



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 PAUL H PUSEY FOUNDATION		A Employer identification number 23-7043682	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 111928		B Telephone number (see instructions) (239) 591-0562	
City or town, state or province, country, and ZIP or foreign postal code NAPLES, FL 34108		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) \$ 3,674,545	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	32	32		
	4 Dividends and interest from securities.	45,803	45,803		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	138,119			
	b Gross sales price for all assets on line 6a 327,073				
	7 Capital gain net income (from Part IV, line 2) . . .		138,119		
	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)	13	0	0	
	12 Total. Add lines 1 through 11	183,967	183,954	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,992	2,244	0	0
	c Other professional fees (attach schedule)	35,000	30,000	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	761	761	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	111	0	0	0
	22 Printing and publications				
	23 Other expenses (attach schedule)	533	264	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	39,397	33,269	0	0
	25 Contributions, gifts, grants paid	155,460			155,460
	26 Total expenses and disbursements. Add lines 24 and 25	194,857	33,269	0	155,460
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-10,890			
	b Net investment income (if negative, enter -0-)		150,685		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	557,044	101,485	101,485
	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)	318,008	414,545	951,171
	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)	1,820,441	2,168,722	2,621,889
	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)	2,695,493	2,684,752	3,674,545
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	143	2,377	
	23	Total liabilities (add lines 17 through 22)	143	2,377	
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	2,695,350	2,682,375	
	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)	2,695,350	2,682,375	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,695,493	2,684,752	

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	2,695,350
2	Enter amount from Part I, line 27a	2	-10,890
3	Other increases not included in line 2 (itemize) ▶ _____	3	932
4	Add lines 1, 2, and 3	4	2,685,392
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,017
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,682,375

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	3,838 340 SHS BRANDYWINE FD INC COM	P	2008-07-08	2013-04-02
b	2,400 SHS AMERICA MOVIL S A B DE C V ADR SERIES L	P	2004-02-24	2013-04-02
c	1,600 SHS INTEL CORP COM	P	2004-02-24	2013-04-02
d	500 SHS RAYTHEON CO COM	P	2004-02-24	2013-04-02
e	CAPITAL GAINS DIVIDENDS	P		

(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 98,660		133,077	-34,417
b 50,245		2,351	47,894
c 34,312		29,165	5,147
d 28,809		24,361	4,448
e 115,047			115,047

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			-34,417
b			47,894
c			5,147
d			4,448
e			115,047

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	138,119
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	0

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	160,864	3,121,575	0 051533
2011	152,200	3,224,004	0 047208
2010	129,000	3,061,333	0 042139
2009	188,113	2,595,793	0 072468
2008	228,063	3,923,101	0 058133

2	Total of line 1, column (d).	2	0 271481
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 054296
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,386,121
5	Multiply line 4 by line 3.	5	183,853
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,507
7	Add lines 5 and 6.	7	185,360
8	Enter qualifying distributions from Part XII, line 4.	8	155,460

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	3,014
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			
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	3,014
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	3,014
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	640	
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	640
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	3
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,377
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	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 MASON AYRES Telephone no (239) 591-0562 Located at 8115 COSTA BRAVA CT NAPLES FL ZIP +4 34109			
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		0
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		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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?			
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.

0

Form 990-PF (2013)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,102,561
b	Average of monthly cash balances.	1b	335,125
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,437,686
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,437,686
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,565
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,386,121
6	Minimum investment return. Enter 5% of line 5.	6	169,306

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	169,306
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,014
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,014
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	166,292
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	166,292
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	166,292

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	155,460
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	155,460
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	155,460
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				166,292
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			155,446	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 155,460				
a Applied to 2012, but not more than line 2a			155,446	
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.				14
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				166,278
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

MRS NANCY P AYRES
PO BOX 111928
NAPLES, FL 34108
(239) 591-0562

b

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

LETTERS ONLY, SUBMITTED WITH MATERIALS DESCRIBING PURPOSE OF ORGANIZATION

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

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	155,460
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

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

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2014-05-13

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name
KIMBERLEY D VANHUSS

Preparer's Signature

Date

Check if self-employed

PTIN
P00214470

Firm's name ELLIOTT DAVIS LLCPLLC

Firm's EIN 57-0381582

Firm's address 901 E BYRD STREET SUITE 1000 RICHMOND, VA 23219

Phone no (804) 612-4380

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
NANCY P AYRES	PRESIDENT, TREASURER,& SEC 0 50	0	0	0
11253 BIG CANOE BIG CANOE,GA 30143				
WILLIAM A PUSEY	VP & ASST TREASURER 0 25	0	0	0
57 EAST SQUARE LANE RICHMOND,VA 23238				
PATRICIA P CLARK	VP & ASST SECRETARY 0 25	0	0	0
5326 DU PONT DRIVE SANTA ROSA,CA 95409				
PATRICIA P PUSEY	VICE PRESIDENT 0 25	0	0	0
57 EAST SQUARE LANE RICHMOND,VA 23238				
JOHN B REECE	BOARD MEMBER 0 25	0	0	0
6411 THREE CHOPT ROAD RICHMOND,VA 23226				
WILLIAM A PUSEY JR	BOARD MEMBER 0 25	0	0	0
11587 PRIMROSE LANE ROCKVILLE,VA 24146				
PAUL W AYRES	BOARD MEMBER 0 25	0	0	0
5620 ROCKFIELD LOOP VALRICO,FL 33594				

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				
ALZHEIMER'S ASSOCIATION 14010 ROOSEVELT BLVD CLEARWATER, FL 337623820	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,350
AUTISM SPEAKS 1060 STATE ROAD 2ND FLOOR PRINCETON, NJ 08540	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
BAPTIST THEOLOGICAL SEMINARY AT RICHMOND 3400 BROOK RD RICHMOND, VA 23227	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,245
BARRON COLLIER LACROSSE BOOSTERS 9848 ROCKY BANK DR NAPLES, FL 34109	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
BARRON COLLIER DIAMOND CLUB INC 5600 COUGAR DRIVE NAPLES, FL 34109	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
BEATS 1704 WINSTON CT WOODSTOCK, GA 30189	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,500
BENEDICTINE COLLEGE PREPARATORY 304 NORTH SHEPPARD ST RICHMOND, VA 232210232	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
BOLLING HAXALL HOUSE FOUNDATION 211 E FRANKLIN ST RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,000
CARITAS PO BOX 25790 RICHMOND, VA 232605790	NONE	OTHER PUBLIC CHARITY	CHARITABLE	750
CENTERSTAGE FOUNDATION 600 E GRACE ST RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
CHESAPEAKE BAY FOUNDATION PO BOX 8 IRVINGTON, VA 22480	NONE	OTHER PUBLIC CHARITY	CHARITABLE	200
CHURCH HILL ACTIVITIES AND TUTORING 601 N 31ST ST RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	CHARITABLE	4,555
COMPASSION INTERNATIONAL 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
ELK HILL FARM INC PO BOX 99 GOOCHLAND, VA 23063	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
FIRST BAPTIST CHURCH 2709 MONUMENT AVE RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,246
Total  3a				155,460

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FLORIDA CANCER SPECIALISTS FOUNDATION 4371 VERONICA S SHOEMAKER BLVD FORT MYERS,FL 33916	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,000
FOCUS RICHMOND 1520 W MAIN STREET SUITE 101B RICHMOND,VA 23220	NONE	OTHER PUBLIC CHARITY	CHARITABLE	250
FOCUS ON TANZANIAN COMMUNITIES 14 MOUNT AUBURN STREET WATERDOWN,MA 02472	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
FORGOTTEN FELINES OF SONOMA COUNTY PO BOX 6672 SANTA ROSA,CA 95406	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,955
GEORGIA MOUNTAINS HOSPICE PO BOX 580 JASPER,GA 30143	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
GOOD SAMARITAN HEALTH & WELLNESS CENTER 175 SAMARITAN DR JASPER,GA 30143	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
GOOD SHEPHERD CLINIC OF DAWSON COUNTY PO BOX 201 DAWSONVILLE,GA 30534	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
GRACE EPISCOPAL CHURCH PO BOX 1059 KILMARNOCK,VA 22482	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,300
HEART OF THE VALLEY ANIMAL SHELTER PO BOX 11390 BOZEMAN,MT 59719	NONE	OTHER PUBLIC CHARITY	CHARITABLE	500
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON,DC 200378147	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,400
THE TRF AT JAMES RIVER PO BOX 112 CROZIER,VA 23039	NONE	OTHER PUBLIC CHARITY	CHARITABLE	200
K9 SEARCH & RESCUE SPECIALISTS INC PO BOX 571 VILLA RICA,GA 30180	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMAROENCK AVE 301 WHITE PLAINS,NY 10605	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
MARIA CARRILLO HIGH SCHOOL ASSOCIATION 6975 MONTECITO BLVD SANTA ROSA,CA 95409	NONE	OTHER PUBLIC CHARITY	CHARITABLE	5,000
NAPLES PLAYERS 701 5TH AVE S NAPLES,FL 34102	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
Total  3a				155,460

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				
PICKENS FAMILY PARTNERS 1222-C EAST CHURCH ST JASPER,GA 30143	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
PIEDMONT HEALTHCARE FOUNDATION 2001 PEACHTREE RD309 ATLANTA,GA 30309	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,500
RINCON VALLEY MIDDLE SCHOOL 4650 BADGER ROAD SANTA ROSA,CA 95409	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
ROLLINS COLLEGE GIFT LOCKBOX PO BOX 864168 ORLANDO,FL 328864168	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
SALVATION ARMY PO BOX 12400 2 W GRACE ST RICHMOND,VA 23241	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,250
SEQUOIA ELEMENTARY PARENTS CLUB 5305 DUPONT DR SANTA ROSA,CA 95409	NONE	OTHER PUBLIC CHARITY	CHARITABLE	5,000
SONOMA COUNTY COMMUNITY FOUNDATION 250 D STREET SUITE 205 SANTA ROSA,CA 95404	NONE	OTHER PUBLIC CHARITY	CHARITABLE	12,955
ST CATHERINE SCHOOL FOUNDATION 6001 GROVE AVE RICHMOND,VA 232262600	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,250
ST CATHERINE SCHOOL FOUNDATION 6001 GROVE AVE RICHMOND,VA 232262600	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
ST CHRISTOPHER SCHOOL FOUNDATION 711 ST CHRISTOPHER RD RICHMOND,VA 232262750	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,250
ST CHRISTOPHER SCHOOL FOUNDATION 711 ST CHRISTOPHER RD RICHMOND,VA 232262750	NONE	OTHER PUBLIC CHARITY	CHARITABLE	5,250
ST MARY'S CHURCH 12291 RIVER ROAD RICHMOND,VA 23238	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,000
SWEET BRIAR COLLEGE-OFFICE OF DEVELOPME PO BOX 1057 SWEET BRIAR,VA 24595	NONE	OTHER PUBLIC CHARITY	CHARITABLE	200
THE BRODY PROJECT PO BOX 112304 NAPLES,FL 34108	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,165
THE COTTAGE SCHOOL 700 GRIMES BRIDGE RD ROSWELL,GA 30075	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,900
Total  3a				155,460

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRF MONTPELIER PO BOX 5187 MONPELIER STATION,VA 22957	NONE	OTHER PUBLIC CHARITY	CHARITABLE	200
TRINITY BY THE COVE EPISCOPAL CHURCH 553 GALLEON DR NAPLES,FL 34102	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,400
UNIVERSITY OF NORTH FLORIDA FOUNDATION 1 UNF DRIVE JACKSONVILLE,FL 32224	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,400
VIRGINIA DRESSAGE ASSOCIATION 6426 SOUTH ST FALLS CHURCH,VA 22042	NONE	OTHER PUBLIC CHARITY	CHARITABLE	100
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND,VA 232210311	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,725
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND,VA 232210311	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD STREET RICHMOND,VA 23294	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,725
VIRGINIA MUSEUM FINE ARTS FOUNDATION 200 NORTH BOULEVARD RICHMOND,VA 232204007	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,725
VIRGINIA MUSEUM OF FINE ARTS 200 NORTH BOULEVARD RICHMOND,VA 232204007	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,150
VIRGINIA UNION UNIVERSITY 1500 NORTH LOMBARDY STREET RICHMOND,VA 232204007	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
VOLUNTEER COLLIER INC 553 GALLEON DR NAPLES,FL 34102	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
WCVE 23 SESAME ST RICHMOND,VA 23235	NONE	OTHER PUBLIC CHARITY	CHARITABLE	15,015
WCVE-COMMONWEALTH PUBLIC BROADCASTING COR 23 SESAME ST RICHMOND,VA 23235	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,599
WESTERN YOUTH FOOTBALL ASSOCIATION 351 ZOINTOWN ROAD RICHMOND,VA 23229	NONE	OTHER PUBLIC CHARITY	CHARITABLE	250
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 809010520	NONE	OTHER PUBLIC CHARITY	CHARITABLE	500
Total  3a				155,460

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YWCA OF RICHMOND 6 NORTH 5TH STREET RICHMOND,VA 232192230	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,500
Total  3a				155,460

TY 2013 Accounting Fees Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,992	2,244	0	0

**TY 2013 Investments Corporate
Stock Schedule****Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHS, CAPITAL ONE FIN CO	1,703	153,220
400 SHS, CISCO SYSTEMS, INC.	23,289	8,972
2,700 SHS, CSX CORP	21,693	77,679
1,400 SHS, DEERE & CO	30,068	127,862
1,400 SHS, MORGAN STANLEY	13,423	43,904
700 SHS, PEPSICO INC	18,279	58,058
1,474 SHS, WELLS FARGO CO	25,425	66,920
2,700 SHS POWERSHARES QQQ	128,251	237,492
800 SHS VANGUARD DIVIDEND APPRECIATION ETF	52,410	60,192
700 SHS VANGUARD CRSP US MID CAP GROWTH IND ETF	52,698	63,175
800 SHS WISDOMTREE TOTAL DIVIDEND ETF	47,306	53,697

TY 2013 Investments - Other Schedule**Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
4,959.593 SHS, AMERICAN GROWTH FUND	AT COST	147,601	211,973
4,594.364 SHS, ARTISAN INTL	AT COST	102,667	140,036
3,663.373 SHS, BRANDYWINE FUNDS	AT COST	117,588	119,682
14,257.479 SHS, CAUSEWAY FDS	AT COST	217,710	229,118
7,273.837 SHS, CHESAPEAKE CORE GROWTH FD	AT COST	124,003	155,224
701.127 SHS, DODGE & COX FUNDS	AT COST	101,069	118,399
1,645.075 SHS, GAMCO FUNDS	AT COST	37,744	40,847
4,568.146 SHS, GOLDMAN SACHS	AT COST	159,613	201,364
2,475,998 SHS, INVESCO ENERGY FD	AT COST	118,004	112,311
3,414.144 SHS, JENSEN QUALITY GROWTH	AT COST	85,113	128,986
1,948.615 SHS, LAZARD FDS EMERGING MARKETS	AT COST	46,203	37,296
6,119.783 SHS, MATTHEWS FDS PACIFIC	AT COST	108,495	152,933
6,024.053 SHS, MERIDIAN GROWTH FUND	AT COST	222,573	224,336
1,864.159 SHS, NEUBERGER BERMAN SMALL CAP	AT COST	33,720	52,718
4,384.297 SHS OAKMARK FDS	AT COST	103,110	115,395
3,056.715 SHS, T ROWE PRICE HEALTH SCIENCES	AT COST	88,087	176,678
2,315.62 SHS PRIMECAP ODUSSEY AGGRESSIVE GROWTH	AT COST	51,121	68,658
5,593.86 SHS, ROYCE TOTAL RETURN	AT COST	66,674	92,131
3,715.985 SHS, THIRD AVENUE TR	AT COST	102,164	107,095
4,395.024 SHS VANGUARD REIT INDEX FD	AT COST	103,112	94,361
1,649.72 SHS, WELLS FARGO ADVANTAGE	AT COST	32,351	42,348

TY 2013 Other Decreases Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Amount
EXCISE TAX	3,014
PENALTIES	3

TY 2013 Other Expenses Schedule**Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	126	0	0	0
TELEPHONE AND COMMUNICATIONS	228	228	0	0
POSTAGE, SHIPPING AND DELIVERY	71	0	0	0
MAILING SERVICES	70	0	0	0
OTHER EXPENSES	38	36	0	0

TY 2013 Other Income Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EQUITY CLASS ACTION SUIT SETTLEMENT	13		13

TY 2013 Other Increases Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Amount
NONDIVIDEND DISTRIBUTIONS	932

TY 2013 Other Liabilities Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	143	2,377

TY 2013 Other Professional Fees Schedule**Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	15,000	15,000	0	0
ADMINISTRATION FEES	20,000	15,000	0	0

TY 2013 Taxes Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	761	761	0	0