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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public. 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 The Appleseeds Foundation		A Employer identification number 20-1841471
Number and street (or P O box number if mail is not delivered to street address) Room/suite 15 South Gate Court		B Telephone number (see instructions) (540) 433-8402
City or town, state or province, country, and ZIP or foreign postal code Harrisonburg, VA 22801		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,579,754	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	121,003			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37	37		
	4 Dividends and interest from securities	72,323	72,323		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	313,876			
	b Gross sales price for all assets on line 6a 711,486				
	7 Capital gain net income (from Part IV, line 2)		313,876		
	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	507,239	386,236			
Operating and Administrative Expenses	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)	1,125	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	506	506		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	16,367	16,342		0	
24 Total operating and administrative expenses. Add lines 13 through 23	17,998	16,848		0	
25 Contributions, gifts, grants paid	120,700			120,700	
26 Total expenses and disbursements. Add lines 24 and 25	138,698	16,848		120,700	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	368,541				
b Net investment income (if negative, enter -0-)		369,388			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	2,591	647	647	
	2 Savings and temporary cash investments	332,630	405,420	405,420	
	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)	2,329,958 <input checked="" type="checkbox"/>	2,464,520	3,042,935	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	127,791 <input checked="" type="checkbox"/>	123,516	129,649	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 3,802 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 1,103 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 1,103		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,796,772	2,995,206	3,579,754		
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	2,796,772	2,995,206		
30 Total net assets or fund balances (see page 17 of the instructions)	2,796,772	2,995,206			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,796,772	2,995,206			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,796,772
2	Enter amount from Part I, line 27a	2	368,541
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,165,313
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	170,107
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,995,206

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)
1 a Publicly Traded Securities			
b Capital Gains Dividends	P		
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 711,043		397,610	313,433
b 443			443
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			313,433
b			443
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	313,876
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	111,000	2,550,087	0.043528
2011	42,000	2,307,407	0.018202
2010	157,461	2,107,782	0.074705
2009	114,000	1,933,851	0.058950
2008	111,000	2,299,779	0.048266

2 Total of line 1, column (d).	2	0.243651
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	0.048730
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,272,694
5 Multiply line 4 by line 3.	5	159,478
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,694
7 Add lines 5 and 6.	7	163,172
8 Enter qualifying distributions from Part XII, line 4.	8	120,700

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 732, with 732 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, unrelated business income, and asset requirements.

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? Website address appleseedsfound.org	13	Yes	
14	The books are in care of Carol Showker Telephone no (540) 433-8402 Located at 15 Southgate Court Harrisonburg VA ZIP +4 22801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country _____	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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 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	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,959,071
b	Average of monthly cash balances.	1b	363,461
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,322,532
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,322,532
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	49,838
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,272,694
6	Minimum investment return. Enter 5% of line 5.	6	163,635

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	163,635
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,388
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,388
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	156,247
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	156,247
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	156,247

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	120,700
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	120,700
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	120,700

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				156,247
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			118,494	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>120,700</u>				
a Applied to 2012, but not more than line 2a			118,494	
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.				2,206
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
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				154,041
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 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

See Additional Data Table

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	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> See Additional Data Table				
Total ▶ 3a				120,700
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **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.**

2013

Name of the organization

The Appleseeds Foundation

Employer identification number

20-1841471

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 990-PF, 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
The Appleseeds Foundation

Employer identification number
20-1841471

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	Carol Showker 363 Dices Spring Road Weyers Cave, VA 24486	\$ 85,992	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	Kelly Showker 363 Dices Spring Road Weyers Cave, VA 24486	\$ 14,001	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	Max Showker 363 Dices Spring Road Weyers Cave, VA 24486	\$ 21,010	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
The Appleseeds Foundation

Employer identification number
20-1841471

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
<u>1</u>	2,390 Shares of Sysco Corp common stock	\$ <u>85,992</u>	<u>2013-12-17</u>
<u>2</u>	384 Shares of Sysco Corp common stock	\$ <u>14,001</u>	<u>2013-12-26</u>
<u>3</u>	575 Shares of Sysco Corp common stock	\$ <u>21,010</u>	<u>2013-12-23</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
The Appleseeds Foundation

Employer identification number
20-1841471

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 XV Line 1a - 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).

Carol Showker
Fred Showker

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>				
Arts Council of the Valley PO Box 1051 Harrisonburg, VA 22803	None	Public Charity	Education	1,000
Big Brothers Big Sisters PO Box 81 Harrisonburg, VA 22803	None	Public Charity	Children's Development	2,000
Blue Ridge Area Food Bank PO Box 937 Verona, VA 24482	None	Public Charity	Charity	10,000
Boys & Girls Club 620 Simms Ave Harrisonburg, VA 22802	None	Public Charity	Children's Development	3,000
Children's Miracle Network 1215 Lee St Charlottesville, VA 22908	None	Public Charity	Children's Healthcare	200
Eastern Mennonite Middle School 801 Parkwood Drive Harrisonburg, VA 22802	None	Public Charity	Education	500
Enactus- Blue Ridge Community College (SIFE) PO Box 80 Weyers Cave, VA 24486	None	Public Charity	Education	1,000
Explore More Discovery Museum PO Box 957 Harrisonburg, VA 22803	None	Public Charity	Children's Development	52,500
First Step 129 Franklin St Harrisonburg, VA 22801	None	Public Charity	Support for Domestic Violence Victims	1,000
Fresh Air Fund 633 Third Ave 14th Floor New York, NY 10017	None	Public Charity	Children's Summer Camp	1,000
HburgRham Free Clinic 25 W Wolfe St Harrisonburg, VA 22801	None	Public Charity	Healthcare	15,000
Heritage Museum 382 High St Dayton, VA 22821	None	Public Charity	Educational programs	5,000
Ian Tillman Foundation 102 Timberview Dr Safety Harbor, FL 34695	None	Public Charity	Education	1,000
James Wood High School 161 Apple Pie Ridge Rd Winchester, VA 22603	None	Public Charity	Education	500
Neighbor Helping Neighbor-Community Foundation 311 S Main Street 2 Harrisonburg, VA 22801	None	Public Charity	Charity	2,000
Total			▶ 3a	120,700

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>				
PACE One West Adams St 301 Jacksonville, FL 32202	None	Public Charity	Charity	2,000
Planet Gumbo 678 McDonnell Dr Tallahassee, FL 32310	None	Public Charity	Charity	500
Roberta Webb Childcare 400 Keller St Harrisonburg, VA 22802	None	Public Charity	Child Welfare	1,000
Salvation Army PO Box 650 Harrisonburg, VA 22803	None	Public Charity	Charity	2,000
Shenandoah Valley Economic Education 418 Fairview Dr Harrisonburg, VA 22802	None	Public Charity	Education	2,500
Skyline Literacy 975 S High St Harrisonburg, VA 22801	None	Public Charity	Education	1,000
SOS Childrens Villages PO Box 96718 Washington, DC 20077	None	Public Charity	Children's Development	1,000
Still Meadows Camp 11992 Hollar School Rd Linville, VA 22834	None	Public Charity	Children's Development	2,000
Stuarts Draft Middle School 1088 Augusta Farms Rd Stuarts Draft, VA 24477	None	Public Charity	Education	1,000
Turner Ashby High School 800 N Main St Bridgewater, VA 22812	None	Public Charity	Education	1,500
Virginia Commonwealth University School of Arts PO Box 843042 Richmond, VA 23286	None	Public Charity	Education	1,000
Virginia Commonwealth University School of Social Work PO Box 843042 Richmond, VA 23286	None	Public Charity	Education	1,000
Wilbur S Pence Middle School 375 Bowman Rd Dayton, VA 22821	None	Public Charity	Education	1,000
Wildlife Center of VA PO Box 1557 Waynesboro, VA 22980	None	Public Charity	Hospital for native wildlife	4,000
Wilson Middle School 232 Hornet Road Fishersville, VA 22939	None	Public Charity	Education	1,500
Total				120,700

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>				
WMRA 983 Reservoir St Harrisonburg, VA 22801	None	Public Charity	NPR Support	2,000
Total				120,700

3a

TY 2013 Accounting Fees Schedule

Name: The Appleseeds Foundation

EIN: 20-1841471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	1,125	0		0

TY 2013 Investments Corporate Stock Schedule

Name: The Appleseeds Foundation

EIN: 20-1841471

Name of Stock	End of Year Book Value	End of Year Fair Market Value
283sh 3M Co - MMM	0	0
484sh AOL Inc.	17,285	22,564
170sh Apple Inc.	61,580	95,374
81sh Bed Bath & Beyond Inc.	5,747	6,504
973sh Berkshire Hathaway Inc. Class B	68,278	115,359
207sh CA Inc.	5,677	6,966
488sh Chevron Corporation CVX	41,843	60,956
815sh Comcast Corp	34,469	42,351
613sh Devon Energy Corp	37,028	37,926
167sh Dineequity Inc.	11,815	13,953
388sh DirectTV	24,055	26,795
349sh Disney Walt Co	9,028	26,664
381sh Dr Pepper Snapple Group	17,931	18,562
420sh Dupont E.I. De Nemours	0	0
1992sh EMC Corp MASS	37,730	50,099
447sh Ebay Inc.	0	0
133sh EOG Resources Inc	14,419	22,323
719sh Exxon Mobil	0	0
1099sh Freeport-McMoran Copper & Gold Inc	39,679	41,476
584sh GAP Inc.	23,818	22,823
1960sh General Electric Co	43,367	54,939
598sh Google Inc. Cl A	21,529	40,346
203sh Healthsouth Corp	5,681	6,764
319sh Honeywell Intl Inc	0	0
833sh Intel Corp	17,911	21,621
162sh International Business Machine Corp	0	0
2300sh Ishares Core Total ET US Bond Market	235,294	244,789
1810sh IShares Dow Jones Select	96,400	129,143
275sh IShares IBOXX INV Grade Corp Bond Fund	24,991	31,402
110sh Ishares NASDAQ Biotech Index Fd	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
606sh JPMorgan Chase & Co	26,618	35,439
1473sh Kinder Morgan Inc.	53,801	53,028
766sh Liberty Interactive Corp	17,284	22,482
308sh McDonalds Corp	0	0
1355sh Microsoft Corp.	0	0
1675sh Pimco Trust ET	89,141	88,601
1000sh Pimco Total Return	108,800	104,740
328sh PNC Financial Services	20,189	25,446
1832sh Powershares Intl Dividend Achievers	27,441	33,746
4738sh Powershares S&P 500 ET Low Volatility	119,746	157,112
3484sh Powershares S&P 500 ET High Quality	47,042	71,112
698sh Qualcomm Inc	44,825	51,827
397sh Quest Diagnostics Inc.	24,525	21,255
3054sh Select Sector Spdr Fd	110,716	169,314
1631sh SPDR S&P Dividend Et	85,770	118,443
968sh SPDR S&P Regional Bnkg ET	28,912	39,310
3349sh Sysco Corporation stock	121,004	120,899
1424sh US Bankcorp New	43,406	57,530
2200sh Vanguard Dividend Appreciation ETF	107,045	165,528
2391sh Vanguard Intl Eqty ET Index	113,017	121,295
1900sh Vanguard Total Bond Market	139,960	152,095
1667sh Vanguard Whitehall FDS	75,648	103,887
1346sh WisdomTree Emerging Markets	73,911	68,686
1575sh WisdomTree LC DVD Fd	78,599	104,800
412sh Yahoo Inc.	11,565	16,661

TY 2013 Investments - Other Schedule

Name: The Appleseeds Foundation

EIN: 20-1841471

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
4418sh Goldman Sachs - Mutual Fund	AT COST	0	0
12162sh Goldman Sachs Trust - Mutual Fund	AT COST	123,516	129,649

TY 2013 Other Assets Schedule

Name: The Appleseeds Foundation

EIN: 20-1841471

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Dividends receivable from mutual funds	3,802	1,103	1,103

TY 2013 Other Decreases Schedule**Name:** The Appleseeds Foundation**EIN:** 20-1841471

Description	Amount
Adjustment for donor's basis of contributed securities sold in 2013	159,000
Payment of 2012 Tax & 2013 Estimates	11,107

TY 2013 Other Expenses Schedule

Name: The Appleseeds Foundation

EIN: 20-1841471

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VA State Corporation Commission fee	25	0		0
Investment advisory fees	16,342	16,342		0

TY 2013 Taxes Schedule

Name: The Appleseeds Foundation

EIN: 20-1841471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax expense	506	506		0