



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Notice of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation The Carter and Kay Craigie Family Foundation		A Employer identification number 20-3299910
Number and street (or P.O. box number if mail is not delivered to street address) 30 Valley Stream Parkway	Room/suite	B Telephone number (484) 323-1345
City or town, state or province, country, and ZIP or foreign postal code Malvern, PA 19355		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 570613.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	14928.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1.	1.		Statement 2
	4 Dividends and interest from securities	9865.	9865.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91057.			Statement 1
	b Gross sales price for all assets on line 6a	438694.			
	7 Capital gain net income (from Part IV, line 2)		87239.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	115851.	97105.			
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 Stmt 4	5796.	5796.		0.
	b Accounting fees				
	c Other professional fees Stmt 5	3543.	3543.		0.
	17 Interest				
	18 Taxes Stmt 6	883.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	10222.	9339.		0.
	25 Contributions, gifts, grants paid	28000.			28000.
26 Total expenses and disbursements. Add lines 24 and 25	38222.	9339.		28000.	
27 Subtract line 26 from line 12	77629.				
a Excess of revenue over expenses and disbursements		87766.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-4.	66.	66.
	2 Savings and temporary cash investments	16108.	16805.	16805.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis		
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 7		432396.	509258.	553742.
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		448500.	526129.	570613.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	448500.	526129.	
30 Total net assets or fund balances	448500.	526129.		
31 Total liabilities and net assets/fund balances	448500.	526129.		

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	448500.
2 Enter amount from Part I, line 27a	2	77629.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	526129.
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	526129.

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			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 438694.		351455.	87239.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			87239.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$ 2 87239.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$ 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	24967.	471149.	.052992
2011	23674.	466107.	.050791
2010	21950.	416134.	.052747
2009	16736.	382929.	.043705
2008	18421.	441696.	.041705

2 Total of line 1, column (d)	2	.241940
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	.048388
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	540782.
5 Multiply line 4 by line 3	5	26167.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	878.
7 Add lines 5 and 6	7	27045.
8 Enter qualifying distributions from Part XII, line 4	8	28000.

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

The Carter and Kay Craigie
Family Foundation

Form 990-PF (2013)

20-3299910 Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	878.
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	878.
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	878.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	850.	
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	850.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	28.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2013)

The Carter and Kay Craigie
Family Foundation

Form 990-PF (2013)

20-3299910

Page 5

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of Edwin R. Boynton, Esquire Telephone no (484) 323-1345 Located at 30 Valley Stream Parkway, Malvern, PA ZIP+4 19355			
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 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	16	Yes	No X

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

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

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

Form 990-PF (2013)

The Carter and Kay Craigie
Family Foundation

20-3299910

Page 6

Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

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

0

Form 990-PF (2013)

Part VIII

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

(continued)

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

The Carter and Kay Craigie
Family Foundation

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	530588.
b	Average of monthly cash balances	1b	18429.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	549017.
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	549017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8235.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	540782.
6	Minimum investment return. Enter 5% of line 5	6	27039.

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	27039.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	878.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	878.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26161.
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	26161.

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	28000.
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	28000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	878.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27122.

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				26161.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				18.
d From 2011				1021.
e From 2012				1476.
f Total of lines 3a through e	2515.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	28000.			
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				26161.
e Remaining amount distributed out of corpus	1839.			
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:	4354.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4354.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				18.
c Excess from 2011				1021.
d Excess from 2012				1476.
e Excess from 2013				1839.

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

N/A

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



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

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon
 - a "Assets" alternative test - enter
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

See Statement 9

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

None

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

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

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

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

The Carter and Kay Craigie

Form 990-PF (2013)

Family Foundation

20-3299910 Page 11

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				
Free Clinic of New River Valley 215 Roanoke Street Christiansburg, VA 24073	N/A	501 (c)(3)	Grant to another 501(c)(3) organization	12000.
Montgomery Co Emergency Assistance Program 110 Roanoke Street Christiansburg, VA 24073	N/A	501 (c)(3)	Grant to another 501(c)(3) organization	4000.
Radford Clothing Bank P.O. Box 994 Radford, VA 24143	N/A	501 (c)(3)	Grant to another 501(c)(3) organization	2000.
Radford-Fairlawn Daily Bread P.O. Box 3323 Radford, VA 24141	N/A	501 (c)(3)	Grant to another 501(c)(3) organization	3500.
Giving Tree Food Pantry 3385 North Franklin Street Christiansburg, VA 24073	N/A	501 (c)(3)	Grant to another 501(c)(3) organization	3500.
Total	See continuation sheet(s)			28000.
b Approved for future payment				
None				
Total				0.

Part XVII

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

President

May the IRS discuss this return with the preparer

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Edwin R. Boynton

Preparer's signature

 d, A

Date

4/22/17

Check ☐ self-employed

PTIN

P01207912

Firm's name ▶ **Stradley, Ronon, Stevens & Young, LLP**

Firm's EIN ► 23-1130381

Firm's address ► 30 Valley Stream Parkway
Malvern, PA 19355

Phone no (610) 640-5800

Form **990-PF** (2013)

The Carter and Kay Craigie
Family Foundation

Continuation for 990-PF, Part IV
20-3299910 Page 1 of 3

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	68.37 shares Manning & Napier World Opp	P	08/15/13	10/07/13
b	305.29 shares John Hancock III	P	08/15/13	10/07/13
c	13.01 shares T Rowe Price Diversified Small Cap	P	08/15/13	10/07/13
d	1,507.35 shares JP Morgan US Equity	P	08/15/13	10/07/13
e	323.93 shares T Rowe Price Instl Large Cap	P	08/13/13	10/07/13
f	195.2 shares Oppenheimer Developing Markets	P	08/15/13	10/07/13
g	132.82 shares JP Morgan US Equity	P	08/15/13	11/26/13
h	212 shares John Hancock III	P	08/15/13	11/26/13
i	183.24 shares Federated Strategic Value fund	P	10/07/13	11/26/13
j	17.93 shares Advisors Cambiar Small Cap	P	08/15/13	11/12/13
k	12.98 shares Pimco Invt Grade Corp	P	10/07/13	11/26/13
l	17.99 shares Osterweis Strategic Income	P	08/13/13	11/26/13
m	10.98 shares Doubleline Total Return Bond Fund	P	10/07/13	11/26/13
n	66.92 shares Wasatch Long/Short Fund	P	08/13/13	11/26/13
o	13.04 shares Forum Absolute Strategies	P	10/07/13	11/26/13

(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 603.		587.	16.
b 5248.		5224.	24.
c 296.		282.	14.
d 20500.		20108.	392.
e 7839.		7502.	337.
f 7232.		6853.	379.
g 1954.		1772.	182.
h 3914.		3627.	287.
i 1066.		1017.	49.
j 443.		403.	40.
k 138.		137.	1.
l 215.		213.	2.
m 121.		120.	1.
n 1100.		1050.	50.
o 144.		144.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16.
b			24.
c			14.
d			392.
e			337.
f			379.
g			182.
h			287.
i			49.
j			40.
k			1.
l			2.
m			1.
n			50.
o			0.

- 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 }
- 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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	4.49 shares Eaton Vance Atlanta Cap	P	10/07/13	11/26/13
b	13 shares Eaton Vance Floating Rate	P	08/15/13	11/26/13
c	1 share Ishares Barclay 3-7 years Treasury	P	10/07/13	11/26/13
d	53.11 shares Mainstay Icap	P	10/07/13	11/26/13
e	254.56 shares Manning & Napier	P	08/15/13	11/26/13
f	4 shares Oppenheimer Developing Markets	P	08/15/13	11/26/13
g	11.92 shares T Rowe Price Diversified Small Cap	P	08/15/13	11/26/13
h	2 shares Pimco 1-5 years US tips index	P	10/07/13	11/26/13
i	38.03 shares Aberdeen Equity Long Short	P	08/13/13	11/26/13
j	152.24 shares T Rowe Price Instl Large Cap	P	08/13/13	11/26/13
k	265 shares Forum Absolute Strategies	P	04/25/12	08/13/13
l	1,400 shares Pimco Foreign Bond US Hedged	P	03/26/12	08/13/13
m	35 shares SPDR TR Gold ETF	P	04/25/12	04/26/13
n	39 shares SPDR TR Gold ETF	P	03/27/12	04/26/13
o	1,900.32 shares Neuberger Berman High Income	P	10/27/11	08/13/13

(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 109.		102.	7.
b 119.		119.	0.
c 122.		121.	1.
d 1880.		1802.	78.
e 2306.		2184.	122.
f 149.		140.	9.
g 292.		258.	34.
h 106.		106.	0.
i 476.		465.	11.
j 3996.		3526.	470.
k 2960.		2939.	21.
l 14798.		14952.	-154.
m 4930.		5595.	-665.
n 5493.		6392.	-899.
o 17920.		17293.	627.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			7.
b			0.
c			1.
d			78.
e			122.
f			9.
g			34.
h			0.
i			11.
j			470.
k			21.
l			-154.
m			-665.
n			-899.
o			627.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

2

3

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 900.34 shares Templeton Global Bond	P	10/27/11	08/13/13
b 214.86 shares Forum Absolute Strategies	P	10/27/11	08/13/13
c 8,847.24 shares Federated Strategic Value	P	10/27/11	08/13/13
d 317.36 shares Eaton Vance Atlanta Cap	P	10/27/11	08/13/13
e 800 shares Vanguard Bond Index	P	10/27/11	08/13/13
f 300 PPG Industries	P	02/10/89	08/13/13
g 616 shares Ishares TR S&P 500 Index	P	10/27/11	08/13/13
h 84 shares Ishares Tr S&P 500 Index ETF	P	11/29/11	08/13/13
i 60 shares PPG Industries	D	01/09/74	08/13/13
j 99.21 shares Federated Strategic Value	P	10/27/11	11/26/13
k 36.34 shares Eaton Vance Atlanta Cap	P	10/27/11	11/26/13
l 76 shares SPDR Gold Tr	P	11/29/11	04/26/13
m Capital Gains Dividends			
n			
o			

(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 11650.		11939.	-289.
b 2400.		2370.	30.
c 49633.		42555.	7078.
d 7204.		5125.	2079.
e 64455.		66496.	-2041.
f 48424.		14479.	33945.
g 104786.		79094.	25692.
h 14289.		10167.	4122.
i 9685.		449.	9236.
j 577.		477.	100.
k 879.		587.	292.
l 10704.		12684.	-1980.
m 7539.			7539.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-289.
b			30.
c			7078.
d			2079.
e			-2041.
f			33945.
g			25692.
h			4122.
i			9236.
j			100.
k			292.
l			-1980.
m			7539.
n			
o			

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	87239.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

20-3299910

3. Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
68.37 shares Manning & Napier World Opp	Purchased	08/15/13	10/07/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
603.	554.	0.	0.	49.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
305.29 shares John Hancock III	Purchased	08/15/13	10/07/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5248.	5224.	0.	0.	24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
13.01 shares T Rowe Price Diversified Small Cap	Purchased	08/15/13	10/07/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
296.	282.	0.	0.	14.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1,507.35 shares JP Morgan US Equity	Purchased	08/15/13	10/07/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20500.	20108.	0.	0.	392.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
323.93 shares T Rowe PPrice Instl Large Cap	Purchased	08/13/13	10/07/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7839.	5717.	0.	0.	2122.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
195.2 shares Oppenheimer Developing Markets	Purchased	08/15/13	10/07/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7232.	6391.	0.	0.	841.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
132.82 shares JP Morgan US Equity	Purchased	08/15/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1954.	1772.	0.	0.	182.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
212 shares John Hancock III	Purchased	08/15/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3914.	3627.	0.	0.	287.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
183.24 shares Federated Strategic Value fund	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1066.	877.	0.	0.	189.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
17.93 shares Advisors Cambiar Small Cap	Purchased	08/15/13	11/12/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
443.	403.	0.	0.	40.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
12.98 shares Pimco Invt Grade Corp	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
138.	136.	0.	0.	2.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
17.99 shares Osterweis Strategic Income	Purchased	08/13/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
215.	213.	0.	0.	2.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
10.98 shares Doubleline Total Return Bond Fund	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
121.	120.	0.	0.	1.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
66.92 shares Wasatch Long/Short Fund	Purchased	08/13/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1100.	1006.	0.	0.	94.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
13.04 shares Forum Absolute Strategies	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
144.	144.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
4.49 shares Eaton Vance Atlanta Cap	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
109.	73.	0.	0.	36.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
13 shares Eaton Vance Floating Rate	Purchased	08/15/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
119.	116.	0.	0.	3.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1 share Ishares Barclay 3-7 years Treasury	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
122.	121.	0.	0.	1.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
53.11 shares Mainstay Icap	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1880.	1802.	0.	0.	78.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
254.56 shares Manning & Napier	Purchased	08/15/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2306.	2062.	0.	0.	244.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
4 shares Oppenheimer Developing Markets	Purchased	08/15/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
149.	131.	0.	0.	18.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
11.92 shares T Rowe PPrice Diversified Small Cap	Purchased	08/15/13	11/26/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
292.	258.	0.	0.	34.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
2 shares Pimco 1-5 years US tips index	Purchased	10/07/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
106.	106.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
38.03 shares Aberdeen Equity Long Short	Purchased	08/13/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
476.	456.	0.	0.	20.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
152.24 shares T Rowe Price Instl Large Cap	Purchased	08/13/13	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3996.	2687.	0.	0.	1309.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
265 shares Forum Absolute Strategies	Purchased	04/25/12	08/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2960.	2926.	0.	0.	34.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1,400 shares Pimco Foreign Bond US Hedged	Purchased	03/26/12	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14798.	14952.	0.	0.	-154.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
35 shares SPDR TR Gold ETF	Purchased	04/25/12	04/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4930.	5757.	0.	0.	-827.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
39 shares SPDR TR Gold ETF	Purchased	03/27/12	04/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5493.	6415.	0.	0.	-922.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1,900.32 shares Neuberger Berman High Income	Purchased	10/27/11	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17920.	17293.	0.	0.	627.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
900.34 shares Templeton Global Bond	Purchased	10/27/11	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11650.	11939.	0.	0.	-289.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
214.86 shares Forum Absolute Strategies	Purchased	10/27/11	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2400.	2370.	0.	0.	30.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
8,847.24 shares Federated Strategic VALUE	Purchased	10/27/11	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
49633.	42120.	0.	0.	7513.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
317.36 shares Eaton Vance Atlanta Cap	Purchased	10/27/11	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7204.	5125.	0.	0.	2079.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
800 shares Vanguard Bond Index	Purchased	10/27/11	08/13/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
64455.	66543.	0.	0.	-2088.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
300 PPG Industries	48424.	14479.	0.	0.	33945.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
616 shares Ishares TR S&P 500 Index	104786.	78602.	0.	0.	26184.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
84 shares Ishares Tr S&P 500 Index ETF	14289.	10719.	0.	0.	3570.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
60 shares PPG Industries	9685.	449.	0.	0.	9236.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
99.21 shares Federated Strategic Value	Purchased	10/27/11	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
577.	475.	0.	0.	102.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
36.34 shares Eaton Vance Atlanta Cap	Purchased	10/27/11	11/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
879.	587.	0.	0.	292.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
76 shares SPDR Gold Tr	Purchased	11/29/11	04/26/13	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10704.	12500.	0.	0.	-1796.

Capital Gains Dividends from Part IV	7539.
Total to Form 990-PF, Part I, line 6a	91057.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
SunTrust	1.	1.	
Total to Part I, line 3	1.	1.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
SunTrust	17404.	7539.	9865.	9865.	
To Part I, line 4	17404.	7539.	9865.	9865.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young	5796.	5796.		0.
To Fm 990-PF, Pg 1, ln 16a	5796.	5796.		0.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SunTrust - Investment Advisory fees	3543.	3543.		0.
To Form 990-PF, Pg 1, ln 16c	3543.	3543.		0.

Form 990-PF	Taxes	Statement	6
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2012 Tax on net investment income	33.	0.		0.
2013 Estimated tax payments	850.	0.		0.
To Form 990-PF, Pg 1, ln 18	883.	0.		0.

Form 990-PF	Other Investments	Statement	7
-------------	-------------------	-----------	---

Description	Valuation Method	Book Value	Fair Market Value
Eaton Vance Growth Tr - Atlanta Capital Mid-Cap Fund	COST	11557.	17623.
Eaton Vance Mut Funds Tr - Floating Rate Fund	COST	13922.	14350.
Federated Equity Funds - Strategic Value Fund	COST	23465.	28616.
Forum Absolute Strategies Fund	COST	28633.	28460.
Manning & Napier World Opportunities Fund	COST	65964.	71439.
Oppenheimer Developing Markets Instl Fund	COST	32012.	34742.
T Rowe Price Instl Large Cap Growth Fund	COST	42461.	59860.
Aberdeen Equity Long Short Fund	COST	16621.	17030.
Cambiar Small Cap Fund	COST	5234.	5360.
Doubleline Total Return Bond Fund	COST	28564.	28196.
Goldman Sachs Local Emerging Markets Fund	COST	11525.	11105.
Ishares Barclays 3-7 Year ETF	COST	17009.	16924.
John Hancock II Discpln V Fund	COST	53154.	55888.
JP Morgan US Equity Fund	COST	26033.	27516.
Mainstay Icap International Fund	COST	35655.	37788.
Osterweis Strategic Income Fund	COST	14253.	14242.
Pimco Investment Grade Corporate Fund	COST	11282.	11033.
Pimco Emerging Local Bond Fund	COST	11408.	11040.
Pimco 1-5 Years US Tips Index ETF	COST	11421.	11373.
T Rowe PRice Divers Small Cap Growth Fund	COST	5097.	5881.
Wasatch Long/Short Fund	COST	32483.	34003.
Western Asset Mtg Backed Sec Fund	COST	11505.	11273.
Total to Form 990-PF, Part II, line 13		509258.	553742.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 8
-------------	---	-------------

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Carter Craigie c/o E.R. Boynton, 30 Valley Stream Parkway Malvern, PA 19355	President/Director 2.00	0.	0. 0.
Kay Craigie c/o E.R. Boynton, 30 Valley Stream Parkway Malvern, PA 19355	Treasurer/Director 2.00	0.	0. 0.
Jenny K. Riffe c/o E.R. Boynton, 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Director 2.00	0.	0. 0.
Gregory S. Riffe c/o E.R. Boynton, 30 Valley Stream Parkway Malvern, PA 19355	Vice President/Director 2.00	0.	0. 0.
Edwin R. Boynton 30 Valley Stream Parkway Malvern, PA 19355	Director 2.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement 9
-------------	--	-------------

Name of Manager

Carter Craigie
Kay Craigie