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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation JAMES S HERR FOUNDATION		A Employer identification number 23-2531170	
Number and street (or P O box number if mail is not delivered to street address) 20 HERR DRIVE		B Telephone number (see instructions) (610) 932-9330	
City or town, state or province, country, and ZIP or foreign postal code NOTTINGHAM, PA 193620300		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 1,079,141		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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)	201,254			
	2 Check ☒ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	483	483	483	
	4 Dividends and interest from securities.	9,393	9,393	9,393	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	158,701			
	b Gross sales price for all assets on line 6a 353,574				
	7 Capital gain net income (from Part IV , line 2)		158,701		
	8 Net short-term capital gain				
	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)				
	12 Total. Add lines 1 through 11	369,831	168,577	9,876	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 1,021			1,021
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,021	0		1,021
	25 Contributions, gifts, grants paid	618,630			618,630
	26 Total expenses and disbursements. Add lines 24 and 25	619,651	0		619,651
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-249,820			
	b Net investment income (if negative, enter -0-)		168,577		
	c Adjusted net income (if negative, enter -0-)			9,876	

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing	13,864	48,584	48,584
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	988,934	804,061	949,554
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	180,670	81,003	81,003
	Liabilities	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)	1,183,468	933,648	1,079,141
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
21		Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ _____)				
23	Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,183,468	933,648	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	1,183,468	933,648	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,183,468	933,648	

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	1,183,468
2	Enter amount from Part I, line 27a	2	-249,820
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	933,648
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	933,648

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	HERR FOODS COMMON	P	2011-09-16	2013-01-21
b	LIFE SETTLEMENTS	P	2009-06-11	2013-10-02
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 199,875		184,873	15,002
b 153,699		10,000	143,699
c			
d			
e			

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			15,002
b			143,699
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	158,701
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	673,499	1,325,930	0 507945
2011	499,646	1,503,911	0 332231
2010	626,219	1,281,068	0 488826
2009	968,545	1,199,810	0 807249
2008	624,406	1,313,946	0 475214

2 Total of line 1, column (d).	2	2 611465
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 522293
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,153,860
5 Multiply line 4 by line 3.	5	602,653
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,686
7 Add lines 5 and 6.	7	604,339
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	619,651

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,686
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	
3 Add lines 1 and 2.	3	1,686
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,686
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,634
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	2,634
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	948
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 948 Refunded	11	

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	Yes	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)? <i>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.</i>	1b		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	

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 ▶N/A				
14	The books are in care of ▶KEVIN S THOMSON Telephone no ▶(610) 932-9330 Located at ▶PO BOX 300 NOTTINGHAM PA ZIP +4 ▶19362			
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

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.

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Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

Expenses

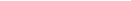
1 SOLE PURPOSE IS THE DISTRIBUTION OF FUNDS TO 501(C)(3) ORGANIZATIONS

Part IX-B

Amount

1 N/A

All other program-related investments See page 24 of the instructions

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	1,009,370
b	Average of monthly cash balances.	1b	31,224
c	Fair market value of all other assets (see instructions).	1c	130,837
d	Total (add lines 1a, b, and c).	1d	1,171,431
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,171,431
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,571
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,153,860
6	Minimum investment return. Enter 5% of line 5.	6	57,693

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	57,693
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,686
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,686
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	56,007
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	56,007
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	56,007

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	619,651
b	Program-related investments—total from Part IX-B.	1b	
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	619,651
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	1,686
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	617,965
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				56,007
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	624,406			
b From 2009.	912,524			
c From 2010.	562,522			
d From 2011.	427,180			
e From 2012.	607,534			
f Total of lines 3a through e.	3,134,166			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 619,651				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				56,007
e Remaining amount distributed out of corpus	563,644			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,697,810			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	624,406			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,073,404			
10 Analysis of line 9				
a Excess from 2009. . . .	912,524			
b Excess from 2010. . . .	562,522			
c Excess from 2011. . . .	427,180			
d Excess from 2012. . . .	607,534			
e Excess from 2013. . . .	563,644			

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))

b

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

2

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

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

a

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

JS HERR FOUNDATION GENE HERR
PO BOX 300
NOTTINGHAM, PA 19362
(610) 932-9330

b

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

NO APPLICATIONS, JUST SEND A LETTER OF REQUEST AND YOUR CHARITABLE STATUS

c

Any submission deadlines

NONE

d

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

NONE

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

Form **990-PF** (2013)

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 VIII Line 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
JAMES M HERR 	TRUSTEE 0 00	0	0	0
PO BOX 300 NOTTINGHAM,PA 19362				
MIRIAM HERR 	TRUSTEE 0 00	0	0	0
PO BOX 300 NOTTINGHAM,PA 19362				
EDWIN HERR 	TRUSTEE 0 00	0	0	0
PO BOX 300 NOTTINGHAM,PA 19362				
GENE HERR 	CHAIRMAIN/TR 5 00	0	0	0
PO BOX 300 NOTTINGHAM,PA 19362				
MARTHA THOMAS 	TRUSTEE 0 00	0	0	0
7 LAKEWOOD DR OXFORD,PA 19363				
JUNE GUNDEN 	TRUSTEE 0 00	0	0	0
PEACH TREE CITY PEACH TREE CITY,GA 30269				
GLEND A HENRY 	SECRETARY 0 00	0	0	0
PO BOX 300 NOTTINGHAM,PA 19362				

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013
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Name of the organization JAMES S HERR FOUNDATION	Employer identification number 23-2531170
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization JAMES S HERR FOUNDATION	Employer identification number 23-2531170
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERR FOODS PO BOX 300 NOTTINGHAM, PA 19362	\$ 200,004	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization JAMES S HERR FOUNDATION	Employer identification number 23-2531170
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization JAMES S HERR FOUNDATION	Employer identification number 23-2531170
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2013 Accounting Fees Schedule**Name:** JAMES S HERR FOUNDATION**EIN:** 23-2531170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	875			875
GENERAL FEES	146			146

TY 2013 Compensation Explanation

Name: JAMES S HERR FOUNDATION

EIN: 23-2531170

Person Name	Explanation
JAMES M HERR	
MIRIAM HERR	
EDWIN HERR	
GENE HERR	
MARTHA THOMAS	
JUNE GUNDEN	
GLENDIA HENRY	

**TY 2013 Investments Corporate
Stock Schedule**

Name: JAMES S HERR FOUNDATION
EIN: 23-2531170

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HERR FOODS CLASS B COMMON STOCK	804,061	949,554

TY 2013 Investments - Other Schedule

Name: JAMES S HERR FOUNDATION

EIN: 23-2531170

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NOTES RECEIVABLE	AT COST		
LIFE INSURANCE	AT COST	81,003	81,003

JAMES S HERR FOUNDATION
LISTING OF CONTRIBUTIONS PAID
Jan 01 thru Dec 31, 2013

<u>RECIPIENT</u>	<u>ADDRESS 1</u>	<u>ADDRESS 2</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP CODE</u>	<u>AMOUNT</u>
Abundant Living Ministries		541 West 28th Division Highway	Lititz	PA	17543	2,500
Areopagus II America		PO Box 262	Monson	ME	0262	4,000
Bethany Christian Services		1681 Crown Avenue, STE 201	Lancaster	PA	17601	3,000
Bowery Mission		PO Box 2000	New York	NY	10156-1999	1,000
Brandywine River Museum		PO Box 141	Chadds Ford	PA	19317	3,500
Camp Andrews		1226 Silver Spring Rd	Holtwood	PA	17532	1,000
Capitol Commission		Po Box #123	Harrisburg	PA	17108	1,000
Center for Parent-Youth Understanding		PO Box 414	Elizabethtown	PA	0414	1,000
Challenger Films	3235 Satellite Blvd	Bldg 400, STE 300	Duluth	GA	30096	2,500
Chester County Christian Chorale		4 Moccasin Drive	Atglen	PA	19310	2,000
Christian Farmers Outreach		PO Box 136	Hampstead	MD	21074	3,000
Cornerstone Community Ministries		95 S. Wilson Avenue	Elizabethtown	PA	17022	2,500
Cornerstone Pregnancy Care Services		835 Houston Run Road, STE 330	Gap	PA	17527	4,000
County Corrections Gospel Mission		PO Box 1136	Coatesville	PA	19320	1,000
CRU / Campus Crusade for Christ		PO Box 628222	Orlando	FL	32862-8222	5,000
Eagle Ranch Ministries, Inc.		1579 Pleasant Valley Road	Mt. Pleasant	PA	15666	1,000
FCA Lacrosse		913 Ridgebrook Rd, STE 300	Sparks	MD	21152	1,000
Friendship Community Fdn		1149 East Oregon Road	Lititz	PA	9208	2,000
Friendship Ministries Fdn		PO Box 55	Devon	PA	19333	5,000
Global Disciples		315 West James Street STE 202	Lancaster	PA	17603	50,000
Good Neighbors Home Repair		205 East State Street	Kennett Square	PA	3111	1,000
Good Works		PO Box 1441	Coatesville	PA	19320	1,500
GPA Mobilization Ministries		PO Box 520	Oxford	PA	19363	5,000
GPA Youth Missions		9051 Executive Park Drive, STE 503	Knoxville	TN	37923	1,000
Heroes, Inc.		4990 Mercantile Rd., #43574	Baltimore	MD	21236	5,000
Hosannah A.U.M.P. Church		PO Box 29	Lincoln University	PA	19352	10,000
Intervarsity Christian Fellowship		PO Box 7895	Madison	WI	53791-9703	2,000
Jesus Film Project		PO Box 628222	Orlando	FL	8222	5,000
Jr. Achievement of DE Valley		993 Old Eagle School Rd, STE 410	Wayne	PA	19087	15,000
Key Life		PO Box 945000	Matland	FL	32794-5000	5,000

Lamplighter Ministries		PO Box 777	Waverly	PA 18471-0777	1,000
Lancaster Co Day of Prayer	Friendship Foundation	780 Eden Road, STE 2W	Lancaster	PA 17601	2,500
Lighthouse Youth Center	2nd Yr of 4 yr pledge	PO Box 38	Oxford	PA 19363	100,000
Lincoln University		PO Box 179 MSC 96	Lincoln University	PA 19352	12,500
Luis Palau Evangelistic Association		PO Box 50	Portland	OR 97207	15,000
Make A Wish		One Valley Square, Suite 133	Blue Bell	PA 19422	1,000
Marketplace Chaplains, USA		2001 W. Plano Pkwy, STE 3200	Plano	TX 1328	165,130
MARKINC Ministries		2880 Summitt Bridge Road	Bear	DE 19701	2,000
Meals on Wheels		404 Willowbrook Lane	West Chester	PA 19382-5570	1,000
Metro Maryland Youth For Christ		8900 Bel Air Road	Baltimore	MD 21236	2,500
Mission Year		PO Box 17628	Atlanta	GA 30316	5,000
Naaman Center		4600 E. Harrisburg Pike	Elizabethtown	PA 17022-9004	1,000
Natl Day of Prayer		PO Box 15616	Colorado Springs	CO 80935	2,500
Navigators		PO Box 6400	Colorado Springs	CO 80934-6400	2,000
Neighborhood Services Center		35 North Third Street	Oxford	PA 19363	10,000
Northern Youth Program		PO BOX 171	International Falls	MN 0171	5,000
NY City Relief	PO Box 64	Times Square PO	New York	NY 0064	5,000
Onesimus Prison Ministry		145 Bethel Road	Oxford	PA 19363	3,000
Opportunity Int'l		PO BOX 3695	Oakbrook	IL 9967	5,000
Oxford Area Civic Association		PO Box 34	Oxford	PA 19363	6,000
PA Bible Society		701 Walnut St	Philadelphia	PA 19106	1,000
PA Family Institute		23 N Front Street FL2	Harrisburg	PA 17101-1640	7,500
Phila Mennonite High School		860 North 24th Street	Philadelphia	PA 19130	1,000
Philhaven	283 South Butler Road	PO Box 550	Mt. Gretna	PA 17064-0550	1,000
Salvation Army		701 North Broad Street	Philadelphia	PA 19123	50,000
Second Presbyterian Church of Oxford		42 South Fifth Street	Oxford	PA 19363	10,000
Set Free to Set Free, Inc.		PO Box 116	Kelton	PA 19346	3,000
Silo		13 N. 3rd Street, #172	Oxford	PA 19363	10,000
Songtime		710 Route 6A	Yarmouth Port	MA 02675-2000	1,000
St. Joseph University (Rev. James J. Neville Sch. Fund)		5600 City Avenue	Philadelphia	PA 19131	5,000
The Garage Youth Center		115 S. Union Street	Kennett Square	PA 19348	5,000
The House DC, Inc.		PO Box 30958	Washington	DC 20030	1,000
Transition Dynamics Assoc Inc.		926 St. Andrews Drive	Malvern	PA 3158	2,500
Urban Promise		PO Box 1479	Camden	NJ 08105	2,500
Water Street Rescue Mission	210 S.Prince Street	PO Box 7267	Lancaster	PA 7267	1,000
Young Life Liberty Region		PO Box 1616	Southeastern,	PA 19399-1616	1,000

Young Life of Fayette County	Receipt Office	PO Box 2920	Colorado Springs	CO	80801	3,500
Young Life of Oxford		421 Broad Street	Oxford	PA	19363	7,500
Young Life Philadelphia		PO Box 1806	Southeastern,	PA	19399	1,000
Young Life Richmond		PO Box 2920	Colorado Springs	CO	80901-2920	3,000
YWAM NYC		70 New York Avenue	Smithtown	NY	11787	2,500
Zacharias Ministries (RZIM)		4725 Peachtree Corners Circle, STE 250	Norcross	GA	30092-2586	5,000

618,630