2013-03-14
2,017 795 SHS PIMCO INVESTMENT GRD CORP-IN	P	2012-01-01	2013-04-10
2,084 495 SHS PIMCO EMERGING LOCAL BOND INST	P	2012-01-01	2013-04-10
459 373 SHS T ROWE PRICE DIVERS S/C GRTH	P	2012-01-01	2013-04-10
206 802 SHS T ROWE PRICE DIVERS S/C GRTH	P	2012-01-01	2013-07-29
127 372 SHS T ROWE PRICE DIVERS S/C GRTH	P	2012-01-01	2013-10-07
1,018 000 SHS VANGUAR M/B SECUR INDX-SIG	P	2012-01-01	2013-04-10
4,380 271 SHS VANGUAR M/B SECUR INDX-SIG	P	2012-01-01	2013-07-29
3,774 254 SHS WASATCH LONG/SHORT FUND-IND	P	2012-01-01	2013-04-10
165 922 SHS WASATCH LONG/SHORT FUND-IND	P	2012-01-01	2013-07-29
175 031 SHS WASATCH LONG/SHORT FUND-IND	P	2012-01-01	2013-10-07
36,724 753 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2012-01-01	2013-03-14
20 030 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2012-01-01	2013-07-29
107 SHS ATLAS COPCO A ADR NEW	P	2013-04-26	2013-11-27
9 SHS ANHEUSER-BUSCH INBEV ADR	P	2013-04-26	2013-05-20
203 SHS AIA GROUP LTD SPONSORED ADR	P	2013-04-26	2013-12-11
39 SHS ASML HLDG NV NY REG SHS	P	2013-04-26	2013-11-29

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)
16 SHS ALLEGION PLC SHS	P	2013-04-26	2013-12-13
41 SHS ASSA ABLOY AB ADR	P	2013-04-26	2013-09-20
109 SHS ACTIVISION BLIZZARD INC	P	2013-04-26	2013-09-08
4 SHS APPLE INC	P	2013-04-26	2013-08-08
42 SHS BHP BILLITON PLC SP ADR	P	2013-04-26	2013-12-10
93 SHS BRITISH SKY BDCT SPD ADR	P	2013-04-26	2013-12-10
39 SHS BANK OF NOVA SCOTIA	P	2013-04-26	2013-07-15
33 SHS BNP PARIBAS SPONSORD ADR	P	2013-04-26	2013-10-23
33 SHS CAPITAL ONE FINL	P	2013-04-26	2013-04-29
CASH IN LIEU CREDIT SUISSE GP SP ADR	P	2013-04-26	2013-05-31
27 SHS CONSOL ENERGY INC	P	2013-04-26	2013-09-27
37 SHS CHINA LIFE INS CO SP ADR	P	2013-04-26	2013-06-21
13 SHS CHEVRON CORP	P	2013-04-26	2013-10-10
85 SHS CIE FINANCIERE RICHEMONT	P	2013-04-26	2013-08-20
130 SHS CAPCOM CO LTD	P	2013-04-26	2013-11-05
8 SHS CST BRANDS INC SHS	P	2013-04-26	2013-05-05
26 SHS EXXON MOBIL CORP	P	2013-04-26	2013-08-08
90 SHS FANUC LTD-UNSP	P	2013-04-26	2013-05-21
12 SHS GOLDMAN SACHS GROUP INC	P	2013-04-26	2013-10-10
71 SHS ICICI BANK LTD SPD ADR	P	2013-04-26	2013-08-20
8 SHS INTL BUSINESS MACHINES CORP IBM	P	2013-04-26	2013-08-08
39 SHS INTL PAPER CO	P	2013-04-26	2013-10-10
94 SHS ITV PLC SHS	P	2013-04-26	2013-10-17
47 SHS INDUSTRIA DE DISENO TEXTIL INDEITEX SA SH	P	2013-04-26	2013-10-10
32 SHS KLA TENCOR CORP PV$0 001	P	2013-04-26	2013-05-30
335 SHS KINFISHER PLC SP ADR	P	2013-04-26	2013-06-21
14 SHS LIBERTY GLOBAL INCSER A	P	2013-04-26	2013-05-09
27 SHS L BRANDS INC	P	2013-04-26	2013-04-30
18 SHS MERCADOLIBRE INC	P	2013-04-26	2013-08-09
41 SHS MICROSOFT CORP	P	2013-04-26	2013-08-08

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)
162 SHS NIDEC CORPORATION ADR	P	2013-04-26	2013-12-10
55 SHS TWENTYFIRST CENTURY FOX INC CLASS A	P	2013-04-26	2013-10-10
35 SHS NEW NEWSCORP LLC SHS CL A	P	2013-04-26	2013-07-18
82 SHS NEESTLE S A REP RG SH ADR	P	2013-04-26	2013-12-10
37 SHS NIKE INC CL B	P	2013-04-26	2013-09-23
114 SHS PERNOD-RICARD SA-UNSPON	P	2013-04-26	2013-09-05
46 SHS RIO TINTO PLC SPNSRD ADR	P	2013-04-26	2013-04-30
34 SHS RAYTHEON CO DELAWARE NEW	P	2013-04-26	2013-10-23
59 SHS ROYAL DUTCH SHEL PLC SPONS ADR B	P	2013-04-26	2013-08-13
42 SHS ROCHE HLDG LTD SPN ADR	P	2013-04-26	2013-07-11
23 SHS SANOFI ADR	P	2013-04-26	2013-11-22
14 SHS SWATCH GROUP AG UNSPOND ADR	P	2013-04-26	2013-10-23
24 SHS SANDS CHINA LTD UNSP ADR	P	2013-04-26	2013-10-17
77 SHS TOTAL S A SP ADR	P	2013-04-26	2013-10-24
23 SHS TIME WARNER CABLE INC SHS	P	2013-04-26	2013-08-06
29 SHS UNILEVER NV NY REG SHS	P	2013-04-26	2013-11-21
7 SHS V F CORPORATION	P	2013-04-26	2013-09-23
46 SHS VERIZON COMMUNICATNS COM	P	2013-04-26	2013-05-02
127 SHS VODAFONE GROP PLC SP ADR	P	2013-04-26	2013-10-24
118 SHS ZURICH INSURANCE GROUP AG SHS SPON ADR	P	2013-04-26	2013-10-04
40 SHS WANT WANT CHINA-UNSPON ADR	P	2013-04-26	2013-12-10
1,529 SHS PT BANK RAKYAT INDONESIA 250 IDR PAR ORDINARY	P	2013-04-26	2013-05-13
33 SHS YANEX N V CL A	P	2013-04-26	2013-09-23
41 SHS JAPAN TOBACCO INC 2914 JPY PAR ORDINARY	P	2013-04-26	2013-05-21
FEDERAL HOME LN MTG CORP NOTES	P	2013-04-26	2013-11-15
U S TREASURY NOTE	P	2013-04-26	2013-05-23
U S TREASURY NOTE	P	2013-04-26	2013-06-05
U S TREASURY NOTE	P	2013-04-26	2013-06-26
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)
54,431		54,050	381
81,082		82,303	-1,221
10,763		10,319	444
31,078		29,722	1,356
93,771		83,544	10,227
10,016		9,049	967
3,399		2,821	578
1,005		813	192
54,317		54,356	-39
28,080		28,217	-137
8,175		7,628	547
3,067		2,787	280
26,700		26,615	85
251,506		235,448	16,058
64,889		58,342	6,547
1,622		1,429	193
59,591		59,717	-126
54,945		54,523	422
201,225		168,906	32,319
22,301		22,341	-40
549,995		477,187	72,808
438,385		386,967	51,418
107,066		95,980	11,086
50,457		40,743	9,714
75,949		57,957	17,992
113,168		112,020	1,148
40,674		36,682	3,992
40,483		36,786	3,697
82,824		82,030	794
711		653	58

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)
169,136		154,267	14,869
117,286		111,080	6,206
11,671		10,660	1,011
18,609		16,246	2,363
40,234		39,540	694
27,110		26,562	548
114,717		114,081	636
522		522	0
71,842		68,696	3,146
15,576		15,009	567
63,365		57,450	5,915
177,145		178,266	-1,121
133,134		134,583	-1,449
105,316		104,088	1,228
22,660		22,118	542
23,242		22,692	550
8,882		9,036	-154
4,469		4,068	401
2,927		2,505	422
21,297		21,425	-128
89,577		92,187	-2,610
57,293		55,043	2,250
2,600		2,420	180
2,790		2,553	237
394,057		395,624	-1,567
209		216	-7
3,056		2,934	122
862		849	13
3,970		3,529	441
3,478		2,876	602

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)
690		542	148
967		798	169
1,903		1,614	289
1,847		1,663	184
2,508		2,297	211
5,021		4,922	99
2,143		2,186	-43
1,135		959	176
1,892		1,883	9
15		14	1
914		879	35
1,308		1,502	-194
1,500		1,558	-58
848		689	159
1,208		1,073	135
289		269	20
2,381		2,288	93
2,351		2,309	42
1,882		1,729	153
1,966		3,129	-1,163
1,505		1,550	-45
1,708		1,867	-159
2,532		1,878	654
1,429		1,243	186
1,770		1,643	127
3,461		3,253	208
1,069		1,029	40
1,350		1,366	-16
2,118		1,749	369
1,321		1,304	17

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)
3,717		2,870	847
1,793		1,516	277
550		506	44
5,904		5,679	225
2,554		2,287	267
2,597		2,755	-158
2,089		2,101	-12
2,584		2,039	545
3,979		4,057	-78
2,675		2,594	81
1,216		1,236	-20
459		405	54
1,525		1,316	209
4,558		3,860	698
3,469		3,083	386
1,132		1,206	-74
1,416		1,208	208
2,424		2,460	-36
4,068		3,891	177
3,083		3,220	-137
2,985		3,088	-103
1,434		1,459	-25
1,012		826	186
1,472		1,507	-35
13,000		13,336	-336
6,094		6,257	-163
3,078		3,086	-8
9,156		9,199	-43
70,162			70,162

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	
			381
			-1,221
			444
			1,356
			10,227
			967
			578
			192
			-39
			-137
			547
			280
			85
			16,058
			6,547
			193
			-126
			422
			32,319
			-40
			72,808
			51,418
			11,086
			9,714
			17,992
			1,148
			3,992
			3,697
			794
			58

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	
			14,869
			6,206
			1,011
			2,363
			694
			548
			636
			0
			3,146
			567
			5,915
			-1,121
			-1,449
			1,228
			542
			550
			-154
			401
			422
			-128
			-2,610
			2,250
			180
			237
			-1,567
			-7
			122
			13
			441
			602

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	
			148
			169
			289
			184
			211
			99
			-43
			176
			9
			1
			35
			-194
			-58
			159
			135
			20
			93
			42
			153
			-1,163
			-45
			-159
			654
			186
			127
			208
			40
			-16
			369
			17

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	
			847
			277
			44
			225
			267
			-158
			-12
			545
			-78
			81
			-20
			54
			209
			698
			386
			-74
			208
			-36
			177
			-137
			-103
			-25
			186
			-35
			-336
			-163
			-8
			-43
			70,162

Form 990PF Part XV Line 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*				
NC SHAKESPEARE FESTIVAL 807 WEST WARD AVE HIGH POINT, NC 27260	NONE		ARTS	1,000
FLAGLER COLLEGE 74 KING ST ST AUGUSTINE, FL 32084	NONE		EDUCATION	30,000
ST CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226	NONE		EDUCATION	3,500
THE PIEDMONT SCHOOL 815 OLD MILL ROAD HIGH POINT, NC 27265	NONE		EDUCATION	65,000
THE STEWARD SCHOOL 11600 GAYTON ROAD RICHMOND, VA 23238	NONE		EDUCATION	5,000
HIGH POINT REGIONAL HEALTH SYSTEM PO BOX HP-5 HIGH POINT, NC 27261	NONE		HEALTH CARE	6,000
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DRIVE SUITE 304 RICHMOND, VA 23226	NONE		HEALTH CARE	1,000
ST MARY'S EPISCOPAL CHURCH 108 WEST FARRISS AVENUE HIGH POINT, NC 27262	NONE		RELIGIOUS	293,000
AMERICAN RED CROSS 300 CHASE PARK SOUTH HOOVER, AL 35244	NONE		SOCIAL SERVICES	2,000
BOYS & GIRLS CLUBS OF GREATER HIGH POINT PO BOX 2834 HIGH POINT, NC 27261	NONE		SOCIAL SERVICES	86,000
CHARLES CITY COUNTY LIBRARY POBOX 128 CHARLES CITY, VA 23030	NONE		SOCIAL SERVICES	17,000
FAMILY SERVICES OF HP FOUN 1401 LONG STREET HIGH POINT, NC 27262	NONE		SOCIAL SERVICES	1,000
OPEN DOOR MINISTRIES PO BOX 1528 HIGH POINT, NC 27261	NONE		SOCIAL SERVICES	31,500
SECOND HARVEST FOOD BANK 3655 REED STREET WINSTONSALEM, NC 27107	NONE		SOCIAL SERVICES	5,000
ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE		SOCIAL SERVICES	2,500
Total . . . . ▶ 3a				741,500

Form 990PF Part XV Line 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*				
UNITED WAY OF HIGH POINT 201 CHURCH AVENUE HIGH POINT, NC 27262	NONE		SOCIAL SERVICES	15,000
CHILDREN'S ADVOCACY CENTERS OF NORTH CAROLINA PO BOX 6312 HIGH POINT, NC 27262	NONE		SOCIAL SERVICES	2,000
FEEDMORE 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE		SOCIAL SERVICES	5,000
GUILFORD TECHNICAL COMMUNITY COLLEGE FOUNDATION PO BOX 309 JAMESTOWN, NC 27282	NONE		EDUCATION	9,000
HIGH POINT COMMUNITY FOUNDATION PO BOX 5166 HIGH POINT, NC 27262	NONE		SOCIAL SERVICES	100,000
HOSPICE OF THE PIEDMONT 1801 WESTCHESTER DRIVE HIGH POINT, NC 27262	NONE		HEALTH CARE	59,500
J SARGEANT REYNOLDS PO BOX 85622 RICHMOND, VA 23285	NONE		EDUCATION	1,500
Total . . . . ▶ **3a**				741,500

TY 2013 Accounting Fees Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,125	2,563		2,562

TY 2013 General Explanation Attachment

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Identifier	Return Reference	Explanation
FOOTNOTE - EXCESS DISTRIBUTION CARRYOVER	FORM 990-PF	DUE TO THE LIQUIDATION OF THE FLAGLER FOUNDATION, EFFECTIVE 12/31/12, THE FOSTER FOUNDATION RECEIVED 1/4 OF THE FUNDS OF THE FLAGLER FOUNDATION UPON ITS LIQUIDATION PURSUANT TO INTERNAL REVENUE CODE SECTION 4932 AND REGULATION 1 507-3(A)(9)(I), THE FOSTER FOUNDATION ALSO RECEIVED 1/4 FLAGLER'S EXCESS DISTRIBUTION CARRYOVERS TOTALING $192,086, AS FOLLOWS 12/31/08 - $34,37512/31/09 - $16,40812/31/10 - $13,54212/31/11 - $16,53912/31/12 - $111,222

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491134021784

TY 2013 Investments Corporate Bonds Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Name of Bond	End of Year Book Value	End of Year Fair Market Value
11,000 JPMORGAN CHASE & CO	11,339	11,333
10,000 BP CAPITAL MARKETS	10,385	10,403
11,000 WAL-MART STORES INC	11,353	11,345
5,000 GENERAL ELEC CAP CORP	5,224	5,235
12,000 BHP BILLITON FIN USA LTD	12,246	12,033
11,000 AMERICAN EXPRESS CREDIT	11,471	11,307
10,000 AT&T INC	11,592	11,257
5,000 PEPSICO INC	5,785	5,609
9,000 VERIZON COMMUNICATIONS	10,968	10,579
11,000 CISCO SYSTEMS INC	12,673	11,997
6,000 CITIGROUP INC	6,744	6,358
10,000 GOLDMAN SACHS GROUP INC	11,849	11,257
5,000 WELLS FARGO & COMPANY	5,358	5,001
6,000 ANHEUSER-BUSCH INBEV WOR	6,039	5,549

TY 2013 Investments Corporate Stock Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,190.000 SHS ISHARES BARCLAYS 3-7 YEAR ETF	146,160	142,836
1,809.000 SHS PIMCO 1-5 YEAR US TIPS INDEX ETF	95,951	95,689
27 SHS ABBOTT LABS	987	1,035
26 SHS ABBVIE INC SHS	1,200	1,373
17 SHS ACE LIMITED	1,514	1,760
28 SHS AETNA INC NEW	1,856	1,921
45 SHS AGILENT TECHNOLOGIES INC	1,851	2,574
26 SHS AMER EXPRESS COMPANY	1,761	2,359
63 SHS AMERICAN INTERNATIONAL GROUP INC	2,582	3,216
10 SHS AMERICAN TOWER REIT INC	827	798
24 SHS AMGEN INC COM PV $0.0001	2,508	2,738
61 SHS ANHEUSER-BUSCH INBEV ADV	5,699	6,494
8 SHS APPLE INC	3,326	4,488
123 SHS APPLIED MATERIAL INC	1,800	2,175
17 SHS ASML HLDG NV NY REG SHS	1,254	1,593
85 SHS ASSA ABLOY AB ADR	1,654	2,248
62 SHS ASTRAZENECA PLC SPND ADR	3,562	3,681
72 SHS AT&T INC	2,669	2,532
47 SHS BHP BILLITON LTD ADR	3,117	3,205
7 SHS BIOGEN IDEC INC	1,555	1,957
43 SHS BNP PARIBAS SPONSORD ADR	1,170	1,686
36 SHS BORG WARNER INC COM	1,739	2,013
99 SHS BRISTOL-MYERS SQUIBB CO	3,976	5,262
52 SHS CARNIVAL CORP PAIRED SHS	1,677	2,089
71 SHS CHEVRON CORP	8,509	8,869
135 SHS CHINA CONSTRUCT UNSPN AD	2,179	2,049
72 SHS CHUBB CORP	6,711	6,957
248 SHS CIE FINANCIERE RICHEMONT SA SHS	2,052	2,480
145 SHS CISCO SYSTEMS INC COM	3,606	3,252
159 SHS CITIGROUP INC COM NEW	7,464	8,285

Name of Stock	End of Year Book Value	End of Year Fair Market Value
13 SHS CNOOC LTD ADR	2,648	2,440
108 SHS COCA COLA COM	4,555	4,461
110 SHS COMCAST CORP NEW CL A	4,546	5,716
90 SHS COMCAST CRP NEW CL A SPL	3,524	4,489
29 SHS CONOCOPHILLIPS	1,705	2,049
120 SHS CREDIT SUISSE GP SP ADR	3,348	3,725
76 SHS CVS CAREMARK CORP	4,388	5,439
38 SHS DEERE CO	3,251	3,471
33 SHS DIAGEO PLC SPSD ADR NEW	3,971	4,370
59 SHS DISCOVER FINL SVCS	2,627	3,301
49 SHS DISNEY (WALT) CO COM STK	3,031	3,744
57 SHS DOMINION RES INC NEW VA	3,476	3,687
9 SHS DONGFENG MOTOR GRP H UNS	684	711
25 SHS DOVER CORP	1,726	2,414
86 SHS DOW CHEMICAL CO	3,283	3,818
36 SHS DR PEPPER SNAPPLE GROUP	1,728	1,754
73 SHS DU PONT E I DE NEMOURS	3,866	4,743
21 SHS DUKE ENERGY CORP NEW	1,573	1,449
107 SHS E M C CORPORATION MASS	2,501	2,691
61 SHS ENBRIDGE INC COM	2,801	2,664
72 SHS EUTELSAT COMMUNICATIONS, .5 EUR PAR ORDINARY	2,159	2,249
98 SHS EXXON MOBIL CORP COM	8,624	9,918
114 SHS FIFTH THIRD BANCORP	1,928	2,397
300 SHS GENERAL ELECTRIC	7,065	8,409
33 SHS GENERAL MILLS	1,637	1,647
15 SHS GOLDMAN SACHS GROUP INC	2,161	2,659
7 SHS GOOGLE INC CL A	5,614	7,845
80 SHS GRUPO TELEVISA SA ADR	2,310	2,421
44 SHS HALLIBURTON COMPANY	2,027	2,233
46 SHS HOME DEPOT INC	3,380	3,788

Name of Stock	End of Year Book Value	End of Year Fair Market Value
28 SHS HONEYWELL INTL INC DEL	2,073	2,558
50 SHS HSBC HLDG PLC SP ADR	2,730	2,757
82 SHS IMPERIAL TOB GRP SPS ADR	5,827	6,378
84 SHS INDUSTRIA DE DISENO TEXTIL INDITEX SA SH	2,234	2,774
49 SHS INGERSOLL-RAND PLC	2,108	3,018
70 SHS INTEL CORP	1,639	1,817
18 SHS INTL BUSINESS MACHINES CORP	3,488	3,376
72 SHS INTL PAPER CO	3,353	3,530
82 SHS ITV PLC SHS	1,794	2,627
92 SHS JAPAN TOBACCO INC 2914 JPY PAR ORDINARY	3,354	2,994
29 SHS JIANGSU EXPRESS CO SP AD	702	713
34 SHS JOHNSON AND JOHNSON COM	2,892	3,114
32 SHS JOHNSON CONTROLS INC	1,122	1,642
221 SHS JPMORGAN CHASE & CO	10,784	12,924
21 SHS KIMBERLY CLARK	2,166	2,194
39 SHS KINDER MORGAN INC DEL	1,511	1,404
39 SHS LIBERTY GLOBAL PLC CL A	2,943	3,471
53 SHS LORILLARD INC	2,268	2,686
89 SHS LOWE'S COMPANIES INC	3,443	4,410
42 SHS LUKOIL SPONSORED ADR	2,670	2,651
44 SHS MAKITA CORP SPOND ADR	2,336	2,332
98 SHS MARATHON OIL CORP	3,107	3,459
23 SHS MARATHON PETROLEUM CORP	1,873	2,110
7 SHS MASTERCARD INC	3,751	5,848
41 SHS MCDONALDS CORP COM	4,125	3,978
30 SHS MCKESSON CORPORATION COM	3,127	4,842
54 SHS MEADWESTVACO CORP	1,850	1,994
35 SHS MEDTRONIC INC COM	1,935	2,009
12 SHS MERCADOLIBRE INC	1,166	1,293
174 SHS MERCK AND CO INC SHS	8,351	8,709

Name of Stock	End of Year Book Value	End of Year Fair Market Value
20 SHS METLIFE INC COM	975	1,078
194 SHS MICROSOFT CORP	6,172	7,258
123 SHS MITSUBISHI ELEC ADR	2,605	3,102
590 SHS MITSUBISHI UFJ FINL GRP INC	3,771	3,941
63 SHS MONDELEZ INTERNATIONAL INC	1,991	2,224
26 SHS MOTOROLA SOLUTIONS INC	1,574	1,755
42 SHS NETAPP INC	1,783	1,728
33 SHS NEWMONT MINING CORP	1,115	760
40 SHS NEXTERA ENERGY INC SHS	3,223	3,425
171 SHS NOKIA CORP SPON ADR	1,124	1,387
39 SHS NORTHEAST UTILITIES COM	1,747	1,653
24 SHS NORTHROP GRUMMAN CORP	1,785	2,751
16 SHS NOVO NORDISK A S ADR	2,757	2,956
32 SHS OCCIDENTAL PETE CORP CAL	2,765	3,043
89 SHS ORACLE CORP $0.01 DEL	2,886	3,405
161 SHS ORANGE ADR	2,067	1,988
39 SHS PACKAGING CORP AMERICA	1,776	2,468
282 SHS PFIZER INC	8,473	8,638
101 SHS PHILIP MORRIS INTL INC	9,647	8,800
15 SHS PHILLIPS 66 SHS	926	1,157
21 SHS PRAXAIR INC	2,370	2,731
43 SHS PROCTER & GAMBLE CO	3,314	3,501
44 SHS PRUDENTIAL FINANCIAL INC	2,800	4,058
39 SHS PUB SVC ENTERPRISE GRP	1,410	1,250
51 SHS RAYTHEON CO DELAWARE NEW	3,058	4,626
186 SHS REGIONS FINL CORP	1,778	1,840
91 SHS ROCHE HLDG LTD SPN ADR	5,885	6,388
63 SHS ROGERS COMMUNIATIONS B	2,760	2,851
38 SHS ROSS STORES INC COM	2,468	2,847
35 SHS SANDS CHINA LTD UNSP ADR	1,761	2,877

Name of Stock	End of Year Book Value	End of Year Fair Market Value
76 SHS SANOFI ADR	4,057	4,076
227 SHS SBERBANK SPONSORED ADR	2,800	2,853
55 SHS SCHLUMBERGER LTD	4,533	4,956
20 SHS SEMPRA ENERGY	1,633	1,795
21 SHS SHIRE PLC-ADR	2,601	2,967
243 SHS SOCIETE GENERAL SPN ADR	2,258	2,831
115 SHS STANDARD CHARTERED ORD 0.5USD PAR ORDINARY	2,796	2,590
97 SHS SUNCOR ENERGY INC NEW	2,809	3,400
137 SHS SUNTRUST BKS INC COM	4,017	5,043
85 SHS SWATCH GROUP AG UNSPOND ADR	2,416	2,822
34 SHS TERADATA CORP DEL	1,784	1,547
67 SHS TOKIO MARINE HOLDINGS INC, TOKYO ADR	2,259	2,241
22 SHS TORONTO DOMINION BANK	1,753	2,073
48 SHS TOTAL S.A. SP ADR	2,426	2,941
84 TRAVELERS COS INC	7,048	7,605
25 TRW AUTOMOTIVE HLDGS CRP	1,475	1,860
87 TWENTY-FIRST CENTURY FOX INC CLASS A	2,399	3,060
60 SHS UNILEVER NV NY REG SHS	2,494	2,414
91 SHS UNITED CONTL HLDGS INC	2,833	3,443
23 SHS UNITED PARCEL SVC CL B	1,972	2,417
44 SHS UNITED TECHS CORP COM	4,026	5,007
187 SHS US BANCORP NEW	6,216	7,555
60 SHS V F CORPORATION	2,589	3,740
80 SHS VALERO ENERGY CORP NEW	2,990	4,032
46 SHS VEECO INSTRUMENTS INC	1,697	1,514
109 SHS VERIZON COMMUNCATNS COM	5,829	5,356
70 SHS VODAFONE GROP PLC SP ADR	2,181	2,752
31 SHS WAL-MART STORES INC	2,447	2,439
130 SHS WELLS FARGO & CO NEW DEL	4,912	5,902
86 SHS WEYERHAEUSER CO	2,654	2,715

Name of Stock	End of Year Book Value	End of Year Fair Market Value
57 SHS YANDEX N V CL A	1,561	2,460
77 SHS ZOOMLION HEAVY INDUSTRY	685	720
60 SHS 3M COMPANY	6,229	8,415

TY 2013 Investments Government Obligations Schedule

Name:	FOSTER FOUNDATION INC
EIN:	20-0295545
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	164,383
State & Local Government Securities - End of Year Fair Market Value:	154,123

TY 2013 Investments - Other Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
119,75.181 SHS ABERDEEN EQUITY LONG SHORT FUND	AT COST	137,893	148,372
2,306.707 SHS CAMBIAR SMALL CAP FUND	AT COST	43,904	53,100
6,328.971 SHS EATON VANCE ATLANTA CAPITAL SMID CAP FUND	AT COST	130,751	156,262
43,824.694 SHS FEDERATED STRATEGIC VAL DIV IS	AT COST	219,329	255,936
21,737.603 SHS ABSOLUTE STRATEGIES FUND	AT COST	242,857	238,462
19,577.956 SHS T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND	AT COST	361,606	533,695
29,289.596 SHS JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND	AT COST	460,276	526,920
18,677.530 SHS JPMORGAN U.S. EQUITY FUND	AT COST	233,152	263,353
9,299.835 SHS MAINSTAY ICAP INTERNATIONAL FUND	AT COST	315,625	334,422
69,086.410 SHS MANNING & NAPIER FUND INC-WORLD OPPORTUNITES SERIES FUND	AT COST	533,187	625,233
7,815.990 SHS OPPENHEIMER DEVELOPING MARKETS FUND	AT COST	262,799	293,569
2,074.041 SHS T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC	AT COST	40,851	51,830
18,382.699 SHS WASATCH LONG/SHORT FUND	AT COST	268,734	298,351
22,201.486 SHS DOUBLELINE TOTAL RETURN BOND FUND	AT COST	251,833	239,332
13,260.436 SHS EATON VANCE FLOATING-RATE FUND	AT COST	121,727	121,863
11,075.817 SHS GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND	AT COST	106,904	93,812
8,919.889 SHS WESTERN ASSET MORTGAGE BACKED SECURITIES FUND	AT COST	98,420	95,443
9,434.864 SHS PIMCO INVESTMENT GRADE CORPORATE BOND FUND	AT COST	102,875	96,613
9,983.878 SHS PIMCO EMERGING LOCAL BOND INSTL FD	AT COST	106,797	93,150
10,326.858 SHS OSTERWEIS STRATEGIC INCOME FUND	AT COST	122,359	122,270
1,617 SHS BLACKROCK INFLATION PROTECTED BD FD INST CL	AT COST	19,630	17,431
6,712 SHS BLACKROCK STRATEGIC INCOME OPPRTNTS PTF INST	AT COST	68,664	68,194
2,330 SHS BLACKROCK GLOBAL ALLOCATION FD INC INSTL	AT COST	48,883	49,932
1,756 SHS GLOBAL SMALL CAP PORT MANAGED ACCT SERIES	AT COST	24,408	27,868
464 SHS ISHARES MSCI EMERGING MKTS	AT COST	19,593	19,393
163 SHS ISHARES JP MORGAN EM BON	AT COST	19,649	17,630
1,758 SHS MID CAP VALUE OPPS PORTFOLIO CLS	AT COST	24,366	26,827

TY 2013 Other Expenses Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	78	78		0
OFFICE EXPENSES	169	85		84

TY 2013 Other Professional Fees Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES - SUNTRUST	14,204	14,204		0
INVESTMENT MANAGEMENT FEES - MERRILL LYNCH	11,939	8,644		3,295

TY 2013 Substantial Contributors Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

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

TY 2013 Taxes Schedule

Name: FOSTER FOUNDATION INC

EIN: 20-0295545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	537	269		268
FEDERAL EXCISE TAXES	1,566	0		0
FOREIGN TAXES WITHHELD	327	327		0