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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
REES PAUL AND MARTHA CHARITABLE TUA

A Employer identification number
20-6740669

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 2907 - TRUST TAX DEPT

Room/suite

B Telephone number (see instructions)
(540) 665-4345

City or town, state or province, country, and ZIP or foreign postal code
WILSON, NC 278942907

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,199,033

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

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

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

		Line	(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)	851			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	153,569	153,569		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	198,020			
	b	Gross sales price for all assets on line 6a 2,371,357				
	7	Capital gain net income (from Part IV, line 2) . . .		198,020		
	8	Net short-term capital gain			0	
	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)	7	7		
	12	**Total.** Add lines 1 through 11	352,447	351,596		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	69,270	69,270		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	9,670	9,670		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	14,458	4,509		0
	19	Depreciation (attach schedule) and depletion . . .	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	1,589	1,589		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,987	85,038	0	0
	25	Contributions, gifts, grants paid	389,180			389,180
	26	**Total expenses and disbursements.** Add lines 24 and 25	484,167	85,038	0	389,180
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-131,720			
	b	**Net investment income** (if negative, enter -0-)		266,558		
	c	**Adjusted net income** (if negative, enter -0-) . . .			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	598,508	225	225
	2	Savings and temporary cash investments	612,155	338,947	338,947
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 985,017			
		Less accumulated depreciation (attach schedule) ▶	1,025,017	985,017	1,210,285
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,840,774	6,620,874	7,649,576
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,076,454	7,945,063	9,199,033
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	8,076,454	7,945,063	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	8,076,454	7,945,063	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,076,454	7,945,063	

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	8,076,454
2	Enter amount from Part I, line 27a	2	-131,720
3	Other increases not included in line 2 (itemize) ▶	3	1,392
4	Add lines 1, 2, and 3	4	7,946,126
5	Decreases not included in line 2 (itemize) ▶	5	1,063
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,945,063

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	198,020
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	280,826	7,972,465	0 035224
2011	200,003	1,237,318	0 161642
2010	114,915	11,538	9 959698
2009	95,029	10,053	9 4528
2008	95,535	15,936	5 994917

2	**Total** of line 1, column (d).	2	25 604281
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	5 120856
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	8,822,123
5	Multiply line 4 by line 3.	5	45,176,821
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,666
7	Add lines 5 and 6.	7	45,179,487
8	Enter qualifying distributions from Part XII, line 4.	8	389,180

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,331
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	5,331
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	5,331
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,480		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,480
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	149
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 149 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(540) 665-4345

Located at ▶148 S QUEEN ST MARTINSBURG WV ZIP+4 ▶25401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY 148 S QUEEN ST MARTINSBURG, WV 25401	TRUSTEE 10	69,270		

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	7,391,235
b	Average of monthly cash balances	1b	512,956
c	Fair market value of all other assets (see instructions)	1c	1,052,279
d	**Total** (add lines 1a, b, and c)	1d	8,956,470
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,956,470
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,347
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,822,123
6	**Minimum investment return.** Enter 5% of line 5	6	441,106

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	441,106
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 5,331		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	5,331
3	Distributable amount before adjustments Subtract line 2c from line 1	3	435,775
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	435,775
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	435,775

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	389,180
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	389,180
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	389,180

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					435,775
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	96,493				
b From 2009.	96,000				
c From 2010.	116,000				
d From 2011.	139,145				
e From 2012.	0				
f **Total** of lines 3a through e.		447,638			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 389,180					
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.					389,180
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		46,595			46,595
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		401,043			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		49,898			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		351,145			
10 Analysis of line 9					
a Excess from 2009. . . .	96,000				
b Excess from 2010. . . .	116,000				
c Excess from 2011. . . .	139,145				
d Excess from 2012. . . .	0				
e Excess from 2013. . . .	0				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				389,180
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	153,569	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	198,020	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				351,596	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 351,596

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		**No**
(2) Other assets	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
(4) Reimbursement arrangements	**1b(4)**		**No**
(5) Loans or loan guarantees	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-04-17	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
6 ASML HOLDING NV		2012-03-01	2013-01-10
880 ARCHER DANIELS MIDLAND COMPANY		2011-07-22	2013-02-15
550 CENTURYTEL INC		2012-06-26	2013-02-15
290 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE		2011-10-04	2013-02-15
870 EMC CORPORATION COMMON		2011-10-04	2013-02-15
200 EMERSON ELECTRIC COMPANY		2011-08-03	2013-02-15
50 EQUINIX INC COMMON		2012-12-31	2013-02-15
26 GOOGLE INC CL A		2011-05-13	2013-02-15
460 HALLIBURTON COMPANY		2012-12-31	2013-02-15
380 H J HEINZ COMPANY		2012-12-31	2013-02-15
190 KIMBERLY CLARK CORPORATION		2011-08-03	2013-02-15
228 KINDER MORGAN MANAGEMENT LLC		2011-07-22	2013-02-15
5510 LI & FUNG LIMITED UNSPONS ADR		2011-10-04	2013-02-15
250 LAS VEGAS SANDS CORP		2011-07-22	2013-02-15
190 MACERICH COMPANY COMMON		2012-12-31	2013-02-15
180 NESTLE SA ADR		2011-10-04	2013-02-15
90 PVH CORP COMMON		2012-12-31	2013-02-15
90 PIONEER NAT RES CO COMMON		2012-12-31	2013-02-15
140 PROCTOR AND GAMBLE COMPANY		2011-10-04	2013-02-15
340 PRUDENTIAL FINANCIAL		2012-09-04	2013-02-15
390 ROCKWOOD HOLDINGS INC COMMON		2012-12-31	2013-02-15
500 ROGERS COMMUNICATIONS INC INC		2012-06-26	2013-02-15
150 ROGERS COMMUNICATIONS INC INC		2011-08-03	2013-02-15
2170 SBERBANK OF RUSSIA		2011-10-04	2013-02-15
3230 SIRIUS XM RADIO INC COMMON		2012-12-31	2013-02-15
280 STANLEY BLACK & DECKER INC COMMON		2012-09-04	2013-02-15
320 STARBUCKS CORPORATIONS COMMON		2011-08-03	2013-02-15
900 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2011-08-03	2013-02-15
360 TARGET CORP COM		2011-07-22	2013-02-15
140 THE TRAVELERS COMPANIES INC		2011-08-03	2013-02-15

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
150 V F CORP COMMON		2011-10-04	2013-02-15
310 EATON CORP PLC		2012-12-31	2013-02-15
560 ROYAL CARIBBEAN CRUISES LTD		2012-12-31	2013-02-15
680 AVAGO TECHNOLOGIES LTD		2011-08-03	2013-02-15
107 KINDER MORGAN MANAGEMENT LLC		2011-08-03	2013-02-21
347 KINDER MORGAN MANAGEMENT LLC		2011-08-03	2013-05-24
165 ADT CORP COMMON		2012-09-04	2013-06-06
90 BLACKROCK INC COMMON		2011-10-04	2013-06-06
520 BRISTOL MYERS SQUIBB COMPANY		2012-03-01	2013-06-06
24 CST BRANDS, INC COMMON		2013-02-15	2013-06-06
330 CAPITAL ONE FINL CORP		2012-12-31	2013-06-06
130 DASSAULT SYSTEMS COMMON		2012-03-01	2013-06-06
200 DUKE ENERGY CORPORATION COMMON		2012-03-01	2013-06-06
240 EDWARDS LIFESCIENCES CORP COMMON		2012-03-01	2013-06-06
50 EQUINIX INC COMMON		2012-12-31	2013-06-06
450 GENERAL MILLS, INCORPORATED		2012-03-01	2013-06-06
160 JOHNSON & JOHNSON		2011-10-04	2013-06-06
367 KINDER MORGAN MANAGEMENT LLC		2011-08-03	2013-06-06
270 MERCK & CO INC		2012-03-01	2013-06-06
530 MICROSOFT CORPORATION		2011-10-04	2013-06-06
790 NEWS CORP CL A		2012-09-04	2013-06-06
1330 NOKIAN RENKAAT OYJ		2012-12-31	2013-06-06
90 PVH CORP COMMON		2012-12-31	2013-06-06
730 PAYCHEX INC		2011-08-03	2013-06-06
13616 848 PRINCIPAL PREFERRED SECURITIES FUND INST		2011-06-15	2013-06-06
190 RED HAT INC		2013-02-15	2013-06-06
3160 SIRIUS XM RADIO INC COMMON		2012-12-31	2013-06-06
410 SKYWORKS SOLUTIONS, INC COMMON		2013-02-15	2013-06-06
21313 804 STERLING CAPITAL SECURITIZED OPPORTUNITI		2012-08-08	2013-06-06
500 TD AMERITRADE HOLDING CORPORATION		2013-02-15	2013-06-06

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
560 UNILEVER PLC-SPONSORED ADR		2012-03-01	2013-06-06
180 UNITED RENTALS INC		2013-02-15	2013-06-06
150 VENTAS INC COMMON		2012-03-01	2013-06-06
230 VERIZON COMMUNICATIONS INC		2011-06-14	2013-06-06
200 WHITING PETROLEUM CORP COMMON		2013-02-15	2013-06-06
1110 WINDSTREAM CORP		2013-02-15	2013-06-06
530 TE CONNECTIVITY LTD		2012-09-04	2013-06-06
160 ASML HOLDING NV		2012-03-01	2013-06-06
444 CST BRANDS, INC COMMON		2013-02-15	2013-06-24
180 AFFILIATED MANAGERS GROUP INC		2012-09-04	2013-09-09
750 ALLIANZ COMMON		2012-06-26	2013-09-09
230 AMERICAN INTERNATIONAL GROUP INC COMMON		2013-06-06	2013-09-09
520 ARM HOLDINGS PLC -SPONS ADR		2012-06-26	2013-09-09
510 ATLAS COPCO AB SPONS		2012-06-26	2013-09-09
230 CBS CORP NEW CL B		2012-09-04	2013-09-09
190 COLUMBIA SPORTSWEAR CO		2013-02-15	2013-09-09
100 COSTCO WHOLESALE CORP		2013-02-15	2013-09-09
710 DELTA AIR LINES INC COMMON		2013-02-15	2013-09-09
180 EBAY INC		2013-02-15	2013-09-09
60 EBAY INC		2012-09-04	2013-09-09
470 EMERSON ELECTRIC COMPANY		2011-08-03	2013-09-09
100 F5 NETWORKS INC COMMON		2013-02-15	2013-09-09
100 FOSSIL GROUP, INC COMMON		2013-02-15	2013-09-09
530 INTERNATIONAL PAPER COMPANY		2012-09-04	2013-09-09
440 L'OREAL SA ADR		2012-06-26	2013-09-09
170 THE MOSAIC COMPANY COMMON		2013-06-06	2013-09-09
170 NORDSON CORP		2012-09-04	2013-09-09
350 QUANTA SERVICES INC COMMON		2013-02-15	2013-09-09
220 ROCHE HOLDING LTD ADR		2012-09-04	2013-09-09
640 SAFEWAY INC		2012-09-04	2013-09-09

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
240 SCHLUMBERGER LTD		2012-06-26	2013-09-09
950 SMITHFIELD FOODS INC		2012-09-04	2013-09-09
630 TESCO PLC SPONS ADR		2012-06-26	2013-09-09
210 THOR INDS INC COMMON		2012-09-04	2013-09-09
250 THE TIMKEN COMPANY COMMON		2012-09-04	2013-09-09
150 UNITED HEALTH GROUP INC		2011-05-13	2013-09-09
20 MALLINCKRODT PLC		2013-02-15	2013-09-09
180 SINA COM		2013-02-15	2013-09-09
210 PENTAIR LTD COMMON		2012-09-04	2013-09-09
110 ACTAVIS INC COMMON		2013-09-09	2013-10-02
1 UNDEVELOPED PROPERTY, LOT 33 MINERAL SPRINGS, FRONT ROYAL (WARREN C		2011-04-27	2013-10-31
80 AVALONBAY CMNTYS INC COM		2013-09-09	2013-12-05
100 BOSTON PPTYS INC		2013-09-09	2013-12-05
180 CAMERON INT'L CORP COM		2013-09-09	2013-12-05
210 CLEAN HARBORS INC COMMON		2013-09-09	2013-12-05
8795 074 DOUBLELINE TOTAL RETURN BOND FUND		2013-02-22	2013-12-05
300 EQUITY RESIDENTIAL PPTY		2012-06-26	2013-12-05
420 HCP, INC COMMON		2012-06-26	2013-12-05
270 HEALTH CARE REIT INC		2013-02-15	2013-12-05
430 ICICI BANK LIMITED SPONS ADR		2012-12-31	2013-12-05
60 INTERNATIONAL BUSINESS MACHINES CORP		2013-02-15	2013-12-05
100 INTERNATIONAL BUSINESS MACHINES CORP		2012-09-04	2013-12-05
690 ITAU UNIBANCO BANCO MULTIPLO SA		2013-06-06	2013-12-05
720 KINDER MORGAN INC COMMON		2013-06-06	2013-12-05
260 LIBERTY PPTY TR SH BEN TR		2013-06-06	2013-12-05
750 NEWFIELD EXPL CO COM		2012-09-04	2013-12-05
600 PIEDMONT OFFICE REALTY TRUST INC COMMON		2013-09-09	2013-12-05
11352 231 PIMCO COMMODITY REAL RETURN STRATEGY INS		2011-05-13	2013-12-05
520 POTASH CORP SASKATCHEWAN		2013-02-15	2013-12-05
260 PROLOGIS INC COMMON		2013-02-15	2013-12-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
530 SPDR GOLD TRUST		2012-06-26	2013-12-05
410 SENIOR HSG PPTYS SH		2013-02-15	2013-12-05
130 VERTEX PHARMACEUTICALS INC		2013-09-09	2013-12-05
560 WESTERN UNION COMPANY COMMON		2013-09-09	2013-12-05
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
38		26	12
28,143		28,266	-123
17,908		21,017	-3,109
14,062		9,605	4,457
20,871		17,757	3,114
11,650		9,560	2,090
11,350		10,276	1,074
20,531		13,845	6,686
19,545		15,645	3,900
27,439		21,656	5,783
17,271		12,185	5,086
18,679		13,194	5,485
14,133		16,750	-2,617
13,177		11,688	1,489
11,713		11,028	685
12,346		9,765	2,581
10,851		9,881	970
11,738		9,328	2,410
10,706		8,740	1,966
19,534		18,596	938
22,525		18,977	3,548
23,505		17,860	5,645
7,051		5,663	1,388
30,412		16,796	13,616
10,158		9,448	710
22,031		18,301	3,730
17,704		12,365	5,339
16,654		10,871	5,783
22,347		17,812	4,535
11,220		7,476	3,744

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
23,685		17,906	5,779
18,914		16,527	2,387
19,822		18,784	1,038
23,881		21,947	1,934
9		6	3
30		19	11
6,598		5,998	600
23,625		12,571	11,054
24,154		16,992	7,162
759		838	-79
19,839		18,836	1,003
16,649		10,847	5,802
13,454		12,609	845
15,939		17,357	-1,418
10,095		10,276	-181
21,325		17,111	4,214
13,354		9,813	3,541
29,705		19,662	10,043
13,054		10,252	2,802
18,455		13,137	5,318
24,632		18,555	6,077
27,398		26,347	1,051
9,980		9,881	99
26,623		19,788	6,835
144,202		138,243	5,959
8,658		10,286	-1,628
10,523		9,244	1,279
9,311		10,139	-828
213,564		218,289	-4,725
11,485		10,033	1,452

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
23,206		18,473	4,733
9,067		9,941	-874
10,449		8,366	2,083
11,240		8,217	3,023
9,144		9,985	-841
8,736		9,965	-1,229
23,547		18,469	5,078
12,606		6,863	5,743
15		16	-1
32,367		21,114	11,253
11,235		6,960	4,275
11,284		10,090	1,194
22,625		11,913	10,712
14,234		10,210	4,024
12,319		8,271	4,048
11,188		10,119	1,069
11,512		10,267	1,245
15,272		10,244	5,028
9,453		10,233	-780
3,151		2,826	325
29,398		22,467	6,931
8,843		10,064	-1,221
11,310		10,652	658
26,023		18,062	7,961
14,540		9,698	4,842
7,474		10,162	-2,688
11,910		9,983	1,927
9,002		10,072	-1,070
13,953		9,990	3,963
16,781		10,072	6,709

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,745		14,350	6,395
32,432		18,679	13,753
10,965		9,236	1,729
10,874		6,624	4,250
15,383		9,781	5,602
11,135		7,592	3,543
919		906	13
14,668		10,240	4,428
13,148		9,030	4,118
15,841		14,986	855
30,037		43,369	-13,332
9,672		10,202	-530
10,017		10,548	-531
10,089		10,753	-664
11,019		11,852	-833
95,515		100,000	-4,485
15,798		17,916	-2,118
15,291		18,014	-2,723
14,925		16,736	-1,811
15,881		18,735	-2,854
10,562		12,030	-1,468
17,603		19,365	-1,762
9,123		10,067	-944
23,660		27,533	-3,873
8,594		10,293	-1,699
20,734		24,499	-3,765
9,799		10,512	-713
63,459		105,235	-41,776
16,615		21,622	-5,007
9,720		10,111	-391

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
62,779		80,915	-18,136
9,190		10,286	-1,096
8,628		10,644	-2,016
9,277		10,242	-965
			10,362

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			12
			-123
			-3,109
			4,457
			3,114
			2,090
			1,074
			6,686
			3,900
			5,783
			5,086
			5,485
			-2,617
			1,489
			685
			2,581
			970
			2,410
			1,966
			938
			3,548
			5,645
			1,388
			13,616
			710
			3,730
			5,339
			5,783
			4,535
			3,744

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,779
			2,387
			1,038
			1,934
			3
			11
			600
			11,054
			7,162
			-79
			1,003
			5,802
			845
			-1,418
			-181
			4,214
			3,541
			10,043
			2,802
			5,318
			6,077
			1,051
			99
			6,835
			5,959
			-1,628
			1,279
			-828
			-4,725
			1,452

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,733
			-874
			2,083
			3,023
			-841
			-1,229
			5,078
			5,743
			-1
			11,253
			4,275
			1,194
			10,712
			4,024
			4,048
			1,069
			1,245
			5,028
			-780
			325
			6,931
			-1,221
			658
			7,961
			4,842
			-2,688
			1,927
			-1,070
			3,963
			6,709

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			6,395
			13,753
			1,729
			4,250
			5,602
			3,543
			13
			4,428
			4,118
			855
			-13,332
			-530
			-531
			-664
			-833
			-4,485
			-2,118
			-2,723
			-1,811
			-2,854
			-1,468
			-1,762
			-944
			-3,873
			-1,699
			-3,765
			-713
			-41,776
			-5,007
			-391

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-18,136
			-1,096
			-2,016
			-965

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST MARY'S CATHOLIC HIGH SCHOOL 114 QUEENS ROAD ST MARYS,PA 15857	NONE	EXEMPT	EDUCATIONAL	12,250
EARLHAM COLLEGE 801 NATIONAL ROAD RICHMOND,IN 47374	NONE	EXEMPT	EDUCATIONAL	11,188
THE COMMUNITY FOUNDATION OF THE NORTHERN SHENANDOAH VALLEY 530 AMHERST STREET WINCHESTER,VA 22601	NONE	EXEMPT	COMMUNITY	20,000
ALS ASSOCIATION 27001 AGOURA ROAD SUITE 250 CALABASAS HILLS,CA 91301	NONE	EXEMPT	CHARITABLE	12,250
AMERICAN HEART ASSOCIATION ATTN BETSY WOODMAN BEQUEST ADM P O BOX 22249 ST PETERSBURG,FL 33742	NONE	EXEMPT	CHARITABLE	12,250
ST BONAVENTURE UNIVERSITY 3261 WEST STATE ROAD ST BONAVENTURE,NY 14778	NONE	EXEMPT	EDUCATIONAL	63,929
D'YOUVILLE COLLEGE 320 PORTER AVENUE BUFFALO,NY 142011084	NONE	EXEMPT	EDUCATIONAL	22,375
NIAGARA UNIVERSITY ATTN HOWARD MORGAN P O BOX 2008 NIAGARA UNIVERSITY,NY 14109	NONE	EXEMPT	EDUCATIONAL	22,375
ST LEO SCHOOL THE DIOCESE OF ERIE CHURCH SCHOOL RIDGWAY,PA 15853	NONE	EXEMPT	EDUCATIONAL	22,375
FRANCISCAN CHURCH AND MONASTARY 1400 QUINCY ST NE WASHINGTON,DC 20017	NONE	EXEMPT	RELIGIOUS	22,375
ELK COUNTY CATHOLIC SCHOOL SYSTE 114 QUEENS RD ST MARYS,PA 15857	NONE	EXEMPT	EDUCATIONAL	22,375
UNIVERSITY OF DETROIT MERCY 4001 W MCNICHOLS ROAD DETROIT,MI 482213038	NONE	EXEMPT	EDUCATIONAL	22,375
MACALESTER COLLEGE ATTN DEB DERRINGER 1600 GRAND AVENUE SAINT PAUL,MN 55105	NONE	EXEMPT	EDUCATIONAL	11,188
SACRED HEART OF JESUS CATHOLIC CHURCH AND ACADEMY WINCHESTER,VA 22601	NONE	EXEMPT	RELIGIOUS	22,375
LITTLE SISTERS OF THE POOR ST JOSEPH'S HOME FOR THE AGED 1503 MICHAELS ROAD HENRICO,VA 23229	NONE	EXEMPT	COMMUNITY	22,375
Total . . . . ▶ **3a**				389,180

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CATHOLIC DIOCESE OF ARLINGTON 200 N GLEBE ROAD STE 914 ARLINGTON, VA 22203	NONE	EXEMPT	RELIGIOUS	22,375
ETERNAL WORD TELEVISION NETWORK INC 5817 OLD LEED ROAD IRONDALE, AL 35210	NONE	EXEMPT	RELIGIOUS	44,750
Total . . . . ▶ **3a**				389,180

TY 2013 Other Decreases Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Description	Amount
ACCRUED INTEREST PAID CURRENT YEAR	752
RETURN OF CAPITAL ADJUSTMENT	287
ROUNDING	24

TY 2013 Other Expenses Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE EXPENSE ON NON-REN	1,088	1,088		0
OTHER ALLOCABLE EXPENSES - 2%	501	501		0

TY 2013 Other Income Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491126008294

TY 2013 Other Increases Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Description	Amount
DIFF IN MUTUAL FUNDS RECEIVED/REPORTED	1,392

TY 2013 Other Professional Fees Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	9,670	9,670		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491126008294

TY 2013 Taxes Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,712	2,712		0
REAL ESTATE TAX ON NON-RENTAL	503	503		0
FEDERAL TAX PAYMENT - PRIOR YE	4,469	0		0
FEDERAL ESTIMATES - PRINCIPAL	5,480	0		0
FOREIGN TAXES ON QUALIFIED FOR	882	882		0
FOREIGN TAXES ON NONQUALIFIED	412	412		0