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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation Phillip K Dupre Family Foundation	**A Employer identification number** 23-7895524
Number and street (or P O box number if mail is not delivered to street address) PO Box 776 / Room/suite	**B** Telephone number (see instructions) (724) 238-1850
City or town, state or province, country, and ZIP or foreign postal code Ligonier, PA 15658	**C** If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 815,081

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				
	4	Dividends and interest from securities.	19,470			
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a ______				
	7	Capital gain net income (from Part IV, line 2) . . .		70,265		
	8	Net short-term capital gain			17,846	
	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)	0			
	12	**Total.** Add lines 1 through 11	19,470	70,265	17,846	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,000	3,000		
	b	Accounting fees (attach schedule)	3,000			
	c	Other professional fees (attach schedule)	6,000	9,994		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	0			
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	848			
	22	Printing and publications				
	23	Other expenses (attach schedule)	102			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,950	12,994		0
	25	Contributions, gifts, grants paid	46,560			0
	26	**Total expenses and disbursements.** Add lines 24 and 25	59,510	12,994		0
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-40,040			
	b	**Net investment income** (if negative, enter -0-)		57,271		
	c	**Adjusted net income** (if negative, enter -0-) . . .			17,846	

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	30,007	39,510	39,510
	2	Savings and temporary cash investments	86,650	79,612	79,612
	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)			
	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)	457,868	486,132	695,959
	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)	574,525	605,254	815,081
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	574,525	605,254	
	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)	574,525	605,254	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	574,525	605,254	

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	574,525
2	Enter amount from Part I, line 27a	2	-40,040
3	Other increases not included in line 2 (itemize) ▶	3	70,769
4	Add lines 1, 2, and 3	4	605,254
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	605,254

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
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	70,265
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	17,846

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	45,831	733,022	0 062523
2011			0 000000
2010			0 000000
2009	40,825	727,799	0 056094
2008		702,790	

2	**Total** of line 1, column (d).	2	0 118617
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 029654
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	573
7	Add lines 5 and 6.	7	573
8	Enter qualifying distributions from Part XII, line 4.	8	0

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 Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,145
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,145
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,145
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 — 430		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	430
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	23
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	738
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 0 **Refunded** ▶	11	

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
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *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		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶LYNDA DUPRE Telephone no ▶(724) 238-1850

Located at ▶115 W Main Street Ligonier PA ZIP+4 ▶156581254

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 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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

		Line	Yes	No
	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? ☐ 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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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
LYNDA DUPRE PO Box 776 Ligonier, PA 15658	Trustee 1 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		
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 . . . . ▶	

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

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	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,145		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,145
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	0

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

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				0
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 60,325				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	60,325			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ ________				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	60,325			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	60,325			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
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 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. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				46,560
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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. . . .	525920	19,470	14		
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					
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). .		19,470			

13 **Total.** Add line 12, columns (b), (d), and (e). 13 19,470

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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

******	2014-08-06	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
TIMOTHY J GILTINAN		2014-08-11		

Firm's name ▶ John W Giltinan ESQ PC

Firm's EIN ▶

Firm's address ▶ 401 Liberty Ave Suite 1460 Pittsburgh, PA 152221004

Phone no

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)
Bunge Limited	P	2012-07-30	2013-02-08
Entergy Corp New	P	2012-10-23	2013-07-19
Gold Fields Ltd	P	2013-04-08	2013-09-17
Mondelez Intl Inc	P	2012-12-13	2013-04-12
Muhlenkamp Fund	P	2012-12-27	2013-01-04
The Southern Company	P	2013-03-25	2013-09-12
Muhlenkamp Fund	P	2012-12-26	2013-01-04
Analy Capital Mgmt	P	2011-11-22	2013-09-11
Bunge Limited	P	2012-07-31	2013-08-28
CVS Caremark Corp	P	2011-02-14	2013-07-11
Gold Fields Ltd New	P	2013-04-08	2013-09-17
Medtronic Inc	P	2011-08-08	2013-01-08
Novartis	P	2011-08-04	2013-05-16
Amgen	P	2006-06-19	2013-09-13
Duke Energy Corp	P	2009-05-27	2013-09-18
Gold Fields Ltd	P	2008-08-08	2013-09-17
Microsoft Corp	P	2010-07-02	2013-01-02
PPL Corporation	P	2010-04-08	2013-09-13
The Southern Company	P	2007-11-02	2013-09-13
Morgan Stanley Bond	P	2012-07-20	2013-12-31

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)
9,580	0	8,623	957
10,070	0	9,847	223
3,653	0	5,630	-1,977
7,607	0	6,477	1,130
2,235	0	2,132	103
4,897	0	5,476	-579
21,700	0	0	21,700
10,809	0	14,251	-3,442
5,648	0	4,969	679
32,417	0	17,719	14,698
2,107	0	5,818	-3,711
10,746	0	8,030	2,716
17,335	0	13,335	4,000
10,347	0	5,922	4,425
20,939	0	13,096	7,843
3,372	0	5,579	-2,207
7,613	0	6,484	1,129
10,494	0	9,832	662
8,980	0	7,834	1,146
23,969	0	3,199	20,770

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	
0	0	0	957
0	0	0	223
0	0	0	-1,977
0	0	0	1,130
0	0	0	103
0	0	0	-579
0	0	0	21,700
0	0	0	-3,442
0	0	0	679
0	0	0	14,698
0	0	0	-3,711
0	0	0	2,716
0	0	0	4,000
0	0	0	4,425
0	0	0	7,843
0	0	0	-2,207
0	0	0	1,129
0	0	0	662
0	0	0	1,146
0	0	0	20,770

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CALIFORNIA UNIVERSITY OF PENNSYLVAN 250 University Avenue California, PA 15419		Student	Scholarship	1,000
CALIFORNIA UNIV OF PA FOR JENNA ALD 250 University Avenue California, PA 15419		Student	Scholarship	2,000
COMMUNITY FOUNDATION OF WESTMORELAN 951 Old Salem Road Greensburg, PA 15601		Charity	General Contribution	250
Greensburg Central Catholic 911 Armory Drive Greensburg, PA 15601		Charity	General Contribution	2,000
HIPPOCRATES HEALTH INSTITUTE FOR BE 1443 Palmdale Court West Palm Beach, FL 33411		Student	Scholarship	500
JOHNSTOWN CHRISTIAN SCHOOL FOR CASE 125 Christian School Rd Holsopple, PA 15935		student	scholarship	500
JOHNSTOWN CHRISTIAN SCHOOL FOR MAKA 125 Christian School Rd Holsopple, PA 15935		student	scholarship	500
Keystone Shooting Park 610 Garne Farm Rd Dalmatia, PA 17017		Charity	General Contribution	500
Laurel Legal Services 306 South Pennslyvania Ave Greensburg, PA 15601		Charity	General Contribution	500
Leukemia & Lymphomia Society 333 E Carson Street Suite 441 Pittsburgh, PA 15219		Cahrity	General Contribution	135
Make-A-Wish Foundation for Stan & Emial Jerich 707 Grant Street 37th Floor Pittsburgh, PA 15219		Charity	General Contribution	250
MONTESSORI HALE O KEIKI FOR NOAH TY PO Box 2348 Kihei, HI 96753		Student	scholarship	1,500
National Garden Club 4401 Magnolia Ave St Louis, MO 63110		Charity	General Contribution	500
PENN STATE UNIVERSITY FOR WILLIAM A 108 Shields Building Univeristy Park, PA 16802		student	scholarship	1,000
PENN STATE UNIVERISTY FOR SCOTT ANT 108 Shields Building University Park, PA 16802		student	scholarship	500
Total . . . . ▶ **3a**				46,560

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Pgh Emergency Med Foundation 230 McKee Pl Suite 500 Pittsburgh, PA 15213		Charity	General Contribution	1,000
Rockwood Area School 439 Somerset Ave Rockwood, PA 15557		Charity	General Contribution	325
Rolling Rock Hunt Route 30 East Ligonier, PA 15658		Charity	General Contribition	100
St Mary's Academy 1615 SW 5th Ave Portland, PR 97201		Charity	General Contribution	1,500
St Michael's of the Valley PO Box 336 Ligonier, PA 15656		charity	general contribution	1,000
St Raymond of the Mount PO Box 330 Donegal, PA 15628		charity	General Contribution	2,500
St Timothy's Church 1351 Paige Place Lady Lakes, FL 32159		charity	General Contribution	2,500
Seize the Ribbon 119 Dakota Lane Ligonier, PA 15658		Charity	General Contribution	200
Seton Hill University 1 Seton Hill Drive Greensburg, PA 15601		Charity	General Contribution	1,650
Somerset Garden Club 214 S Harrison Ave Somerset, PA 15501		Charity	General Contribution	300
The Salvation Army PO Box 236 Pittsburgh, PA 15230		Charity	General Contribution	250
UNITY CENTER OF THE VALLEY FOR AMER 633 W Octillo St Cottonwood, AZ 86326		Student	Scholarship	750
VALLEY SCHOOL OF LIGONIER FOR MILES 152 Lupine St Rector, PA 15677		Student	Scholarship	2,000
WASHINGTON JEFFERSON COLLEGE FOR JE 60 S Lincoln Street Washington, PA 15301		Student	Scholarship	500
Westmorelend Museum of American Art 221 North Main Street Greensburg, PA 15601		Charity	General Contribution	2,000
Total . . . . ▶ **3a**				46,560

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WPSSA 113 Dartmouth Road Pittsburgh, PA 15205		charity	General Contribution	850
PENN STATE UNIVERSITY FOR COLVIN TH 103 Shields Building University Park, PA 16802		Student	Scholarship	1,500
OREGON STATE UNIVERSITY FOR AMANDA 1500 Southwest Jefferson Way Corvallis, OR 97331		Student	Scholarship	250
UNIVERSITY OF PITTSBURGH FOR ZACHAR 4227 Fifth Ave Alumni Hall Pittsburgh, PA 15260		Student	Scholarship	1,000
WAYNESBURG UNIVERSITY FOR ALYSSA FR 51 West College Street Waynesburg, PA 15370		Student	Scholarship	500
CARLOW UNIVERSITY FOR ASHLYN FRATTO 3333 Fifth Ave Pittsburgh, PA 15213		Student	Scholarship	500
PENN STATE UNIVERISTY FOR CRITINA M 103 Shields Building University Park, PA 16802		Student	Scholarship	1,000
INDIANA UNIVERSITY OF PA FOR MARK M 110 South Drive Indiana, PA 15705		Student	Scholarhsip	500
DUQUESNE UNIVERSITY FOR BARBARA MAT 600 Forbes ave Pittsburgh, PA 15219		Student	Scholarship	1,000
UNIVERSITY OF PITTSBURGH FOR ERIC M 4227 Fifth Ave Alumni Hall Pittsburgh, PA 15260		Student	Scholarship	500
UNIVERSITY OF PITTSBURGH AT GREENSB 150 Finoli Drive Greensburg, PA 15601		Student	Scholarship	1,000
WESTMORELAND COUNTY COMMUNITY COLLE 145 Pavilion Lane Youngwood, PA 15697		Student	Scholarship	500
WESTMINSTER COLLEGE FOR SCOTT RALEY 319 S Market Street New Wilmington, PA 16172		Student	Scholarship	750
THE AMERICAN MUSICAL DRAMATIC ACADE 4841 Country Hills Dr Antioch, CA 94531		Student	Scholarship	500
THE UNIVERSITY OF FINDLAY FOR JACQU 100 North Main Street Findlay, OH 45840		Student	Scholarship	1,000
Total . . . . ▶ **3a**				46,560

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PENNSYLVANIA HIGHLAND COMMUNITY COL 749 Somerset Ave Rockwood, PA 15557		Student	Scholarship	1,000
DELAWARE VALLEY COLLEGE FOR GEORGIE 700 East Butler Ave Doylestown, PA 18901		Student	Scholarship	1,000
PENN STATE UNIVERSITY EBERLY CAMPUS 2201 Univeristy Dr Lemont Furnace, PA 15456		Student	Scholarship	750
IUP FOR TYLER SPARKS 110 South Dr Ste 120 Indiana, PA 15705		Student	Scholarship	500
WAGNER COLLEGE FOR NOAH SPROCK 1 Campus Rd Staten Island, NY 10301		Student	Scholarship	1,500
UNIVERSITY OF PITTSBURGH FOR KAITLY 4227 Fifth Ave Alumni Hall Pittsburgh, PA 15260		Student	Scholarship	1,000
SHIPPENSBURG UNIVERSITY FOR KAILEE 1871 Old Main Drive Shippensburg, PA 17257		Student	Scholarship	1,250
Total . . . . ▶ **3a**				46,560

TY 2013 Accounting Fees Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
John W Giltinan Esq P C Preparation of 990	3,000			

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491223005574

TY 2013 All Other Program Related Investments Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Category	Amount
None	

TY 2013 Investments - Other Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Muhlenkamp Fund		32,003	28,069
Schwab 2541		355,312	548,324
Schwab 6983		98,817	119,566

TY 2013 Legal Fees Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lynda Dupre, Esq Legal	3,000	3,000		

TY 2013 Other Expenses Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wire Fees CNB	57			
Pass Through Fees				
Wire fees Schwabb	45			

TY 2013 Other Income Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
cap gains dist			

TY 2013 Other Increases Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Description	Amount
Net Investment Income	70,265
Basis Adjustment	504

TY 2013 Other Professional Fees Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Symons Capital Management Investment Management		5,994		
Lynda Dupre Esq Bookkeeping	6,000	4,000		

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TY 2013 Taxes Schedule

Name: Phillip K Dupre Family Foundation

EIN: 23-7895524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax				