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.

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

OMB No 1545-0052

2013

Open to Public Inspection

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A030 IRS-OSC
OGDEN, UT

For calendar year 2013 or tax year beginning , and ending

Name of foundation
The Rock Foundation

A Employer identification number
20-8164535

Number and street (or P O box number if mail is not delivered to street address) Room/suite
c/o McGuireWoods LLP P. O. Box 397

B Telephone number
(804) 775-1023

City or town, state or province, country, and ZIP or foreign postal code
Richmond, VA 23218

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) ▶$ 1,647,179.

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))

	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			N/A	
	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	33,973.	33,509.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	28,180.			
	b	Gross sales price for all assets on line 6a 535,171.				
	7	Capital gain net income (from Part IV, line 2)		28,180.		
	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	167.	167.		Statement 2
	12	**Total** Add lines 1 through 11	62,320.	61,856.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,948.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 3	3,007.	0.		3,007.
	b	Accounting fees				
	c	Other professional fees Stmt 4	10,317.	10,317.		0.
	17	Interest				
	18	Taxes Stmt 5	1,351.	607.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	25.	0.		25.
	24	**Total operating and administrative expenses** Add lines 13 through 23	16,648.	10,924.		3,032.
	25	Contributions, gifts, grants paid	85,000.			85,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	101,648.	10,924.		88,032.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<39,328.>			
	b	**Net investment income** (if negative, enter -0-)		50,932.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	85,115.	110,321.	110,328.
	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			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	1,253,545.	1,188,702.	1,536,851.
	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 I)	1,338,660.	1,299,023.	1,647,179.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,338,660.	1,299,023.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,338,660.	1,299,023.	
	31 **Total liabilities and net assets/fund balances**	1,338,660.	1,299,023.	

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	1,338,660.
2	Enter amount from Part I, line 27a	2	<39,328.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,299,332.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	309.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,299,023.

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 Statement			
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	535,171.		506,991.	28,180.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				28,180.

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	28,180.
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

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	83,612.	1,510,462.	.055355
2011	88,530.	1,547,533.	.057207
2010	80,056.	1,447,710.	.055298
2009	79,450.	1,293,454.	.061425
2008	99,526.	1,560,575.	.063775

2 **Total** of line 1, column (d)	2	.293060
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	.058612
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,690,116.
5 Multiply line 4 by line 3	5	99,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	509.
7 Add lines 5 and 6	7	99,570.
8 Enter qualifying distributions from Part XII, line 4	8	88,032.

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 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	1,019.
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	1,019.
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	1,019.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 768.		
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	768.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	251.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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*	7	X	
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ None

14 The books are in care of ▶ Rita Smith Telephone no. ▶ (804) 794-8230

Located at ▶ 2530 Salisbury Road, Midlothian, VA ZIP+4 ▶ 23113

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 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	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		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
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. ▶ ______ , ______ , ______ , ______				
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.)*	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

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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	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? 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?		6b		X
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	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.

(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
Rita M. Smith 2530 Salisbury Rd Midlothian, VA 23113	President/Treasurer/Direct 1.00	1,948.	0.	0.
M. Anne Greggs 5616 Hardrock Place Richmond, VA 23230	Vice Pres/Director 1.00	0.	0.	0.
John B. O'Grady c/o McGuireWoods LLP 901 E. Cary St Richmond, VA 23219	Secretary/Director 1.00	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

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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 The Rock Foundation makes grants to qualifying charitable organizations and does not carry on charitable activities directly.	0.
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.

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	1,607,596.
b	Average of monthly cash balances	1b	108,258.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,715,854.
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	1,715,854.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,738.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,690,116.
6	**Minimum investment return.** Enter 5% of line 5	6	84,506.

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	84,506.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,019.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,019.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,487.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	83,487.
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	83,487.

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	88,032.
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	88,032.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	88,032.

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.

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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					83,487.
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	22,353.				
b From 2009	15,456.				
c From 2010	8,216.				
d From 2011	11,941.				
e From 2012	8,855.				
f **Total** of lines 3a through e		66,821.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 88,032.					
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					83,487.
e Remaining amount distributed out of corpus		4,545.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		71,366.			
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		22,353.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a		49,013.			
10 Analysis of line 9:					
a Excess from 2009	15,456.				
b Excess from 2010	8,216.				
c Excess from 2011	11,941.				
d Excess from 2012	8,855.				
e Excess from 2013	4,545.				

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)

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

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).)

None

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 ▶ [X] 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:

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*				
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	Capital Campaign $25,000 1 of 5 pmts	5,000.
Virginia College Fund 4900 Augusta Ave #101 Richmond, VA 23230	None	Educational	Supplement Educational Opportunities for Under-Served VA Students	1,000.
Commonwealth Catholic Charities PO Box 6565 Richmond, VA 232600565	None	Public	Charitable Support	40,000.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	Public	Annual Fund	5,000.
Historic Richmond Foundation 4 E Main St, Suite 1C Richmond, VA 23219	None	Public	Charitable Support	2,500.
Total See continuation sheet(s)			▶ 3a	85,000.
b *Approved for future payment* None				
Total			▶ 3b	0.

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10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	33,973.	
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			14	167.	
8 Gain or (loss) from sales of assets other than inventory			18	28,180.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		62,320.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	62,320.

(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).

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.

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

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

Rita M. Smith | 5-12-15 | PRESIDENT/TREASURER

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
John B. O'Grady	[signature]	5/9/14		P01316037
Firm's name ▶ McGuireWoods LLP			Firm's EIN ▶ 54-0505857	
Firm's address ▶ P. O. Box 397 Richmond, VA 23218-0397			Phone no. (804)775-1000	

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10-10-13

The Rock Foundation 20-8164535

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Bank of America-Agent Divs	45,663.	11,759.	33,904.	33,440.	
Bank of America-Agent Int	69.	0.	69.	69.	
To Part I, line 4	45,732.	11,759.	33,973.	33,509.	

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
United States Commodity Index Fund	167.	167.	
Total to Form 990-PF, Part I, line 11	167.	167.	

Form 990-PF	Legal Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	3,007.	0.		3,007.
To Fm 990-PF, Pg 1, ln 16a	3,007.	0.		3,007.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of America-Agency Fees	10,317.	10,317.		0.
	0.	0.		0.
To Form 990-PF, Pg 1, ln 16c	10,317.	10,317.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2013 estimated excise tax	744.	0.		0.
Foreign Tax paid from income	607.	607.		0.
To Form 990-PF, Pg 1, ln 18	1,351.	607.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Treasurer of VA - 2014 Registration Fee	25.	0.		25.
To Form 990-PF, Pg 1, ln 23	25.	0.		25.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 7

Description	Amount
Cost basis adjustments/timing difference	309.
Total to Form 990-PF, Part III, line 5	309.

Form 990-PF Other Investments Statement 8

Description	Valuation Method	Book Value	Fair Market Value
See schedule attached	COST	1,188,702.	1,536,851.
Total to Form 990-PF, Part II, line 13		1,188,702.	1,536,851.

37601704100

Settlement Date

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
59,183.820	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$59,183.82	$2.80	$59,183.82 1.000	$0.00	$35 51	0.06%
40,500.250	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	40,500.25	3.61	40,500.25 1.000	0.00	24.30	0.06
	Total Cash Equivalents		**$99,684.07**	**$6.41**	**$99,684.07**	**$0.00**	**$59.81**	**0.06%**
Total Cash/Currency			**$99,684.07**	**$6.41**	**$99,684.07**	**$0.00**	**$59.81**	**0.06%**

Equities

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
20.000	AMAZON COM INC Ticker: AMZN	023135106 CND	$7,975.80 398.790	$0.00	$5,802.70 290.135	$2,173.10	$0.00	0.00%
40.000	APPLE INC Ticker: AAPL	037833100 IFT	22,440.80 561.020	0.00	8,379.40 209.485	14,061.40	488.00	2.17
80.000	BAXTER INTL INC Ticker: BAX	071813109 HEA	5,564.00 69.550	39.20	5,683.60 71.045	-119.60	156.80	2.81
55.000	BECTON DICKINSON & CO Ticker: BDX	075887109 HEA	6,076.95 110.490	0.00	5,495.88 99.925	581.07	119.90	1.97
125.000	COCA COLA CO Ticker: KO	191216100 CNS	5,163.75 41.310	0.00	5,083.80 40.670	79.95	140.00	2.71
4,730.762	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	91,019.86 19.240	0.00	46,959.30 9.926	44,060.56	0.00	0.00
90.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	6,358.50 70.650	0.00	5,683.05 63.145	675.45	248.40	3.90

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
250.000	GENERAL ELEC CO Ticker: GE	369604103 IND	7,007.50 28.030	55.00	5,881.25 23.525	1,126.25	220.00	3.13
100.000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	7,510.00 75.100	0.00	5,353.30 53.533	2,156.70	0.00	0.00
75.000	PEPSICO INC Ticker: PEP	713448108 CNS	6,220.50 82.940	42.56	6,113.63 81.515	106.87	170.25	2.73
80.000	TARGET CORP Ticker: TGT	87612E106 CND	5,061.60 63 270	0.00	5,687.60 71.095	-626.00	137.60	2.71
700.000	VANGUARD GROWTH ETF Ticker: VUG	922908736 OEQ	65,135.00 93.050	0.00	50,721.49 72.459	14,413.51	777.00	1.19
	Total U.S. Large Cap		**$235,534.26**	**$136.76**	**$156,845.00**	**$78,689.26**	**$2,457.95**	**1.04%**
U.S. Mid Cap								
75.000	GENUINE PARTS CO Ticker: GPC	372460105 CND	$6,239.25 83.190	$40.31	$6,276.13 83.682	-$36.88	$161.25	2.58%
4,795.892	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMI X	47803W406 OEQ	86,997.48 18.140	0.00	55,604.00 11.594	31,393.48	402.85	0.46
1,318.405	PRUDENTIAL JENNISON MID-CAP GROWTH FUND INC CL Z Ticker: PEGZ X	74441C808 OEQ	53,382.22 40.490	0.00	38,480.00 29.187	14,902.22	156.89	0.29
200.000	VANGUARD MID-CAP ETF Ticker: VO	922908629 OEQ	22,004.00 110.020	0.00	19,435.00 97 175	2,569.00	254.80	1.15
	Total U.S. Mid Cap		**$168,622.95**	**$40.31**	**$119,795.13**	**$48,827.82**	**$975.79**	**0.57%**
U.S. Small Cap								
5,430.968	EATON VANCE ATLANTA CAP SMID-CAP FUND CL I Ticker: EISM X	277902698 OEQ	$134,090.60 24.690	$0.00	$69,188.00 12.740	$64,902.60	$0.00	0.00%
	Total U.S. Small Cap		**$134,090.60**	**$0.00**	**$69,188.00**	**$64,902.60**	**$0.00**	**0.00%**

37611705100

Settlement Date

Portfolio Detail

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed								
650.000	ARTISAN INTL VALUE FUND Ticker: ARTKX	04314H881 OEQ	$23,900.50 36.770	$0.00	$19,643.00 30.220	$4,257.50	$599.95	2.51%
800.000	COLUMBIA ACORN INTL SELECT FUND CLASS Z SHARES Ticker: ACFFX	197199763 OEQ	21,760.00 27.200	0.00	20,616.00 25.770	1,144.00	357.60	1.64
1,150.000	ISHARES INTL SELECT DIVIDEND ETF Ticker: IDV	464288448 OEQ	43,631.00 37.940	0.00	38,213.57 33.229	5,417.43	1,953.85	4.47
400.000	ISHARES MSCI EAFE ETF Ticker: EFA	464287465 OEQ	26,838.00 67.095	0.00	25,001.96 62.505	1,836.04	681.20	2.53
	Total International Developed		**$116,129.50**	**$0.00**	**$103,474.53**	**$12,654.97**	**$3,592.60**	**3.09%**
Emerging Markets								
700.000	ISHARES MSCI EMERGING MKTS MIN VOL ETF Ticker: EEMV	464286533 OEQ	$40,782.00 58.260	$0.00	$40,008.44 57.155	$773.56	$1,022.00	2.50%
1,400.000	VANGUARD FTSE EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	57,596.00 41.140	0.00	46,065.31 32.904	11,530.69	1,575.00	2.73
	Total Emerging Markets		**$98,378.00**	**$0.00**	**$86,073.75**	**$12,304.25**	**$2,597.00**	**2.64%**
Total Equities			**$752,755.31**	**$177.07**	**$535,376.41**	**$217,378.90**	**$9,623.34**	**1.27%**
Fixed Income								
Investment Grade Taxable								
15,575.773	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	$139,403.17 8.950	$285.39	$134,641.75 8.644	$4,761.42	$3,831.64	2.74%
	Total Investment Grade Taxable		**$139,403.17**	**$285.39**	**$134,641.75**	**$4,761.42**	**$3,831.64**	**2.74%**
Global High Yield Taxable								
5,628.259	COLUMBIA INCOME OPPORTUNITIES FUND CL Z	19763T889	$56,564.00 10.050	$259.99	$55,175.00 9.803	$1,389.00	$2,937.95	5.19%

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Global High Yield Taxable (cont)								
3,500.000	FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INSTL	315807552	34,860.00 9 960	92.55	34,790.00 9.940	70.00	1,060.50	3.04
	Total Global High Yield Taxable		**$91,424.00**	**$352.54**	**$89,965.00**	**$1,459.00**	**$3,998.45**	**4.37%**
Total Fixed Income			**$230,827.17**	**$637.93**	**$224,606.75**	**$6,220.42**	**$7,830.09**	**3.39%**
Real Estate								
Public REITs								
75.000	BOSTON PROPERTIES INC	101121101	$7,527.75 100.370	$217.50	$7,968.74 106.250	-$440.99	$195.00	2 59%
2,034.017	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	26,442.22 13.000	0.00	25,301.64 12.439	1,140.58	705.80	2.66
150.000	HCP INC REIT	40414L109	5,448 00 36.320	0.00	6,716.24 44.775	-1,268.24	315 00	5.78
110.000	HEALTH CARE REIT INC	42217K106	5,892.70 53.570	0.00	7,214.34 65.585	-1,321.64	336.60	5 71
500.000	VANGUARD GLOBAL EX-U S REAL ESTATE ETF	922042676	27,240.00 54.480	0.00	27,674.50 55.349	-434.50	891.00	3.27
450.000	VANGUARD REIT ETF	922908553	29,052.00 64.560	0.00	30,873.71 68 608	-1,821.71	1,255.95	4.32
	Total Public REITs		**$101,602.67**	**$217.50**	**$105,749.17**	**-$4,146.50**	**$3,699.35**	**3.64%**
Total Real Estate			**$101,602.67**	**$217.50**	**$105,749.17**	**-$4,146.50**	**$3,699.35**	**3.64%**
Tangible Assets								
Commodities								
3,000.000	CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I	22544R305	$21,690.00 7.230	$0.00	$23,670.00 7.890	-$1,980.00	$0.00	0.00%

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Settlement Date

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
10,637.100	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$10,637.10	$0.51	$10,637.10 1.000	$0.00	$6.38	0.06%
	Total Cash Equivalents		**$10,637.10**	**$0.51**	**$10,637.10**	**$0.00**	**$6.38**	**0.06%**
Cash/Currency Other								
4,052.750	INCOME CASH		$4,052.75 1.000	$0.00	$4,052.75 1.000	$0.00	$0.00	0.00%
-4,052.750	PRINCIPAL CASH		-4,052.75 1.000	0.00	-4,052.75 1.000	0.00	0.00	0.00
	Total Cash/Currency Other		**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**0.00%**
Total Cash/Currency			**$10,637.10**	**$0.51**	**$10,637.10**	**$0.00**	**$6.38**	**0.06%**

Equities

(2)Industry Sector Codes

CND = Consumer Discretionary	FIN = Financials	IFT = Information Technology	TEL = Telecommunication Services
CNS = Consumer Staples	HEA = Health Care	MAT = Materials	UTL = Utilities
ENR = Energy	IND = Industrials	OEQ = Other Equities	

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
122.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$4,676.26 38.330	$0.00	$3,350.94 27.467	$1,325.32	$107.36	2.29%
199.000	ABBVIE INC Ticker: ABBV	00287Y109 HEA	10,509.19 52.810	0.00	6,503.87 32.683	4,005.32	318.40	3.03
80.000	ACCENTURE PLC CL A COM IRELAND Ticker: ACN	G1151C101 IFT	6,577.60 82.220	0.00	4,174.59 52.182	2,403.01	148.80	2.26
36.000	ACE LTD SWITZERLAND Ticker: ACE	H0023R105 FIN	3,727.08 103.530	0.00	2,793.03 77.584	934.05	90.72	2.43

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
123.000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	4,721.97 38.390	59.04	2,744.65 22.314	1,977.32	236.16	5.00
58.000	AMERICAN ELEC PWR INC Ticker: AEP	025537101 UTL	2,710.92 46.740	0.00	1,978.54 34.113	732.38	116.00	4.27
80.000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN	7,258.40 90.730	0.00	3,345.38 41.817	3,913.02	73.60	1.01
79.000	AMGEN INC Ticker: AMGN	031162100 HEA	9,012.32 114.080	0.00	5,611.18 71.028	3,401.14	192 76	2.13
125.000	AT&T INC Ticker: T	00206R102 TEL	4,395.00 35.160	0.00	4,138.41 33.107	256.59	230.00	5.23
71.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	5,736.73 80.799	34.08	2,983.89 42.027	2,752.84	136 32	2.37
17.000	BLACKROCK INC CL A Ticker: BLK	09247X101 FIN	5,379.99 316.470	0.00	2,666.79 156.870	2,713.20	114.24	2 12
69.000	BOEING CO Ticker: BA	097023105 IND	9,417 81 136.490	0.00	4,896.56 70.965	4,521.25	201.48	2.13
189.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	10,045.35 53.150	68.04	5,708.30 30.203	4,337.05	272.16	2.70
76.000	CHEVRON CORP Ticker: CVX	166764100 ENR	9,493.16 124.910	0.00	6,234.20 82.029	3,258.96	304.00	3.20
55.000	CHUBB CORP Ticker: CB	171232101 FIN	5,314.65 96.630	24.20	3,701.00 67.291	1,613.65	96.80	1 82
257.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	5,764.51 22.430	0.00	5,735.37 22.317	29.14	174.76	3.03
55.000	CME GROUP INC Ticker: CME	12572Q105 FIN	4,315.30 78.460	143.00	2,741.67 49.849	1,573.63	99 00	2.29
70.000	COMCAST CORP NEW CL A COM Ticker: CMCS A	20030N101 CND	3,637.55 51.965	13.65	3,398.57 48.551	238.98	54.60	1 50
69.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	4,874.85 70.650	0.00	4,733.10 68.596	141.75	190.44	3.90

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Settlement Date

Portfolio Detail

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
32.000	DOMINION RES INC VA NEW Ticker: D	25746U109 UTL	2,070.08 64.690	0.00	1,622.22 50.694	447.86	72 00	3.47
48.000	DOVER CORP Ticker: DOV	260003108 IND	4,633.92 96.540	0.00	2,204.07 45.918	2,429.85	72.00	1.55
94.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	6,107.18 64.970	0.00	4,467.87 47.531	1,639.31	169.20	2.77
27.000	DUKE ENERGY CORP NEW COM Ticker: DUK	26441C204 UTL	1,863.27 69.010	0.00	1,754.26 64.973	109.01	84.24	4.52
201.000	EMC CORP Ticker: EMC	268648102 IFT	5,055.15 25.150	0.00	5,104 64 25.396	-49.49	80.40	1.59
49.000	EMERSON ELEC CO Ticker: EMR	291011104 IND	3,438.82 70.180	0 00	2,387.61 48.727	1,051.21	84.28	2.45
127.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	12,852.40 101.200	0.00	9,251.40 72.846	3,601.00	320.04	2.49
164.000	FIFTH THIRD BANCORP Ticker: FITB	316773100 FIN	3,448.92 21.030	19.68	2,932.45 17.881	516.47	78.72	2.28
153.000	HOME DEPOT INC Ticker: HD	437076102 CND	12,598.02 82.340	0.00	4,752.52 31.062	7,845.50	238.68	1.89
82.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	7,492.34 91.370	0.00	3,790.98 46.231	3,701.36	147.60	1.97
259.000	INTEL CORP Ticker: INTC	458140100 IFT	6,722.35 25.955	0.00	5,826.67 22.497	895.68	233.10	3.46
45.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	8,440.65 187.570	0.00	5,096.58 113.257	3,344.07	171.00	2.02
160.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	9,356.80 58.480	0.00	7,891.24 49.320	1,465.56	243.20	2 59
124.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	11,357.16 91.590	0.00	8,060.76 65.006	3,296.40	327.36	2.88
60.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	6,267.60 104.460	48.60	4,264.56 71.076	2,003.04	194.40	3.10

Portfolio Detail

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
94.000	MACYS INC Ticker: M	55616P104 CND	5,019.60 53.400	23.50	4,192.34 44.599	827.26	94.00	1.87
101.000	MARSH & MCLENNAN COS INC Ticker: MMC	571748102 FIN	4,884.36 48.360	0.00	3,471.85 34.375	1,412.51	101.00	2 06
69.000	MCDONALDS CORP Ticker: MCD	580135101 CND	6,695.07 97.030	0 00	5,394.05 78.175	1,301.02	223 56	3 33
170.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	8,508.50 50.050	74 80	6,587.07 38.747	1,921.43	299.20	3.51
43 000	METLIFE INC Ticker: MET	59156R108 FIN	2,318.56 53.920	0.00	1,489 84 34.647	828.72	47.30	2.04
309.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	11,559.69 37.410	0.00	8,582 78 27.776	2,976.91	346.08	2.99
37.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	3,167.94 85.620	0.00	2,060.28 55.683	1,107 66	97.68	3.08
26.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	2,472.60 95.100	16.64	2,005.83 77.147	466.77	66.56	2.69
26.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	3,344.64 128.640	0.00	1,604.28 61.703	1,740.36	46.80	1.39
375 000	PFIZER INC Ticker: PFE	717081103 HEA	11,486 25 30.630	0.00	8,595.78 22 922	2,890.47	390.00	3.39
145.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	12,633.85 87.130	136.30	8,876 76 61.219	3,757.09	545.20	4 31
48.000	PHILLIPS 66 Ticker: PSX	718546104 ENR	3,702.24 77.130	0.00	2,967.60 61.825	734.64	74.88	2.02
71.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	5,508.18 77.580	0.00	3,894.35 54.850	1,613 83	124.96	2.26
43 000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	3,602.11 83.770	0 00	2,404.03 55.908	1,198 08	65.36	1.81
93.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	7,571.13 81.410	0.00	6,206.94 66.741	1,364.19	223.76	2.95

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Settlement Date

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
75.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	6,802.50 90.700	41.25	3,416.46 45.553	3,386.04	165.00	2.42
35.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	3,153.85 90.110	10.94	2,988.36 85.382	165.49	43.75	1.38
29.000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	2,603.04 89.760	18.27	1,440.04 49.657	1,163.00	73.08	2.80
39.000	SHERWIN WILLIAMS CO Ticker: SHW	824348106 CND	7,156.50 183 500	0.00	3,371.68 86.453	3,784.82	78.00	1.09
111.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	4,874.01 43.910	0.00	3,605.47 32.482	1,268.54	133.20	2.73
112.000	TIME WARNER INC NEW COM Ticker: TWX	887317303 CND	7,808.64 69.720	0.00	3,815.14 34.064	3,993.50	128.80	1.64
62.000	TJX COS INC NEW Ticker: TJX	872540109 CND	3,951.26 63.730	0.00	1,851.36 29.861	2,099.90	35.96	0.91
57.000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106 IND	5,989.56 105.080	0.00	4,913.03 86.194	1,076.53	141.36	2.36
22.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	2,503.60 113.800	0.00	1,520.41 69.110	983.19	51.92	2.07
178.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	7,191.20 40.400	40.94	4,250.64 23.880	2,940.56	163.76	2.27
40.000	V F CORP Ticker: VFC	918204108 CND	2,493.60 62.340	0.00	1,689.84 42.246	803.76	42.00	1.68
272.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	13,366.08 49.140	0.00	9,981.25 36.696	3,384.83	576.64	4.31
46.000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	3,619.74 78.690	21.62	2,671.21 58.070	948.53	86.48	2.38

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2013 through Dec. 31, 2013

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
61.000	WASTE MGMT INC DEL Ticker: WM	94106L109 IND	2,737 07 44.870	0.00	1,883.80 30.882	853.27	89.06	3.25
221.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	10,033.40 45.400	0.00	8,161.69 36.931	1,871.71	265.20	2.64
	Total U.S. Large Cap		**$396,032.07**	**$794.55**	**$270,742.03**	**$125,290.04**	**$10,494.37**	**2.65%**
U.S. Mid Cap								
75.000	CMS ENERGY CORP Ticker: CMS	125896100 UTL	$2,007.75 26.770	$0.00	$1,615.87 21.545	$391.88	$76.50	3.81%
64.000	KLA-TENCOR CORP Ticker: KLAC	482480100 IFT	4,125.44 64.460	0.00	3,618.10 56.533	507.34	115.20	2.79
100.000	RPM INTL INC Ticker: RPM	749685103 MAT	4,151.00 41.510	0.00	2,227.00 22.270	1,924.00	96.00	2.31
82.000	WESTAR ENERGY INC Ticker WR	95709T100 UTL	2,637.94 32.170	27.88	2,398.99 29.256	238.95	111.52	4.22
47.000	WISCONSIN ENERGY CORP Ticker: WEC	976657106 UTL	1,942.98 41.340	0.00	1,606.52 34.181	336.46	71.91	3.70
	Total U.S. Mid Cap		**$14,865.11**	**$27.88**	**$11,466.48**	**$3,398.63**	**$471.13**	**3.16%**
International Developed								
44.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS Ticker: LYB	N53745100 MAT	$3,532.32 80.280	$0.00	$2,806.24 63.778	$726 08	$105.60	2.99%
71.000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL A DUTCH LISTING Ticker: RDS A	780259206 ENR	5,060 17 71.270	54.32	4,594.52 64.712	465.65	217.26	4.29

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Settlement Date

Portfolio Detail

Account: [redacted] THE ROCK FOUNDATION - COMBINED
Sub-Account: [redacted] IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
136.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209 TEL	5,346.16 39.310	76.41	5,015.79 36.881	330.37	216.24	4.04
	Total International Developed		**$13,938.65**	**$130.73**	**$12,416.55**	**$1,522.10**	**$539.10**	**3.86%**
Total Equities			**$424,835.83**	**$953.16**	**$294,625.06**	**$130,210.77**	**$11,504.60**	**2.70%**
Real Estate								
Public REITs								
16.000	PUBLIC STORAGE INC COM (REIT)	74460D109	$2,408.32 150.520	$0.00	$1,840 94 115.059	$567.38	$89.60	3 72%
18.000	SIMON PPTY GROUP INC NEW	828806109	2,738.88 152.160	0.00	2,834.13 157.452	-95.25	86.40	3.15
	Total Public REITs		**$5,147.20**	**$0.00**	**$4,675.07**	**$472.13**	**$176.00**	**3.41%**
Total Real Estate			**$5,147.20**	**$0.00**	**$4,675.07**	**$472.13**	**$176.00**	**3.41%**
Total Portfolio			**$440,620.13**	**$953.67**	**$309,937.23**	**$130,682.90**	**$11,686.98**	**2.65%**
Accrued Income			$953.67					
Total			**$441,573.80**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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	US Trust Agent-See schedule attached	P	Various	Various
b	US Trust Agent-See schedule attached	P	Various	Various
c	US Trust Agent-See schedule attached	P	09/06/13	11/04/11
d	US Trust Agent-100 uts United States Commodity In	P	08/02/12	01/28/13
e	Capital Gains Dividends			
f				
g				
h				
i				
j				
k				
l				
m				
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	118,993.		128,677.	<9,684.>
b	398,389.		372,389.	26,000.
c	111.		111.	0.
d	5,919.		5,814.	105.
e	11,759.			11,759.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<9,684.>
b				26,000.
c				0.
d				105.
e				11,759.
f				
g				
h				
i				
j				
k				
l				
m				
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	28,180.
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

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GLAXO WELLCOME PLC SPONSORED	GSK	37733W105	36	04/10/12	01/03/13	$1,582 04	$1,621 11	$-39 07
GLAXO WELLCOME PLC SPONSORED	GSK	37733W105	41	04/10/12	01/04/13	$1,813 25	$1,846 26	$-33.01
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	3500	12/07/12	01/28/13	$37,415 00	$40,180 00	$-2,765 00
PIMCO COMMODITIESPLUS STRATEG'	PCLI X	72201P175	1974 17	11/20/12	03/07/13	$21,656.64	$21,400 00	$256 64
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	5	01/03/13	06/25/13	$225 72	$164.80	$60 92
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	8	01/04/13	06/25/13	$361.15	$266 30	$94 85
APPLE COMPUTER INC	AAPL	037833100	6	08/13/12	06/25/13	$2,398 90	$3,765 31	$-1,366 41
VERIZON COMMUNICATIONS	VZ	92343V104	22	03/12/13	06/25/13	$1,100 39	$1,051.37	$49 02
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	100	12/07/12	07/08/13	$3,785 93	$4,301 31	$-515 38
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	200	03/07/13	07/08/13	$7,571 87	$8,806 62	$-1,234.75
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	316.96	01/28/13	07/08/13	$1,784 49	$2,123 64	$-339 15
ARTISAN FDS INC INTERNATIONAL	ARTK X	04314H881	200	12/07/12	07/08/13	$6,718.00	$6,044 00	$674 00
CREDIT SUISSE COMMODITY-RETURN	CRSO X	22544R305	2000	03/07/13	07/08/13	$14,540.00	$15,780.00	$-1,240 00
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	386 38	01/28/13	07/09/13	$2,183 03	$2,588 73	$-405 70
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	2796.66	01/28/13	09/10/13	$15,857.07	$18,737 63	$-2,880.56
Total short term gain/loss from sales:						$118,993 48	$128,677.08	$-9,683 60

IM THE ROCK FOUNDATION

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GLAXO WELLCOME PLC SPONSORED	GSK	37733W105	50	11/22/11	01/04/13	$2,211 27	$2,122.40	$88 87
GLAXO WELLCOME PLC SPONSORED	GSK	37733W105	18	11/22/11	01/07/13	$795.81	$764.06	$31 75
SEMPRA ENERGY	SRE	816851109	24	04/11/11	01/08/13	$1,703 76	$1,272 66	$431 10
INTEL CORP	INTC	458140100	24	11/18/11	02/07/13	$498 11	$584 90	$-86 79
INTEL CORP	INTC	458140100	55	01/05/12	02/07/13	$1,141.51	$1,388 55	$-247 04
ABN AMRO FDS MONTAG & CALDWEI	MCGI X	00078H281	492.08	04/05/11	03/07/13	$12,813 66	$12,420 00	$393 66
ABN AMRO FDS MONTAG & CALDWEI	MCGI X	00078H281	507.92	01/25/10	03/07/13	$13,226.34	$11,204 80	$2,021.54
PIMCO TOTAL RETURN FUND	PTTR X	693390700	1000	01/25/10	03/07/13	$11,210.00	$10,950 00	$260 00
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	1188.42	11/28/11	03/07/13	$7,772 23	$9,079 49	$-1,307 26
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	1311 59	07/13/10	03/07/13	$8,577.77	$9,758.19	$-1,180 42
HEINZ H J CO	HNZ	423074103	4	11/14/11	03/07/13	$289 98	$214.48	$75 50
HEINZ H J CO	HNZ	423074103	7	11/14/11	03/07/13	$507 47	$374 80	$132 67
HEINZ H J CO	HNZ	423074103	13	11/14/11	03/07/13	$942 44	$696 00	$246 44
HEINZ H J CO	HNZ	423074103	24	04/11/11	03/07/13	$1,739 90	$1,196 58	$543 32
HEINZ H J CO	HNZ	423074103	5	02/17/10	03/07/13	$362 48	$224 84	$137 64
HEINZ H J CO	HNZ	423074103	33	02/04/10	03/07/13	$2,392 36	$1,422 88	$969 48
CHEVRONTEXACO CORP	CVX	166764100	21	04/11/11	03/11/13	$2,491 60	$2,284 75	$206 85
DOVER CORP	DOV	260003108	4	11/21/11	03/12/13	$292 85	$203 52	$89 33
DOVER CORP	DOV	260003108	20	04/11/11	03/12/13	$1,464.28	$1,297.55	$166 73
CHEVRONTEXACO CORP	CVX	166764100	8	04/11/11	03/12/13	$950 04	$870.38	$79 66
DOVER CORP	DOV	260003108	15	11/21/11	03/13/13	$1,098 29	$763 19	$335.10
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	6	02/17/10	03/15/13	$728 41	$396 35	$332 06
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	7	02/04/10	03/15/13	$849.82	$451.83	$397 99
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	2	04/11/11	03/15/13	$242.81	$156 27	$86 54
MEREDITH CORP	MDP	589433101	13	10/26/11	03/15/13	$470.75	$361 67	$109 08
MEREDITH CORP	MDP	589433101	20	10/26/11	03/18/13	$721 85	$556 42	$165.43
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	28	02/04/10	03/18/13	$3,397 55	$1,807 33	$1,590 22
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	13	02/04/10	03/19/13	$1,595 95	$839.12	$756 83

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
MEREDITH CORP	MDP	589433101	19	10/26/11	03/19/13	$690.28	$528 60	$161 68
BHP LTD SPONSORED ADR	BHP	088606108	24	11/21/11	05/07/13	$1,642 05	$1,674.97	$-32.92
BHP LTD SPONSORED ADR	BHP	088606108	8	11/23/11	05/07/13	$547 35	$540 07	$7.28
DIGITAL RLTY TR INC	DLR	253868103	25	11/09/11	06/13/13	$1,486 39	$1,581 48	$-95.09
DIGITAL RLTY TR INC	DLR	253868103	6	11/09/11	06/13/13	$356 73	$382 85	$-26 12
DIGITAL RLTY TR INC	DLR	253868103	12	11/09/11	06/14/13	$724 36	$759 11	$-34.75
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	29	09/23/11	06/25/13	$1,309 17	$896 61	$412 56
PHILIP MORRIS INTL INC	PM	718172109	11	11/09/11	06/25/13	$949 08	$765.49	$183.59
PHILIP MORRIS INTL INC	PM	718172109	4	11/23/11	06/25/13	$345 12	$285.17	$59 95
PIMCO TOTAL RETURN FUND	PTTR X	693390700	3981 74	01/25/10	07/08/13	$42,524 93	$43,600 00	$-1,075.07
COLUMBIA FDS SER TR I SELECT L	UMLG X	19765Y688	500	07/20/10	07/08/13	$7,820.00	$5,025.00	$2,795 00
HARBOR INTERNATIONAL FUND	HAIN X	411511306	100	01/14/10	07/08/13	$6,266 00	$5,672 00	$594 00
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	600	06/20/08	07/08/13	$22,715 61	$28,678.50	$-5,962.89
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	100	05/07/08	07/08/13	$3,785.93	$5,146 38	$-1,360 45
PRUDENTIAL JENNISON MID-CAP	PEGZ X	74441C808	750	02/15/12	07/08/13	$27,180.00	$23,850 00	$3,330 00
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	2683 04	07/13/10	07/08/13	$15,105 51	$19,961 81	$-4,856 30
ABN AMRO FDS MONTAG & CALDWEI	MCGI X	00078H281	500	01/25/10	07/08/13	$13,480 00	$11,030 00	$2,450 00
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	5	08/13/07	07/17/13	$971 70	$566 29	$405 41
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	5	08/13/07	07/17/13	$971 70	$566.29	$405 41
SEMPRA ENERGY	SRE	816851109	8	02/04/10	07/18/13	$681 47	$399 50	$281 97
NORDSTROM INC	JWN	655664100	11	02/04/10	08/07/13	$647 69	$397 84	$249 85
NORDSTROM INC	JWN	655664100	5	09/24/10	08/07/13	$294.40	$182.56	$111 84
NORDSTROM INC	JWN	655664100	3	09/24/10	08/07/13	$176.64	$109 72	$66 92
NORDSTROM INC	JWN	655664100	3	09/27/10	08/07/13	$176.64	$110 50	$66 14
NORDSTROM INC	JWN	655664100	1	09/27/10	08/07/13	$58.88	$36 90	$21 98
NORDSTROM INC	JWN	655664100	8	04/11/11	08/07/13	$471 04	$369 58	$101 46
NORDSTROM INC	JWN	655664100	10	02/17/10	08/07/13	$588 81	$351 38	$237.43
OCCIDENTAL PETROLEUM CORP	OXY	674599105	17	02/04/10	09/06/13	$1,517 16	$1,311 51	$205 65

U.S. TRUST

Bank of America Private Wealth Management

IM THE ROCK FOUNDATION

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ROYAL DUTCH SHELL PLC SPONSORE	RDS A	780259206	21 29	11/04/11	09/06/13	$1,382 92	$1,490 92	$-108 00
OCCIDENTAL PETROLEUM CORP	OXY	674599105	7	03/01/12	09/06/13	$624 72	$734 37	$-109 65
KINDER MORGAN INC DEL	KMI	49456B101	79	05/04/11	09/06/13	$2,833 21	$2,194.73	$638 48
ROYAL DUTCH SHELL PLC SPONSORE	RDS A	780259206	8	03/01/12	09/06/13	$519.55	$586 49	$-66 94
KINDER MORGAN INC DEL	KMI	49456B101	9	05/04/11	09/06/13	$322 77	$251.55	$71 22
KINDER MORGAN INC DEL	KMI	49456B101	18	05/05/11	09/06/13	$645.54	$505 99	$139.55
KINDER MORGAN INC DEL	KMI	49456B101	6	05/05/11	09/06/13	$215.18	$167 22	$47 96
ROYAL DUTCH SHELL PLC SPONSORE	RDS A	780259206	20	11/04/11	09/09/13	$1,289.04	$1,400 32	$-111 28
HARBOR INTERNATIONAL FUND	HAIN X	411511306	147 19	07/14/10	09/10/13	$10,017.82	$7,702 50	$2,315 32
HARBOR INTERNATIONAL FUND	HAIN X	411511306	210 6	01/14/10	09/10/13	$14,333 23	$11,945 05	$2,388.18
COLUMBIA FDS SER TR I INTERMED	SRBF X	19765N468	7500	08/15/07	09/10/13	$67,125 00	$65,025 00	$2,100.00
ABN AMRO FDS MONTAG & CALDWEI	MCGI X	00078H281	987 95	07/14/10	09/10/13	$27,049 96	$21,310 00	$5,739 96
ABN AMRO FDS MONTAG & CALDWEI	MCGI X	00078H281	1068.23	01/25/10	09/10/13	$29,248.19	$23,565.20	$5,682.99
HOME DEPOT INC	HD	437076102	25	04/11/11	09/20/13	$1,928.72	$942.69	$986 03
ROYAL DUTCH SHELL PLC SPONSORE	RDS A	780259206	0 71	11/24/11	10/08/13	$46 23	$50 11	$-3 88
AT&T INC	T	00206R102	144	12/10/06	10/21/13	$5,049.33	$5,022 77	$26 56
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	34	09/23/11	11/01/13	$1,784 01	$1,051.20	$732 81
Total long term gain/loss from sales:						$398,389 35	$372,389 23	$26,000 12

Long term transactions with loss disallowed due to wash sale

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
ROYAL DUTCH SHELL PLC SPONSORE	RDS A	780259206	1 71	11/04/11	09/06/13	$110.80	$119.45		$-8.65
								$0 00	$8.65
Total long term gain/loss from sales:						$110 80	$119 45		$-8 65
Total long term loss disallowed from wash sales:									$8 65
Total long term Section 988 translation gain/loss from securities subject to wash sale:								$0 00	

Master Limited Partnership (MLP) Proceeds

This account holds an interest in one or more limited partnerships. However, we have not made adjustments to the cost basis of all partnerships. Please consult your tax advisor regarding the tax treatment applicable to these items.

Cost Not Available Master Limited Partnership Transactions

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
UNITED STS COMMODITY INDEX FUN	USCI	911717106	100	08/02/12	01/28/13	$5,919 27	Unknown	
Total cost not available gross proceeds from MLP transactions:						$5,919 27		

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Lewis Ginter Botanical Garden 1800 Lakeside Ave Richmond, VA 23228	None	Public	The Winter Symposium	4,000.
Massey Cancer Center PO Box 980037 Richmond, VA 232980037	None	Public	The Massey Club	1,000.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	Restoration & Auction Event	5,000.
Partnership for Families 800 W Graham Road Richmond, VA 23222	None	Public	Chartiable Support	2,000.
Richmond Animal League 11401 International Dr Richmond, VA 23226	None	Public	Chartiable Support	2,500.
Rose Group for Cross-Cultural Understanding 616 E St NW Cb 909 Washington, DC 20004	None	Public	Operating Expenses	3,500.
Virginia Museum of Fine Arts 200 N Boulevard Richmond, VA 23220	None	Public	Chartiable Support	5,000.
Woodrow Wilson Presidential Library Fdn PO Box 24 Staunton, VA 24402	None	Public	Annual Fund	5,000.
Union Presbyterian Seminary 3401 Brook Road Richmond, VA 23227	None	Religious	Faith in Our Music: Many Voices, Diverse Chords, Common Hopes	1,500.
Hanover Tavern 13181 Hanover Courthouse Rd. Hanover, VA 23069	None	Historic/Educat	Charitable Support	2,000.
Total from continuation sheets				31,500.