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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

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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 FREAS FOUNDATION MAN AGY 1871001360		A Employer identification number 22-1714810	
Number and street (or P O box number if mail is not delivered to street address) 1340 BROADCASTING ROAD SUITE 100		Room/suite	B Telephone number (see instructions) (215) 412-8572
City or town, state or province, country, and ZIP or foreign postal code WYOMISSING, PA 19610		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 3,969,908		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	153	153	153	
	4 Dividends and interest from securities.	81,547	82,433	73,794	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	193,841			
	b Gross sales price for all assets on line 6a 982,978				
	7 Capital gain net income (from Part IV , line 2)		193,841		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	449			
	12 Total. Add lines 1 through 11	275,990	276,427	73,947	
	13 Compensation of officers, directors, trustees, etc				
	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)	500			
	c Other professional fees (attach schedule)	15,014	15,014	15,014	0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	490	490		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)	447		447	
	24 Total operating and administrative expenses. Add lines 13 through 23	16,451	15,504	15,461	0
	25 Contributions, gifts, grants paid	170,676			170,676
	26 Total expenses and disbursements. Add lines 24 and 25	187,127	15,504	15,461	170,676
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	88,863			
	b Net investment income (if negative, enter -0-)		260,923		
	c Adjusted net income (if negative, enter -0-)			58,486	

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	7,681	26	26
	2	Savings and temporary cash investments	73,088	72,306	72,306
	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	111	262	262
	10a	Investments—U S and state government obligations (attach schedule)	577,662	 645,628	643,599
	b	Investments—corporate stock (attach schedule)	1,297,861	 1,292,803	1,949,308
	c	Investments—corporate bonds (attach schedule).	389,005	 475,460	470,367
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	671,774	 619,557	834,040
	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)	3,017,182	3,106,042	3,969,908
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,017,182	3,106,042	
	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)	3,017,182	3,106,042	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,017,182	3,106,042	

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	3,017,182
2	Enter amount from Part I, line 27a	2	88,863
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,106,045
5	Decreases not included in line 2 (itemize) ▶  _____	5	3
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,106,042

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			(I) 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	193,841
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	162,337	3,465,932	0 046838
2011	152,297	3,360,637	0 045318
2010	135,348	3,153,174	0 042924
2009	175,464	2,884,391	0 060832
2008	217,376	3,602,683	0 060337

2	Total of line 1, column (d).	2	0 256249
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05125
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,736,275
5	Multiply line 4 by line 3.	5	191,484
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,609
7	Add lines 5 and 6.	7	194,093
8	Enter qualifying distributions from Part XII, line 4. 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	8	170,676

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 <input type="checkbox"/> and enter "N/A" on line 1		1	5,218
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	5,218
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	5,218
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,624	
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	2,624
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	2,594
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 0 Refunded		11	0

Part VII-A Statements Regarding Activities			
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?		2	No
If "Yes," attach a detailed description of the activities.			
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?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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) PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		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	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of NATIONAL PENN INVESTORS TRUST CO Telephone no (610) 372-6414 Located at 1340 BROADCASTING ROAD SUITE 100 WYOMISSING PA ZIP+4 19610			
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		
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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. 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?			
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? 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). 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	1b		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	1c		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.).	2b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b		
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?	4a		No
		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
LAWRENCE FREAS	TREASURER	0		
4425 EDGEHAM COURT				
EARLYSVILLE,VA 22936				
NANCY PRATT	VICE PRESIDENT	0		
2811 St Regis Dr				
North Chesterfield,VA 23236				
SUSAN MAGARGEE	SECRETARY	0		
484 STEELE HOLLOW				
JULIAN,PA 16844				
DONALD FREAS	PRESIDENT	0		
515 Flora Vista Rd NE				
Olympia,WA 985062856				
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 VALLEY PARK HIGH SCHOOL 1 MAIN STREET VALLEY PARK, MO 63088	6,500
2 PIEDMONT VA COMMUNITY COLLEGE 501 COLLEGE DRIVE CHARLOTTESVILLE, VA 22902-7589	5,500
3 CENTRE COUNTY WOMENS RESOURCE CENTER 140 W NITTANY AVENUE STATE COLLEGE PA 16802-4811	3,000
4 WALTON MIDDLE SCHOOL 401 MCINTIRE ROAD CHARLOTTESVILLE, VA 22902	7,000

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	3,691,935
b	Average of monthly cash balances.	1b	101,238
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,793,173
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,793,173
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	56,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,736,275
6	Minimum investment return. Enter 5% of line 5.	6	186,814

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	186,814
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,218
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,218
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	181,596
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	181,596
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	181,596

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	170,676
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	170,676
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	170,676
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				181,596
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			170,674	
b Total for prior years 2011 , 20 , 20		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	0			
b From 2009.	0			
c From 2010.	0			
d From 2011.	0			
e From 2012.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 \$ 170,676				
a Applied to 2012, but not more than line 2a			170,674	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				181,594
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .	0			
b Excess from 2010. . . .	0			
c Excess from 2011. . . .	0			
d Excess from 2012. . . .	0			
e Excess from 2013. . . .	0			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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

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

Part XVSupplementary 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))

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	170,676
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
50 AT&T INC COM		2012-11-02	2013-05-08
250 AT&T INC COM		2011-03-15	2013-05-08
75 AT&T INC COM		2011-03-15	2013-05-23
100 AT&T INC COM		2010-11-29	2013-09-23
20 AT&T INC COM		2010-11-29	2013-10-21
120 AT&T INC COM		2010-11-29	2013-12-10
15 ADVANCE AUTO PARTS INC		2011-09-20	2013-10-21
50 AMERICAN FINCL GROUP INC COM		2010-09-13	2013-10-21
65 AMETEK INC COM		2010-09-13	2013-10-21
30 AMGEN INC COM		2009-06-09	2013-10-21
4 APPLE INC COM		2013-04-18	2013-10-21
25 APTARGROUP INC COM		2011-12-05	2013-10-21
319 841 ARTISAN INTERNATIONAL FD-INV		2012-11-08	2013-06-19
561 997 ARTISAN INTERNATIONAL FD-INV		2012-11-08	2013-10-21
130 BMC SOFTWARE INC COM		2010-09-13	2013-05-13
45 BALL CORP		2012-11-26	2013-10-21
30 BAXTER INTL INC COM		2011-07-05	2013-10-21
20000 JP MORGAN CHASE & CO (FORMERLY BEAR STEARNS CO INC) DTD 01/29/2		2010-12-02	2013-01-24
60 BOB EVANS FARMS COM		2010-09-13	2013-04-01
165 BOB EVANS FARMS COM		2010-09-13	2013-06-25
40 BROADRIDGE FINL SOL LLC COM		2010-09-13	2013-10-21
30 C H ROBINSON WORLDWIDE INC COM		2011-04-07	2013-10-21
55 CADENCE DESIGN SYSTEMS, INC COM		2012-11-28	2013-10-21
15 CARTER'S INC COM		2012-09-05	2013-10-21
35 CHARLES RIVER LABS INTL INC COM		2012-04-10	2013-10-21
155 CHEVRONTEXACO CORP COM		2009-06-06	2013-05-23
15 CHEVRONTEXACO CORP COM		2009-06-06	2013-10-21
30 CHURCH AND DWIGHT CO INC COM		2011-05-05	2013-10-21
85 CISCO SYSTEMS INC COM		2013-03-13	2013-10-21
30 COLGATE PALMOLIVE CO COM		2013-05-23	2013-10-21

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)
15 COMMERCE BANCSHARES INC COM		2013-09-25	2013-10-21
4 COMMERCE BANCSHARES INC COM		2013-09-25	2013-12-16
445 904 CONESTOGA SMALL CAP FUND		2010-08-02	2013-06-19
888 653 CONESTOGA SMALL CAP FUND		2010-08-02	2013-10-21
10 COOPER COS INC/THE COM		2012-09-05	2013-05-22
75 COOPER COS INC/THE COM		2011-12-21	2013-05-22
60 COPART INC COM		2010-09-13	2013-02-25
145 COPART INC COM		2010-09-13	2013-04-01
30 CORELOGIC INC COM		2012-11-28	2013-10-21
95 CUBIC CORP COM		2010-09-13	2013-04-01
140 CUBIST PHARMACEUTICALS INC COM		2012-09-05	2013-09-25
520 DARDEN RESTAURANTS INC COM		2010-11-29	2013-03-13
40 DELUXE CORPORATION COM		2013-04-01	2013-10-21
260 DIAMOND OFFSHORE DRILLING COM		2011-07-05	2013-02-25
80 DISCOVER FINANCIAL SERVICES COM		2011-07-05	2013-10-21
85 EXXON MOBIL CORPORATION COM		1983-12-22	2013-05-23
15 EXXON MOBIL CORPORATION COM		1983-12-22	2013-10-21
25 FACTSET RESEARCH SYSTEMS INC COM		2010-09-13	2013-10-21
15000 FHLMC NOTE DTD 10/21/2005 4 75% 11/17/20		2013-06-21	2013-12-23
5000 FHLMC NOTE DTD 10/21/2005 4 75% 11/17/20		2013-11-01	2013-12-23
25000 FHLMC NOTE DTD 10/21/2005 4 75% 11/17/20		2010-12-02	2013-12-23
30000 FHLMC NOTE DTD 12/16/2011 625% 12/29/20		2012-02-27	2013-04-30
30000 FHLMC NOTE DTD 01/13/2012 2 375% 01/13/2		2012-02-14	2013-01-29
25000 FNMA FANNIE MAE 2 625% 11/20/2014		2010-12-02	2013-01-29
40 FLOWSERVE CORPORATION COM		2012-08-27	2013-05-08
65 FLOWSERVE CORPORATION COM		2012-08-27	2013-09-23
15 FLOWSERVE CORPORATION COM		2012-08-27	2013-10-21
445 FLOWSERVE CORPORATION COM		2012-08-27	2013-12-02
215 FULTON FINANCIAL CORP COM		2011-12-21	2013-02-25
450 FULTON FINANCIAL CORP COM		2011-12-21	2013-09-25

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)
30 ARTHUR J GALLAGHER & CO COM		2013-05-13	2013-10-21
50 GENERAL MILLS INC COM		2011-03-15	2013-02-25
175 GENERAL MILLS INC COM		2012-11-26	2013-02-25
600 GENERAL MILLS INC COM		2010-11-29	2013-03-13
721 625 GOLDMAN SACHS SATELLITE STRATEGIES		2010-11-01	2013-10-21
20 HANESBRANDS INC COM		2013-06-25	2013-10-21
20 HARRIS CORPORATION COM		2013-09-25	2013-10-21
452 03 HENDERSON INTERNATIONAL OPPORTUNITIES FU		2012-11-08	2013-06-19
862 343 HENDERSON INTERNATIONAL OPPORTUNITIES FU		2012-11-08	2013-10-21
50 HORMEL FOODS CORP COM		2010-09-13	2013-02-25
30 HORMEL FOODS CORP COM		2010-09-13	2013-10-21
15 HUBBELL INC CL B COM		2010-09-13	2013-10-21
80 INTEL CORP COM		2012-02-08	2013-10-21
15 INTERNATIONAL BUS MACHS CORP COM		2002-02-22	2013-10-21
220 JOHNSON & JOHNSON COM		2004-04-15	2013-03-13
30 J2 GLOBAL INC		2010-09-13	2013-10-21
10 L-3 COMMUNICATIONS HOLDINGS COM		2013-04-01	2013-10-21
5 L-3 COMMUNICATIONS HOLDINGS COM		2010-09-13	2013-10-21
10 LABORATORY CRP OF AMER HLDGS COM		2013-05-23	2013-10-21
40 MACYS INC		2013-05-08	2013-10-21
25 MARSH & MCLENNAN CO COM		2012-08-27	2013-10-21
60 MARSH & MCLENNAN CO COM		2012-11-02	2013-10-21
30 MATTEL INC COM		2013-05-23	2013-10-21
195 MCCORMICK & COMPANY INC NON VTG SHS COM		2011-03-15	2013-02-25
155 MCCORMICK & COMPANY INC NON VTG SHS COM		2011-04-07	2013-03-13
5 MCCORMICK & COMPANY INC NON VTG SHS COM		2011-04-07	2013-10-21
950 MCGRAWHILL COS INC COM		2010-11-29	2013-04-18
30 MCKESSON HBOC INC COM		2011-04-07	2013-10-21
115 MICROSOFT CORP COM		2010-11-29	2013-10-21
70 MINERALS TECHNOLOGIES INC COM		2012-09-05	2013-04-01

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)
20 MINERALS TECHNOLOGIES INC COM		2013-09-25	2013-10-21
35 MINERALS TECHNOLOGIES INC COM		2012-09-05	2013-12-02
35 MINERALS TECHNOLOGIES INC COM		2013-09-25	2013-12-02
10 OCEANEERING INTL INC COM		2012-11-28	2013-10-21
30 OMNICARE INC COM		2012-04-10	2013-10-21
100 ORACLE CORP COM		2011-04-07	2013-10-21
5 PANERA BREAD COMPANY CL A COM		2010-09-13	2013-10-21
220 PARKER-HANNIFIN CORP COM		2012-05-29	2013-02-25
40 PEPSICO INC COM		2012-05-29	2013-10-21
15 PERRIGO CO COM		2010-09-13	2013-10-21
95 PERRIGO CO COM		2010-09-13	2013-12-19
1510 PFIZER INC COM		2010-11-29	2013-05-08
150 QUALCOMM INC COM		2011-04-07	2013-05-23
10 QUALCOMM INC COM		2011-04-07	2013-10-21
175 RAYONIER INC COM		2012-04-10	2013-09-25
35 RAYONIER INC COM		2013-05-13	2013-09-25
30 RAYTHEON CO COM NEW		2012-08-27	2013-10-21
5 RAYTHEON CO COM NEW		2012-11-02	2013-10-21
10 REINSURANCE GROUP OF AMER, INC COM		2013-09-25	2013-10-21
187 ROLLINS INC COM		2010-09-13	2013-09-25
30 ROSS STORES COM		2010-09-13	2013-10-21
75 TJX COMPANIES INC COM		2011-04-08	2013-10-21
20 TORCHMARK CORP COM		2013-05-23	2013-10-21
40 TORO CO COM		2010-09-13	2013-10-21
20 TUPPERWARE BRANDS CORP COM		2010-09-13	2013-10-21
20 UGI CORP COM		2013-04-01	2013-10-21
45 U S BANCORP COM		2013-05-23	2013-10-21
10 UNION PACIFIC CORP COM		2013-02-25	2013-10-21
15000 US TREASURY NOTE DTD 03/31/2010 2 5% 03/		2011-04-15	2013-09-25
20000 US TREASURY NOTE DTD 04/30/2010 2 5% 04/		2010-12-02	2013-09-25

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)
5000 US TREASURY NOTE DTD 04/30/2010 2 5% 04/		2013-06-21	2013-09-25
15000 US TREASURY NOTE DTD 06/30/2011 2 375% 0		2011-07-01	2013-06-25
5000 US TREASURY NOTE DTD 06/30/2011 2 375% 0		2012-07-10	2013-06-25
35000 US TREASURY NOTE DTD 09/30/2011 1% 09/30		2013-01-29	2013-12-23
30 UNITED TECHNOLOGIES CORP COM		2011-03-15	2013-10-21
15 UNITED THERAPEUTICS CORP COM		2013-09-25	2013-10-21
10 V F CORPORATION COM		2013-05-23	2013-10-21
30 VALSPAR CORPORATION COM		2011-03-24	2013-10-21
80 VECTREN CORPORATION COM		2011-05-05	2013-02-25
60 VECTREN CORPORATION COM		2011-05-05	2013-04-01
20 VECTREN CORPORATION COM		2011-05-05	2013-10-21
35 WADDELL & REED FINANCIAL INC CL A COM		2011-03-24	2013-02-25
15 WADDELL & REED FINANCIAL INC CL A COM		2013-09-25	2013-10-21
30000 WAL-MART STORES DTD 04/05/2007 5 375% 04		2010-12-02	2013-04-23
25 WALGREEN CO COM		2013-05-08	2013-10-21
10 WATSCO INC COM		2013-04-01	2013-10-21
90 WESTERN DIGITAL CORP COM		2010-09-13	2013-02-25
20 JOHN WILEY & SONS, INC COM		2013-09-25	2013-10-21
45 WISCONSIN ENERGY CORP COM		2012-11-02	2013-02-25
55 WISCONSIN ENERGY CORP COM		2010-12-03	2013-02-25
180 WISCONSIN ENERGY CORP COM		2010-12-03	2013-03-13
100 WISCONSIN ENERGY CORP COM		2010-12-03	2013-05-23
5 WISCONSIN ENERGY CORP COM		2010-12-03	2013-10-21
25 WORLD FUEL SERVICES CORP COM		2010-09-13	2013-10-21
15 ZEBRA TECHNOLOGIES CORP CL A COM		2013-02-25	2013-10-21
5 TE CONNECTIVITY LTD COM		2013-05-08	2013-10-21
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)
1,875		1,753	122
9,377		6,972	2,405
2,738		2,092	646
3,393		2,783	610
701		556	145
4,141		3,337	804
1,472		946	526
2,764		1,492	1,272
3,001		1,322	1,679
3,394		1,524	1,870
2,085		1,581	504
1,582		1,295	287
8,508		7,411	1,097
16,540		13,021	3,519
5,888		5,139	749
2,064		2,008	56
1,951		1,805	146
24,984		23,565	1,419
2,514		1,669	845
7,503		4,590	2,913
1,348		900	448
1,807		2,238	-431
802		710	92
1,112		850	262
1,665		1,253	412
19,452		10,910	8,542
1,795		1,056	739
1,867		1,313	554
1,935		1,843	92
1,858		1,838	20

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)
697		656	41
18		17	1
12,900		8,303	4,597
31,325		16,547	14,778
1,098		846	252
8,232		5,258	2,974
2,050		1,044	1,006
4,897		2,523	2,374
806		768	38
4,030		3,753	277
9,119		6,600	2,519
25,365		24,486	879
1,854		1,653	201
18,489		18,666	-177
4,287		2,147	2,140
7,824		228	7,596
1,307		40	1,267
2,723		2,075	648
16,235		16,512	-277
5,412		5,453	-41
27,058		28,148	-1,090
30,195		30,100	95
30,836		30,326	510
26,041		25,976	65
6,480		5,149	1,331
4,050		2,789	1,261
957		644	313
31,581		19,093	12,488
2,393		2,069	324
5,258		4,330	928

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)
1,407		1,344	63
2,284		1,827	457
7,993		7,114	879
27,771		21,492	6,279
6,040		5,802	238
1,272		1,013	259
1,193		1,193	
10,297		8,914	1,383
22,455		17,005	5,450
1,852		1,113	739
1,279		668	611
1,605		725	880
1,919		2,204	-285
2,598		1,478	1,120
17,268		12,158	5,110
1,650		682	968
942		809	133
471		333	138
992		1,002	-10
1,758		1,876	-118
1,135		858	277
2,724		2,068	656
1,278		1,363	-85
12,874		9,255	3,619
10,905		7,322	3,583
336		236	100
48,854		34,664	14,190
4,220		2,363	1,857
4,020		3,003	1,017
2,847		2,413	434

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)
1,094		980	114
2,062		1,206	856
2,062		1,715	347
858		520	338
1,704		1,025	679
3,281		3,373	-92
813		435	378
20,643		19,117	1,526
3,287		2,761	526
1,966		904	1,062
14,460		5,727	8,733
43,399		29,358	14,041
9,584		9,039	545
687		533	154
9,722		7,506	2,216
1,944		2,080	-136
2,242		1,696	546
374		286	88
718		676	42
4,846		2,758	2,088
2,231		794	1,437
4,302		1,904	2,398
1,499		1,289	210
2,278		1,077	1,201
1,855		862	993
802		765	37
1,708		1,591	117
1,537		1,373	164
15,511		15,488	23
20,712		20,702	10

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)
5,178		5,201	-23
15,642		14,899	743
5,214		5,458	-244
35,317		35,511	-194
3,213		2,361	852
1,215		1,154	61
2,108		1,855	253
2,074		1,149	925
2,622		2,248	374
2,092		1,686	406
680		562	118
1,482		1,367	115
883		781	102
35,252		34,039	1,213
1,453		1,233	220
946		832	114
4,055		2,425	1,630
986		952	34
1,823		1,724	99
2,228		1,653	575
7,460		5,408	2,052
4,184		3,005	1,179
207		150	57
963		654	309
721		673	48
268		225	43
			2,417

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	
			122
			2,405
			646
			610
			145
			804
			526
			1,272
			1,679
			1,870
			504
			287
			1,097
			3,519
			749
			56
			146
			1,419
			845
			2,913
			448
			-431
			92
			262
			412
			8,542
			739
			554
			92
			20

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	
			41
			1
			4,597
			14,778
			252
			2,974
			1,006
			2,374
			38
			277
			2,519
			879
			201
			-177
			2,140
			7,596
			1,267
			648
			-277
			-41
			-1,090
			95
			510
			65
			1,331
			1,261
			313
			12,488
			324
			928

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	
			63
			457
			879
			6,279
			238
			259
			1,383
			5,450
			739
			611
			880
			-285
			1,120
			5,110
			968
			133
			138
			-10
			-118
			277
			656
			-85
			3,619
			3,583
			100
			14,190
			1,857
			1,017
			434


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	
			114
			856
			347
			338
			679
			-92
			378
			1,526
			526
			1,062
			8,733
			14,041
			545
			154
			2,216
			-136
			546
			88
			42
			2,088
			1,437
			2,398
			210
			1,201
			993
			37
			117
			164
			23
			10


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	
			-23
			743
			-244
			-194
			852
			61
			253
			925
			374
			406
			118
			115
			102
			1,213
			220
			114
			1,630
			34
			99
			575
			2,052
			1,179
			57
			309
			48
			43

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALBEMARLE HIGH SCHOOL ATHLETIC DEPARTMENT 2775 HYDRAULIC ROAD CHARLOTTESVILLE,VA 22901	NONE	501(C)(3)	GENERAL FUND	4,000
CAPON BRIDGE ELEMENTARY SCHOOL PO BOX 127 CAPON BRIDGE,WV 26711	NONE	501(C)(3)	GENERAL FUND	2,000
CENTRE COUNTY LAW ENFORCEMENT CAMP CADET INC 118 S FRASER STREET STATE COLLEGE,PA 168013899	NONE	501(C)(3)	GENERAL FUND	2,000
CENTER COUNTY WOMEN'S RESOURCE CENTER 140 W NITTANY AVENUE STATE COLLEGE,PA 168024811	NONE	501(C)(3)	GENERAL FUND	3,000
CENTRE VOLUNTEERS IN MEDICINE 251 EASTERLY PKWY SUITE 102 STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	3,600
FORT EDWARDS FOUNDATION PO BOX 623 CAPON BRIDGE,WV 26711	NONE	501(C)(3)	GENERAL FUND	2,000
GARDEN-RAISED BOUNTY (GRUB) 711 STATE AVENUE NE OLYMPIA,WA 98506	NONE	501(C)(3)	GENERAL FUND	9,169
ORCH OF ALBERMALE HIGH JOUETT & SUTHERLAND SCHS 2775 HYDRAULIC ROAD CHARLOTTESVILLE,VA 22901	NONE	501(C)(3)	GENERAL FUND	3,669
SCHLOW CENTRE COUNTY LIBRARY 211 S ALLEN STREET STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	10,000
HOUSE OF CARE 515 W BEAVER AVE STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	6,950
MANADA CONSERVANCY PO BOX 25 HUMMELSTOWN,PA 17036	NONE	501(C)(3)	GENERAL FUND	500
STATE THEATRE INC 130 W COLLEGE AVE STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	3,619
GLOBAL EMERGENCY HEALTH CARE CENTER 2033 W IOWA ST 3 CHICAGO,IL 60622	NONE	501(C)(3)	GENERAL	8,000
YMCA OF CENTRE COUNTY 677 W WHITEHALL ROAD STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	3,000
BENEDICTINE PROGRAMS AND SERVICES 14299 BENEDICTINE LANE REIGELY,MD 21660	NONE	501(C)(3)	GENERAL FUND	5,000
Total  3a				170,676

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INSTITUTE OF AWAKENED MUTUALITY 3930 NE 105TH AVE PORTLAND,OR 97220		501(C)(3)	GENERAL FUND	14,500
OLYMPIA ARTSPACE ALLIANCE 3400 CAPITAL BLVD STE 101 OLYMPIA,WA 985013351		501(C)(3)	GENERAL FUND	9,500
PA GUILD OF CRAFTSMAN 335 N QUEEN STREET LANCASTER,PA 17603		501(C)(3)	GENERAL FUND	6,000
PIEDMONT VIRGINIA COMMUNITY COLLEGE 501 COLLEGE DRIVE CHALROTTSVILLE,VA 229027589		EXEMPT	GENERAL FUND	5,500
WALTON MIDDLE SCHOOL 401 MCINTIRE ROAD CHARLOTTSVILLE,VA 22902		EXEMPT	GENERAL FUND	7,000
ALBERMARLE COUNTY PUBLIC SCHOOLS KATINA DUDLEY DIRECTOR 401 MCINTIRE ROAD CHARLOTTESVILLE,VA 22902	NONE	501(C)(3)	GENERAL FUND	7,000
JOHN LEONARD ADAMS FOUNDATION 4131 BLOUVARD PL MERCER ISLAND,WA 98040	NONE	501(C)(3)	GENERAL FUND	5,000
CENTRE COUNTY PAWS 1401 TROUT ROAD STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	2,500
FIRST UNITARIAN UNIVERSALIST CHURCH OF RICHMOND 1000 BLANTON AVENUE RICHMOND,VT 23221	NONE	501(C)(3)	GENERAL FUND	15,000
LEWIS GINTER BOTANIC GARDEN 1800 LAKESIDE AVENUE RICHMOND,VA 232284700	NONE	501(C)(3)	GENERAL FUND	10,000
HYPATIA IN THE WOODS PO BOX 58 SHELTON,WA 98584	NONE	501(C)(3)	GENERAL FUND	4,500
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND,VA 23220	NONE	501(C)(3)	GENERAL FUND	10,000
TOM HARPSTREITH MEMORIAL YOUTH HUNT 1096 E 28TH STREET TORRINGTON,WY 82240	NONE	501(C)(3)	GENERAL FUND	1,169
VALLEY PARK HIGH SCHOOL 1 MAIN STREET VALLEY PARK,MO 63088	NONE	501(C)(3)	GENERAL FUND	6,500
Total  3a				170,676

TY 2013 Investments Corporate Bonds Schedule

Name: FREAS FOUNDATION MAN AGY 1871001360

EIN: 22-1714810

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLSTATE LIFE GL DTD 4/24/08		
JP MORGAN CHASE & CO 1/29/08	35,003	33,181
COSTCO WHSL CORP 2/20/2007 5.5	34,551	33,699
GLAXOSMITHKLINE CAP INC 5/13	28,623	28,779
INTERNATIONA BUS MACHS 9/14/07	28,727	28,708
SBC COMMUNICATIONS 8/18/04 5.6	33,815	33,107
WAL-MART STORES 4/5/07 5.375%		
WELLS FARGO COMPANY DTD 10/1/0		
WELLS FARGO CO 12/12/11 2.625	41,198	41,891
US BANCORP 7/27/10 2.45%	20,244	20,562
GEN ELEC CAP 1/7/11 4.625%	37,613	38,166
BANK OF NY MELLON 9/23/11 3.55	36,147	35,810
PEPSICO INC 10/26/10 3.125%	24,522	25,029
MERCK & CO 12/10/10 3.875%	25,841	26,368
OCCIDENTAL PETE CORP	26,141	26,244
CON EDISON CO NY 4/1/08 5.85%	23,224	23,130
DEERE & CO 6/8/12 2.6%	24,816	23,377
CHEVRON CORP 6/24/13 1.718%	24,723	24,906
WAL-MART STORES 4/11/13 2.55%	30,272	27,410

**TY 2013 Investments Corporate
Stock Schedule**

Name: FREAS FOUNDATION MAN AGY 1871001360
EIN: 22-1714810

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP	1,101	41,492
INTL BUSINESS MACHINES CORP	14,452	43,141
JOHNSON & JOHNSON	28,114	47,810
MICROSOFT CORP	39,964	58,921
UGI CORP	4,398	4,768
WALGREEN CO	31,508	57,383
CHARLES RIVER LABS INTL INC	6,334	9,547
PARKER-HANNIFIN CORP COM		
PEPSICO INC COM	37,145	47,691
APPLE, INCORPORATED	33,086	56,663
AT&T, INCORPORATED	12,236	15,470
DELUXE CORPORATION	10,657	13,830
LABORATORY COPR OF AMER HLDG	39,700	39,746
L3 COMMUNICATIONS HLDG	6,584	10,686
OMNICARE INC COM	5,126	9,054
U.S.BANCORP	45,428	57,570
CORELOGIC INC COM	4,994	6,928
BIG LOTS INC	4,252	3,552
CISCO SYSTEMS INC	41,272	43,963
COLGATE PALMOLIVE CO	40,273	53,798
AMGEN INC	21,640	48,598
CHEVRON CORPORATION	21,680	38,472
DOVER CORP	35,111	37,651
INTEL CORP	43,990	43,864
MACYS INC	42,668	53,133
MATTEL INC	39,692	44,725
AMERICAN FINCL GROUP INC	6,415	12,410
AMETEK INC	7,972	20,647
BMC SOFTWARE INC		
BOB EVANS FARMS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROADRIDGE FINL SOL LLC	4,837	8,497
CH ROBINSON WORLDWID INC	30,052	24,507
CADENCE DESIGN SYSTEMS INC	5,293	5,748
CARTERS INC COM	5,670	7,179
CUBIST PHARMACEUTICALS INC		
COPART INC		
CUBIC CORP		
DARDEN RESTAURANTS INC		
FACTSET RESEARCH SYSTEMS INC	7,470	9,772
GENERAL MILLS INC		
HARRIS CORPORATION	7,548	11,170
HORMEL FOODS CORP	3,784	7,679
HUBBELL INC	3,866	8,712
INTEL CORP COM		
J2 GLOBAL COMMUNICATIONS INC	3,864	8,502
MCCORMICK & COMPANY INC	24,416	37,906
MCGRAW HILL COS INC		
MCKESSON HBOC INC	25,839	59,718
MINERALS TECHNOLOGIES INC COM	2,930	5,106
MARSH & MCLENNAN	40,846	57,548
OCEANEERING INTL INC COM	3,122	4,733
ORACLE CORP	39,817	52,225
PANERA BREAD COMPANY	3,917	7,951
PERRIGO CO	14,459	14,579
PFIZER INC		
HANESBRANDS INC	6,328	8,784
QUALCOMM INC	22,612	33,784
RAYONIER INC COM		
ROLLINS INC		
ROSS STORES	4,236	11,989

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REINSURANCE GROUP OF AMER, INC	9,219	10,837
TORCHMARK CORP	44,267	57,050
UNION PACIFIC CORP	32,261	39,480
TORO CO	5,656	13,356
TUPPERWARE BRANDS CORP	4,096	8,980
VF CORPORATION	19,279	53,612
WESTERN DIGITAL CORP		
JOHN WILEY & SONS INC	6,760	8,611
WISCONSIN ENERGY CORP	11,257	15,709
WORLD FUEL SERVICES CORP	3,921	6,474
ADVANCE AUTO PARTS INC	5,044	8,854
APTARGROUP INC	7,249	9,493
BALL CORP	30,094	43,394
BAXTER INTL INC	24,666	28,516
CHURCH & DWIGHT CO INC	6,174	9,942
COMMERCE BANCSHARES	10,193	12,620
COOPER COS INC		
DIAMOND OFFSHORE DRILLING		
DISCOVER FINL SERVICES	28,587	59,587
FLOWSERVE CORP COM		
UNITED THERAPEUTICS CORP	10,386	15,266
FULTON FINL CORP		
ARTHUR J GALLAGHER	6,968	9,855
TJX COS INC	26,154	65,642
UNITED TECHNOLOGIES CORP	29,961	44,951
VECTREN CORP	4,776	6,035
WADDELL & REED FINL INC CL A	7,029	10,745
WATSCO INC	6,421	8,645
RAYTHEON CO COM NEW	25,440	40,815
ZEBRA TECHNOLOGIES CORP CL A	5,836	7,030

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TE CONNECTIVITY LTD	28,102	34,444
VALSPAR	6,309	11,763

**TY 2013 Investments Government
Obligations Schedule****Name:** FREAS FOUNDATION MAN AGY 1871001360**EIN:** 22-1714810**US Government Securities - End of****Year Book Value:**

645,628

US Government Securities - End of**Year Fair Market Value:**

643,599

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Other Schedule**Name:** FREAS FOUNDATION MAN AGY 1871001360**EIN:** 22-1714810

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARTISAN INTERNATIONAL	AT COST	143,620	204,912
CONESTOGA SMALL CAP	AT COST	83,925	165,190
GOLDMAN SACHS SATELLITE STRAT	AT COST	248,654	257,911
HENDERSON INTL OPPORTUNITIES	AT COST	143,358	206,027

TY 2013 Other Decreases Schedule

Name: FREAS FOUNDATION MAN AGY 1871001360

EIN: 22-1714810

Description	Amount
ROUNDING	3