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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

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

Name of foundation WATCHORN FOUNDATION		A Employer identification number 23-7037270
Number and street (or P O box number if mail is not delivered to street address) 100 PINE STREET		B Telephone number (see instructions) (203) 287-2411
City or town, state or province, country, and ZIP or foreign postal code HARRISBURG, PA 171081166		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) ► \$ 217,131		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	3,607	3,607		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	11,971			
	b Gross sales price for all assets on line 6a 49,119				
	7 Capital gain net income (from Part IV, line 2) . . .		11,971		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	15,578	15,578			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,500	3,750		3,750
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,586	4,188		1,398
	b Accounting fees (attach schedule)	1,975	987		988
	c Other professional fees (attach schedule)	2,083	1,562		521
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	123	15		0
	19 Depreciation (attach schedule) and depletion . . .	553	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,146	573		573
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,946	1,467		479
	24 Total operating and administrative expenses.				
Add lines 13 through 23	20,912	12,542		7,709	
25 Contributions, gifts, grants paid.	6,000			6,000	
26 Total expenses and disbursements. Add lines 24 and 25	26,912	12,542		13,709	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-11,334				
b Net investment income (if negative, enter -0-) . . .		3,036			
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing	2,279	1,106	1,106
	2 Savings and temporary cash investments	3,606	214	214
	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)	160,649	153,855	210,784
	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)			
	14 Land, buildings, and equipment basis ► <u>5,482</u>			
	Less accumulated depreciation (attach schedule) ► <u>4,942</u>	493	540	4,942
	15 Other assets (describe ►)	107	85	85
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	167,134	155,800	217,131
	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	0	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	167,134	155,800	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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)	167,134	155,800	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	167,134	155,800	

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	167,134
2	Enter amount from Part I, line 27a	2	-11,334
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	155,800
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	155,800

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.)
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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)
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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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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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	11,971
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	16,632	202,057	0 082313
2011	12,885	230,507	0 055899
2010	11,547	229,175	0 050385
2009	10,461	210,533	0 049688
2008	17,765	270,034	0 065788

2 Total of line 1, column (d).	2	0 304073
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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 060815
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4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	207,463
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5 Multiply line 4 by line 3.	5	12,617
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	30
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7 Add lines 5 and 6.	7	12,647
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8 Enter qualifying distributions from Part XII, line 4.	8	13,709
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	30
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	30
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	30
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	30
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	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
<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>			
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 <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) <input type="checkbox"/> PA, DE		
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	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 ► N/A

14	The books are in care of ► BARBARA WATCHORN FIDDLER	Telephone no ► (203) 827-2411
	Located at ► 1204 WHITNEY AVE 403 HAMDEN CT	ZIP +4 ► 06517

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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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.

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)			
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
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?			

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	
c	Organizations relying on a current notice regarding disaster assistance check here. ►			
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
ROBERT WATCHORN PO BOX 1166 HARRISBURG, PA 171081166	PRES/DIRECTOR 2 00	2,500	0	0
BARBARA WATCHORN FIDDLER PO BOX 1166 HARRISBURG, PA 171081166	VP/TREAS/DIRECTOR 2 00	2,500	0	0
KATHRYN WATCHORN HEARN PO BOX 1166 HARRISBURG, PA 171081166	VP/DIRECTOR 2 00	2,500	0	0
TIMOTHY DECKERT PO BOX 1166 HARRISBURG, PA 171081166	SEC 2 00	0	0	0

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		

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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	206,187
b	Average of monthly cash balances.	1b	4,435
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	210,622
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	210,622
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,159
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	207,463
6	Minimum investment return. Enter 5% of line 5.	6	10,373

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	10,373
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	30
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	30
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	10,343
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	10,343
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	10,343

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	13,709
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	13,709
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	30
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).	6	13,679
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				10,343
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	4,263			
b From 2009.				
c From 2010.	88			
d From 2011.	1,360			
e From 2012.	6,745			
f Total of lines 3a through e.	12,456			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 13,709			0	
a Applied to 2012, but not more than line 2a				
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.				10,343
e Remaining amount distributed out of corpus	3,366			
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:	15,822			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	4,263			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11,559			
10 Analysis of line 9				
a Excess from 2009.	88			
b Excess from 2010.	1,360			
c Excess from 2011.	6,745			
e Excess from 2013.	3,366			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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	6,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue	a _____ b _____ c _____ d _____ e _____ f _____						
g Fees and contracts from government agencies							
2 Membership dues and assessments.							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities.					14	3,607	
5 Net rental income or (loss) from real estate							
a Debt-financed property.							
b Not debt-financed property.							
6 Net rental income or (loss) from personal property.							
7 Other investment income.							
8 Gain or (loss) from sales of assets other than inventory					18	11,971	
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory.							
11 Other revenue a _____ b _____ c _____ d _____ e _____							
12 Subtotal Add columns (b), (d), and (e).			0			15,578	
13 Total. Add line 12, columns (b), (d), and (e).					13	15,578	

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

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.)
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-05-24	2013-03-25
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-12-14	2013-03-25
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-12-26	2013-03-25
VANGUARD SMALL CAP INDEX VSCIX	P	2013-03-19	2013-03-25
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-05-24	2013-05-16
FIDELITY SPARTAN 500 INDEX FUSVX	P	2013-04-05	2013-05-16
PIMCO LOW DURATION PTLDX	P	2013-03-25	2013-06-25
PIMCO LOW DURATION PTLDX	P	2012-12-12	2013-06-25
PIMCO LOW DURATION PTLDX	P	2012-12-26	2013-06-25
PIMCO LOW DURATION PTLDX	P	2012-12-12	2013-06-25
PIMCO LOW DURATION PTLDX	P	2012-08-29	2013-06-25
DFA EMERGING MKTS CORE DFCEX	P	2013-03-08	2013-08-01
DFA EMERGING MKTS CORE DFCEX	P	2013-03-25	2013-08-01
FIDELITY CONSERVATIVE INC BOND FCNVX	P	2013-09-24	2013-09-27
PIMCO UNCONSTRAINED PFIUX	P	2013-06-25	2013-10-17
FIDELITY CONSERVATIVE INC BOND FCNVX	P	2013-09-24	2013-11-01
FIDELITY CONSERVATIVE INC BOND FCNVX	P	2013-09-24	2013-12-27
PERKINS MID CAP VALUE JMVAX	P	2011-06-28	2013-03-25
JP MORGAN SM CAP GROWTH JISGX	P	2011-09-26	2013-03-25
JP MORGAN SM CAP GROWTH JISGX	P	2011-12-15	2013-03-25
ARTISAN INTERNATIONAL ARTIX	P	2010-03-23	2013-03-25
DAVIS NY VENTURE DNVYX	P	2003-04-21	2013-03-25
DAVIS NY VENTURE DNVYX	P	2011-12-22	2013-03-25
THIRD AVE SMALL CAP VALUE TASCX	P	2011-09-26	2013-03-25
THIRD AVE SMALL CAP VALUE TASCX	P	2011-12-20	2013-03-25
THIRD AVE SMALL CAP VALUE TASCX	P	2003-01-21	2013-03-25
VANGUARD DIVIDEND GROWTH VDIGX	P	2011-09-26	2013-03-25
VANGUARD MID CAP INDEX VMCIX	P	2003-04-21	2013-03-25
VANGUARD MID CAP INDEX VMCIX	P	2011-09-26	2013-03-25
VANGUARD SMALL CAP INDEX VSCIX	P	2011-09-26	2013-03-25

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.)
VANGUARD SMALL CAP INDEX VSCIX	P	2011-09-26	2013-05-16
VANGUARD MID CAP INDEX VMCIX	P	2003-04-21	2013-05-16
VANGUARD DIVIDEND GROWTH VDIGX	P	2011-09-26	2013-05-16
VANGUARD SMALL CAP INDEX VSCIX	P	2010-06-23	2013-05-16
DAVIS NY VENTURE DNVYX	P	2003-04-21	2013-05-16
BUFFALO MID CAP GROWTH BUFMX	P	2011-09-26	2013-05-16
ARTISAN INTERNATIONAL ARTIX	P	2010-03-23	2013-05-16
PERKINS MID CAP VALUE JMVAX	P	2011-06-28	2013-05-16
JP MORGAN SM CAP GROWTH JISGX	P	2011-09-26	2013-05-16
BUFFALO MID CAP GROWTH BUFMX	P	2011-12-20	2013-05-16
HARBOR INTERNATIONAL HAINX	P	2011-09-26	2013-05-16
JP MORGAN SM CAP GROWTH JISGX	P	2011-09-26	2013-06-25
PERKINS MID CAP VALUE JMVAX	P	2011-06-28	2013-06-25
BUFFALO MID CAP GROWTH BUFMX	P	2011-09-26	2013-06-25
DAVIS NY VENTURE DNVYX	P	2003-04-21	2013-06-25
PIMCO LOW DURATION PTLDX	P	2010-03-23	2013-06-25
VANGUARD MID CAP INDEX VMCIX	P	2003-04-21	2013-06-25
VGD TOTAL BOND MKT IDX VBTSX	P	2011-12-22	2013-06-25
VGD TOTAL BOND MKT IDX VBTSX	P	2010-06-23	2013-06-25
VGD TOTAL BOND MKT IDX VBTSX	P	2011-03-14	2013-06-25
PIMCO LOW DURATION PTLDX	P	2009-12-08	2013-06-25
PIMCO LOW DURATION PTLDX	P	2009-12-28	2013-06-25
PIMCO LOW DURATION PTLDX	P	2009-12-08	2013-06-25
PIMCO LOW DURATION PTLDX	P	2011-12-22	2013-06-25
PIMCO LOW DURATION PTLDX	P	2010-12-08	2013-06-25
PIMCO LOW DURATION PTLDX	P	2010-12-08	2013-06-25
VANGUARD SMALL CAP INDEX VSCIX	P	2010-06-23	2013-06-25
VANGUARD DIVIDEND GROWTH VDIGX	P	2011-09-26	2013-06-25
VGD S/T FED INVESTOR FUND VSGDX	P	2011-12-22	2013-06-25
VGD S/T FED INVESTOR FUND VSGDX	P	2009-12-28	2013-06-25

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.)
PIMCO LOW DURATION PTLDX	P	2011-03-23	2013-06-25
PIMCO LOW DURATION PTLDX	P	2008-03-28	2013-06-25
THIRD AVE SMALL CAP VALUE TASCX	P	2003-01-21	2013-06-25
DAVIS NY VENTURE DNVYX	P	2003-04-21	2013-08-01
VANGUARD SMALL CAP INDEX VSCIX	P	2010-06-23	2013-08-01
VANGUARD MID CAP INDEX VMCIX	P	2003-04-21	2013-08-01
VANGUARD DIVIDEND GROWTH VDIGX	P	2011-09-26	2013-08-01
ARTISAN INTERNATIONAL ARTIX	P	2010-03-23	2013-08-01
HARBOR INTERNATIONAL HAINX	P	2011-09-26	2013-08-01
PERKINS MID CAP VALUE JMVAX	P	2011-06-28	2013-08-01
BUFFALO MID CAP GROWTH BUFMX	P	2010-06-23	2013-08-01
BUFFALO MID CAP GROWTH BUFMX	P	2011-09-26	2013-08-01
JP MORGAN SM CAP GROWTH JISGX	P	2008-08-28	2013-08-01
JP MORGAN SM CAP GROWTH JISGX	P	2011-09-26	2013-08-01
PIMCO ALL ASSET FUND PAAIX C/C	P	2006-06-27	2013-08-01
THIRD AVE SMALL CAP VALUE TASCX	P	2009-02-12	2013-08-01
THIRD AVE SMALL CAP VALUE TASCX	P	2003-01-21	2013-08-01
HARBOR INTERNATIONAL HAINX	P	2011-09-26	2013-09-24
BUFFALO MID CAP GROWTH BUFMX	P	2010-06-23	2013-09-24
ARTISAN INTERNATIONAL ARTIX	P	2011-12-15	2013-09-24
JP MORGAN SM CAP GROWTH JISGX	P	2008-08-28	2013-09-24
VANGUARD DIVIDEND GROWTH VDIGX	P	2011-09-26	2013-09-24
VANGUARD SMALL CAP INDEX VSCIX	P	2010-06-23	2013-09-24
VANGUARD MID CAP INDEX VMCIX	P	2003-04-21	2013-09-24
THIRD AVE SMALL CAP VALUE TASCX	P	2009-02-12	2013-09-24
THIRD AVE SMALL CAP VALUE TASCX	P	2009-02-12	2013-10-17
PIMCO ALL ASSET PAAIX	P	2006-06-27	2013-10-17
VANGUARD MID CAP INDEX VMCIX	P	2003-04-21	2013-10-17
VANGUARD SHORT TERM FED VSGDX	P	2009-12-28	2013-10-17
VANGUARD SMALL CAP INDEX VSCIX	P	2010-06-23	2013-10-17

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.)
PIMCO LOW DURATION PTLDX	P	2008-03-28	2013-10-17
VANGUARD DIVIDEND GROWTH VDIGX	P	2011-09-26	2013-10-17
VANGUARD TOTAL BOND MARKET VBTSX	P	2011-03-14	2013-10-17
DFA EMERGING MKTS CORE DFCEX	P	2011-09-26	2013-10-17
ARTISAN INTERNATIONAL ARTIX	P	2011-12-15	2013-10-17
DAVIS NY VENTURE DNVYX	P	2003-04-21	2013-10-17
BUFFALO MID CAP GROWTH BUFMX	P	2010-06-23	2013-10-17
HARBOR INTERNATIONAL HAINX	P	2011-09-26	2013-10-17
PERKINS MID CAP VALUE JMVAX	P	2011-06-28	2013-10-17
JP MORGAN SM CAP GROWTH JISGX	P	2008-08-28	2013-10-17
FMI LARGE CAP FMIHX	P	2012-01-27	2013-03-25
FMI LARGE CAP FMIHX	P	2012-01-27	2013-05-16
FMI LARGE CAP FMIHX	P	2012-01-27	2013-06-25
VGD TOTAL BOND MKT IDX VBTSX	P	2012-03-26	2013-06-25
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-05-24	2013-06-25
PIMCO LOW DURATION PTLDX	P	2012-03-26	2013-06-25
VANGUARD MID CAP INDEX VMCIX	P	2012-06-26	2013-08-01
VANGUARD SMALL CAP INDEX VSCIX	P	2012-06-26	2013-08-01
THIRD AVE SMALL CAP VALUE TASCX	P	2012-06-26	2013-08-01
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-05-24	2013-08-01
JP MORGAN SM CAP GROWTH JISGX	P	2012-06-26	2013-08-01
HARBOR INTERNATIONAL HAINX	P	2012-06-26	2013-08-01
BUFFALO MID CAP GROWTH BUFMX	P	2012-06-26	2013-08-01
DAVIS NY VENTURE DNVYX	P	2012-06-26	2013-08-01
FMI LARGE CAP FMIHX	P	2012-01-27	2013-08-01
ARTISAN INTERNATIONAL ARTIX	P	2012-06-26	2013-08-01
DFA EMERGING MKTS CORE DFCEX	P	2012-09-10	2013-09-24
FMI LARGE CAP FMIHX	P	2012-01-27	2013-09-24
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-05-24	2013-09-24
FIDELITY SPARTAN 500 INDEX FUSVX	P	2012-05-24	2013-10-17

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)
FMI LARGE CAP FMIHX	P	2012-01-27	2013-10-17
DFA EMERGING MKTS CORE DFCEX	P	2012-09-10	2013-10-17
VANGUARD SHORT TERM INV GRADE VFSUX	P	2012-03-26	2013-10-17
PIMCO ALL ASSET PAAIX	P	2012-09-24	2013-10-17
PIMCO TOTAL RETURN PTTRX	P	2012-03-26	2013-10-17
CAPITAL GAINS 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)
1,263		1,074	189
260		236	24
57		52	5
1		1	0
906		726	180
190		178	12
949		978	-29
138		143	-5
38		39	-1
29		30	-1
23		24	-1
2		3	-1
180		191	-11
500		500	0
116		116	0
1,000		1,000	0
600		600	0
629		627	2
158		123	35
48		40	8
92		72	20
346		189	157
153		129	24
87		66	21
41		33	8
467		256	211
331		255	76
921		361	560
350		259	91
464		326	138

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)
73		49	24
721		264	457
324		232	92
58		37	21
306		157	149
119		94	25
184		135	49
60		57	3
23		17	6
94		76	18
176		132	44
181		134	47
196		194	2
222		182	40
302		160	142
1,702		1,742	-40
238		91	147
318		329	-11
3,233		3,254	-21
2,526		2,529	-3
1		1	0
1,981		2,000	-19
10		10	0
202		205	-3
58		59	-1
290		295	-5
178		116	62
257		191	66
233		239	-6
69		71	-2

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)
26		27	-1
946		941	5
333		183	150
411		218	193
521		307	214
780		273	507
337		237	100
377		272	105
73		55	18
344		317	27
211		146	65
70		51	19
128		81	47
6		4	2
48		48	0
48		24	24
468		236	232
447		321	126
90		62	28
245		165	80
121		73	48
19		13	6
64		37	27
233		81	152
71		36	35
463		224	239
86		84	2
667		227	440
400		407	-7
255		145	110

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)
400		392	8
205		142	63
214		213	1
63		51	12
139		90	49
300		157	143
203		137	66
152		82	70
216		196	20
80		48	32
353		301	52
221		176	45
221		182	39
1,063		1,098	-35
983		817	166
890		907	-17
619		451	168
31		22	9
188		141	47
1,992		1,544	448
98		74	24
405		324	81
282		220	62
132		111	21
191		150	41
207		155	52
215		193	22
73		56	17
55		43	12
1,092		834	258

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)
150		114	36
94		81	13
500		500	0
14		14	0
157		158	-1
3,959			3,959

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	
			189
			24
			5
			0
			180
			12
			-29
			-5
			-1
			-1
			-1
			-1
			-11
			0
			0
			0
			0
			2
			35
			8
			20
			157
			24
			21
			8
			211
			76
			560
			91
			138

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

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	
			24
			457
			92
			21
			149
			25
			49
			3
			6
			18
			44
			47
			2
			40
			142
			-40
			147
			-11
			-21
			-3
			0
			-19
			0
			-3
			-1
			-5
			62
			66
			-6
			-2

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	
			-1
			5
			150
			193
			214
			507
			100
			105
			18
			27
			65
			19
			47
			2
			0
			24
			232
			126
			28
			80
			48
			6
			27
			152
			35
			239
			2
			440
			-7
			110

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	
			8
			63
			1
			12
			49
			143
			66
			70
			20
			32
			52
			45
			39
			-35
			166
			-17
			168
			9
			47
			448
			24
			81
			62
			21
			41
			52
			22
			17
			12
			258

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	
			36
			13
			0
			0
			-1
			3,959

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				
CONNECTICUT FOOD BANK PO BOX 8688 NEW HAVEN, CT 06531		PUBLIC CHARITY	DONATION	1,000
FIRST UNITARIAN CHURCH 1326 WASHINGTON STREET WEST NEWTON, MA 02165		PUBLIC CHARITY	DONATION	2,000
FRANKLIN & MARSHALL COLLEGE PO BOX 3003 LANCASTER, PA 17604-3003		PUBLIC CHARITY	DONATION	1,000
TRINITY EVANGELICAL LUTHERAN CHURCH 2000 CHESTNUT STREET CAMP HILL, PA 17011		PUBLIC CHARITY	DONATION	1,000
WILSON COLLEGE LIBRARY FUND 1015 PHILADELPHIA AVENUE CHAMBERSBURG, PA 17201		PUBLIC CHARITY	DONATION	1,000
Total			► 3a	6,000

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return
WATCHORN FOUNDATIONBusiness or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

23-7037270

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7			
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8			
9 Tentative deduction Enter the smaller of line 5 or line 8	9			
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10			
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11			
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12			
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ► 13	13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	493

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		600	50	HY	S/L	60
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year		12 yrs		S/L	
c 40-year		40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	553
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?			Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners				
39 Do you treat all use of vehicles by employees as personal use?				
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?				
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)				

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 Amortization of costs that begins during your 2013 tax year (see instructions)

43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 Accounting Fees Schedule

Name: WATCHORN FOUNDATION

EIN: 23-7037270

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,975	987		988

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: WATCHORN FOUNDATION

EIN: 23-7037270

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE EQUIPMENT	2005-06-30	3,405	3,405	200DB	7 000000000000	0	0		
COMPUTER	2011-01-01	1,477	984	SL	3 000000000000	493	0		
COMPUTER	2013-09-15	600		SL	5 000000000000	60	0		

**TY 2013 Investments Corporate
Stock Schedule****Name:** WATCHORN FOUNDATION**EIN:** 23-7037270

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AVAILABLE FOR SALE SECURITIES	153,855	210,784

TY 2013 Land, Etc. Schedule**Name:** WATCHORN FOUNDATION**EIN:** 23-7037270

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	3,405	3,405	0	
COMPUTER	1,477	1,477	0	
COMPUTER	600	60	540	

TY 2013 Legal Fees Schedule

Name: WATCHORN FOUNDATION

EIN: 23-7037270

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	5,586	4,188		1,398

TY 2013 Other Assets Schedule

Name: WATCHORN FOUNDATION**EIN:** 23-7037270

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME	107	85	85

TY 2013 Other Expenses Schedule

Name: WATCHORN FOUNDATION**EIN:** 23-7037270

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	1,916	1,437		479
BANK CHARGES	30	30		0

TY 2013 Other Professional Fees Schedule

Name: WATCHORN FOUNDATION**EIN:** 23-7037270

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY	2,083	1,562		521

TY 2013 Taxes Schedule

Name: WATCHORN FOUNDATION**EIN:** 23-7037270

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	15	15		0
EXCISE TAX	108	0		0