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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION

A Employer identification number
25-0965573

Number and street (or P O box number if mail is not delivered to street address): 650 SMITHFIELD STREET
Room/suite: 210

B Telephone number
412-281-8020

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 15222-3907

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 ▶ ☐

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)* ▶$ 57,184,775.

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(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).)		(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			N/A	
	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	4,727,557.	4,887,331.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	503,365.			
	b Gross sales price for all assets on line 6a 1,011,089.				
	7 Capital gain net income (from Part IV, line 2)		507,724.		
	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)				
	11 Other income	174,181.	109,733.		STATEMENT 1
	12 Total. Add lines 1 through 11	5,405,103.	5,504,788.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	109,151.	0.		109,151.
	14 Other employee salaries and wages	84,682.	7,622.		77,060.
	15 Pension plans, employee benefits	40,980.	410.		40,570.
	16a Legal fees STMT 2	330.	0.		330.
	b Accounting fees STMT 3	12,865.	10,035.		2,830.
	c Other professional fees STMT 4	83,330.	79,330.		4,000.
	17 Interest				
	18 Taxes STMT 5	57,009.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	17,347.	0.		17,347.
	21 Travel, conferences, and meetings	32,107.	0.		32,107.
	22 Printing and publications				
	23 Other expenses STMT 6	121,394.	229,609.		47,540.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	559,195.	327,006.		330,935.
	25 Contributions, gifts, grants paid	2,131,535.			2,078,555.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,690,730.	327,006.		2,409,490.
	27 Subtract line 26 from line 12:				
	a *Excess of revenue over expenses and disbursements*	2,714,373.			
	b **Net investment income** (if negative, enter -0-)		5,177,782.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	185,850.	89,283.	89,283.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	44,864,053.	49,145,662.	49,145,662.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	7,925,220.	7,949,830.	7,949,830.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	52,975,123.	57,184,775.	57,184,775.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	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			
	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	52,975,123.	57,184,775.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	52,975,123.	57,184,775.	
	31 **Total liabilities and net assets/fund balances**	52,975,123.	57,184,775.	

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	52,975,123.
2	Enter amount from Part I, line 27a	2	2,714,373.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,495,279.
4	Add lines 1, 2, and 3	4	57,184,775.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,184,775.

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	CAPITAL GAINS FROM PARTNERSHIP K-1S	P		
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	507,724.			507,724.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				507,724.
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 } 2 507,724.

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). If (loss), enter -0- in Part I, line 8 3 N/A

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 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	2,600,575.	51,589,581.	.050409
2011	2,508,363.	51,532,985.	.048675
2010	2,565,649.	49,773,806.	.051546
2009	3,139,050.	44,438,752.	.070638
2008	3,036,709.	52,465,836.	.057880

2	**Total** of line 1, column (d)	2	.279148
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	.055830
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	54,778,302.
5	Multiply line 4 by line 3	5	3,058,273.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,778.
7	Add lines 5 and 6	7	3,110,051.
8	Enter qualifying distributions from Part XII, line 4	8	2,409,490.

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 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	103,556.
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	103,556.
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	103,556.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	48,000.		
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	48,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	7.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	55,563.
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

		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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities.*	2		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	X	
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	X	
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION 25-0965573

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

		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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.STAUNTONFARM.ORG

14 The books are in care of ▶ ROBERT MUSCA Telephone no. ▶ 412-281-8020

Located at ▶ 650 SMITHFIELD STREET, SUITE 210, PITTSBURGH, PA ZIP+4 ▶ 15222

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 N/A

		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		X
See the 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 instructions)?	1b		X
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		X
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 ▶ ______, ______, ______, ______			
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.) N/A	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. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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		X

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)? ☒ 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** X

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** X

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? N/A **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.

(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 STATEMENT 9		109,151.	11,905.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
THE INVESTMENT FUND FOR FOUNDATIONS - 200 BARR HARBOR DR, SUITE 100, WEST CONSHOHOCKEN,	INVESTMENT ADVISORY FEES	79,308.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	47,380,990.
b	Average of monthly cash balances		1b	281,669.
c	Fair market value of all other assets		1c	7,949,830.
d	**Total** (add lines 1a, b, and c)		1d	55,612,489.
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	55,612,489.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	834,187.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	54,778,302.
6	**Minimum investment return.** Enter 5% of line 5		6	2,738,915.

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	2,738,915.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 103,556.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	103,556.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,635,359.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,635,359.
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	2,635,359.

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	2,409,490.
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	2,409,490.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,409,490.

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					2,635,359.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010	97,077.				
d From 2011					
e From 2012	69,456.				
f **Total** of lines 3a through e		166,533.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,409,490.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					2,409,490.
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).)		166,533.			166,533.
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 instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					59,336.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		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 XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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 foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JONI S. SCHWAGER, EXECUTIVE DIRECTOR, 412-281-8020
650 SMITHFIELD STREET, SUITE 210, PITTSBURGH, PA 15222

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

PROVIDED UPON INITIAL REQUEST

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:

GRANTS ARE LIMITED TO NON-PROFIT ORGANIZATIONS PROVIDING MENTAL HEALTH TREATMENT, CARE, AND SUPPORT.

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 ATTACHED SCHEDULE				2,078,555.
Total			▶ 3a	2,078,555.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE				304,278.
Total			▶ 3b	304,278.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,727,557.	
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			41	170,333.	
8 Gain or (loss) from sales of assets other than inventory			18	1,011,089.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER REVENUE			01	273.	
b UBIT FROM PARTNERSHIPS	525990	3,575.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		3,575.		5,909,252.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,912,827.

(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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Joni Schwager
Date: 11/14/14
Title: EXECUTIVE DIRECTOR

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
ELIZABETH E. KRISHER	Elizabeth E. Krisher	11/12/2014		P01275616

Firm's name ▶ MAHER DUESSEL, CPA'S
Firm's EIN ▶ 25-1622758
Firm's address ▶ 503 MARTINDALE STREET, SUITE 600
PITTSBURGH, PA 15212
Phone no. 412-471-5500

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	170,333.	109,733.	
OTHER REVENUE	273.	0.	
UBIT FROM PARTNERSHIPS	3,575.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	174,181.	109,733.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	330.	0.		330.
TO FM 990-PF, PG 1, LN 16A	330.	0.		330.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX SERVICES	12,865.	10,035.		2,830.
TO FORM 990-PF, PG 1, LN 16B	12,865.	10,035.		2,830.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING OTHER	4,000.	0.		4,000.
BNY MELLON FEES	22.	22.		0.
INVESTMENT ADVISORY FEES	79,308.	79,308.		0.
TO FORM 990-PF, PG 1, LN 16C	83,330.	79,330.		4,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	57,009.	0.		0.
TO FORM 990-PF, PG 1, LN 18	57,009.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP DUES	7,422.	0.		7,422.
TELEPHONE	3,321.	0.		3,321.
INSURANCE	2,448.	0.		2,448.
OFFICE	1,817.	0.		1,817.
EQUIPMENT	2,370.	0.		2,370.
PARKING	6,950.	0.		6,950.
GIFTS	5,456.	0.		5,456.
INFORMATION TECHNOLOGY	13,713.	0.		13,713.
MISCELLANEOUS	4,043.	0.		4,043.
TIFF PARTNER INVESTMENTS FEES	73,854.	229,609.		0.
TO FORM 990-PF, PG 1, LN 23	121,394.	229,609.		47,540.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF MULTI ASSET FUND	FMV	47,195,774.	47,195,774.
TIFF SHORT TERM FUND	FMV	1,949,888.	1,949,888.
TOTAL TO FORM 990-PF, PART II, LINE 13		49,145,662.	49,145,662.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CODE HENNESSY III, LP	823.	1,033.	1,033.
SPROUT CAPITAL VII, LP	3,900.	0.	0.
MELLON PRIVATE EQUITY FUND II, LP	126,100.	108,850.	108,850.
TIFF REAL ESTATE PARTNERS I	360,795.	313,680.	313,680.
TIFF REALTY AND RESOURCES I	78,175.	83,824.	83,824.
TIFF REALTY AND RESOURCES II	736,555.	664,873.	664,873.
TIFF REALTY AND RESOURCES III	854,617.	817,971.	817,971.
TIFF REALTY AND RESOURCES 2008	1,093,563.	1,051,000.	1,051,000.
TIFF PARTNERS II	18,699.	12,455.	12,455.
TIFF PARTNERS III	97,513.	73,406.	73,406.
TIFF PARTNERS V-INTERNATIONAL	396,375.	330,397.	330,397.
TIFF PARTNERS V-US	145,024.	135,654.	135,654.
TIFF PRIVATE EQUITY PARTNERS 2005	435,416.	389,900.	389,900.
TIFF PRIVATE EQUITY PARTNERS 2006	1,412,822.	1,414,662.	1,414,662.
TIFF PRIVATE EQUITY PARTNERS 2007	691,532.	721,725.	721,725.
TIFF PRIVATE EQUITY PARTNERS 2008	1,329,438.	1,548,842.	1,548,842.
TIFF SPECIAL OPPORTUNITY FUND	143,873.	281,558.	281,558.
TO FORM 990-PF, PART II, LINE 15	7,925,220.	7,949,830.	7,949,830.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER KNIGHT 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
MARGARET L. WEAVER 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	VICE PRESIDENT 1.00	0.	0.	0.
JOHN AHLSWEDE 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
SUSAN FRIEDBERG KALSON 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
BONNI DUNLAP 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
PAUL GRIFFITHS 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	SECRETARY 1.00	0.	0.	0.
PHILLIP G. GULLEY 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
DR. NORMA D. THOMAS 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
GREG CRAIG 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	TREASURER 1.00	0.	0.	0.
KATHLEEN C. KNIGHT 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	HONORARY DIRECTOR 1.00	0.	0.	0.
JONI S. SCHWAGER 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	EXECUTIVE DIRECTOR 40.00	109,151.	11,905.	0.

ROBERT B. FERREE, IV 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		109,151.	11,905.	0.

Staunton Farm Foundation
EIN # 25-096773
990PF Part XV - Summary of Grants Paid

Date	Trans Description	Amount
1/1/13	St Margaret Memorial Hospital Foundation	50,000.00
1/4/13	Armstrong-Indiana Drug and Alc	33,000 00
1/7/13	St Margaret Memorial Hospital	25,000.00
1/14/13	St Margaret Memorial Hospital return of funds	-50,000.00
3/18/13	Entertainment Industries Counc	50 00
4/1/13	Grant refund	-1469.85
4/15/13	Mental Health America of Westm	200.00
4/22/13	Community Human Services	4,000.00
4/22/13	Mental Health America of Alleg	1,000.00
4/22/13	Three Rivers Youth	25,000.00
4/22/13	NAMI Southwestern Pennsylvania	12,000.00
4/22/13	NAMI Southwestern Pennsylvania	2,500.00
4/29/13	Travelers Aid Society of Pitts	30,000.00
4/29/13	Children's Hospital of Pgh Fou	50,000.00
4/29/13	Family Resources	2,500.00
5/6/13	Valley Medical Facilities, Inc	182,814.00
5/6/13	Sto-Rox Neighborhood Health Co	50,000.00
5/6/13	Univ of Pgh refund	-1,189.00
5/6/13	Grant refund	-7,004 05
5/13/13	Human Services Center	25,000 00
5/20/13	Northside Common Ministries	25,000.00
5/20/13	YWCA of Greater Pittsburgh	53,000.00
6/10/13	University Of Pittsburgh	1,000.00
6/17/13	University Of Pittsburgh	44,800.00
7/8/13	Milestone Centers, Inc.	25,000.00
7/15/13	Mental Health America of Alleg	15,000.00
7/15/13	Family Pathways	25,000.00
7/15/13	Goodwill Industries of Conemau	1,238.00
7/15/13	Human Services Center	5,000.00
7/15/13	UPMC grant refund	-2,300.00
7/22/13	People In Need	15,450.00
7/22/13	The Forbes Funds	25,000.00
7/29/13	Westmoreland Intermediate Unit	21,138.00
7/29/13	Chartiers Community MH/MR	17,400.00
8/5/13	Stairways Behavioral Health	6,250.00
8/5/13	PA Commission on Crime & Delin	25,000.00
8/5/13	Jewish Residential Services	12,133.00
8/5/13	National Council of Jewish Wom	15,000.00
8/12/13	Fayette Co Behavioral Health	19,000.00
8/26/13	Entertainment Industries Counc	61,000 00

Staunton Farm Foundation
EIN # 25-096773
990PF Part XV - Summary of Grants Paid

Date	Trans Description	Amount
9/9/13	Armstrong-Indiana Drug and Alc	3,000.00
9/9/13	The Salvation Army	17,500.00
9/9/13	University Of Pittsburgh	127,000 00
9/9/13	PA Commission on Crime & Delin	10,000.00
9/9/13	Our Own Home	250.00
9/9/13	Mental Health Assoc of Washing	75 00
9/16/13	Greene County Human Services D	25,000.00
9/16/13	Allegheny Family Network	7,000 00
9/30/13	Gilda's Club, Western Pennsylv	100.00
9/30/13	Washignton County Drug & Alcoh	5,000 00
10/7/13	The Creative Nonfiction Founda	25,000 00
10/21/13	Mental Health America of Westm	500.00
10/21/13	Jewish Healthcare Foundation	7,500.00
10/21/13	Jewish Healthcare Foundation	10,000.00
10/21/13	Mental Health America of Alleg	500.00
10/21/13	LEAD Pittsburgh	40,000.00
10/21/13	Pittsburgh Cares	75,000.00
10/21/13	Mental Health Assoc of Washing	20,000.00
10/21/13	Philadelphia Mental Health Car	1,200.00
10/21/13	United Jewish Federation	10,000.00
10/21/13	United Way of Allegheny County	100,000 00
10/21/13	Refund-Patches Place	-8879.79
10/28/13	Grapevine Center	25,000 00
10/28/13	Center for Victims	25,000.00
10/28/13	Ellen O'Brien Gaiser Addiction	52,500.00
10/28/13	Westmoreland Casemanagement an	25,000.00
11/1/13	AMEX online pmt	300.00
11/4/13	Angels' Place	32,000.00
11/18/13	Glade Run Foundation	25,000.00
11/18/13	County of Butler	12,500.00
11/18/13	Beaver County Behavioral Healt	22,000.00
11/25/13	Chartiers Community MH/MR	177,000.00
11/25/13	Butler County Human Services	25,000 00
11/25/13	Indiana Regional Medical Cente	29,000.00
12/2/13	Message Carriers of Pennsylvan	100 00
12/2/13	The PROGRAM for Offenders	100,000.00
12/20/13	City Mission-Living Stones	55,000.00
12/20/13	Adelphoi Village	15,000.00
12/20/13	Center for Community Resources	6,000.00
12/20/13	Girls Hope	10,000 00

Staunton Farm Foundation
EIN # 25-096773
990PF Part XV - Summary of Grants Paid

Date	Trans Description	Amount
12/20/13	The Prevention Network	25,000.00
12/20/13	Ligonier Valley Learning Cente	23,400.00
12/20/13	Mental Health Assoc of Washing	11,000.00
12/20/13	Washignton County Behavioral H	11,000.00
12/20/13	Hospital Council of Western Pe	40,000 00
12/20/13	Greene County Human Services D	11,000 00
12/20/13	Congregation Beth Shalom	1,000 00
12/20/13	American Deafness and Rehabili	500 00
	Total Grants Paid from 1/1/13-12/31/13	**$ 2,078,555.31**

Staunton Farm Foundation
EIN #25-096773
990PF Part XV - Summary of Grants Approved for Future Payment

Payments Due Schedule, by Grantee Organization

12/31/2013

Payee Organization	Request ID	Payment	Payment
Project Title, Grant Amount	**Ref. No.**	**Amount**	**Fund**
Crisis Shelter of Lawrence County			
Trauma Informed Training & Certification	1020	$11,000 00	Foundation
$70.000 00	4Q10		
Chartiers Community Mental Health and Retardation, Inc.			
Service Enhancement for Behavioral Health Consumers with Co-Occurring Disorders	1237	$700 00	Foundation
$177.700 00	3Q13		
Chestnut Ridge Counseling Services			
Obtaining Meaningful Use of Electronic Health Record	1190	$25,000 00	Foundation
$25,000 00	2Q13		
Community Health Clinic of Butler County			
Expanding Behavioral Health Care for our Uninsured Neighbors	1238	$16,000 00	Foundation
$16.000 00	3Q13		
County of Butler			
Butler County Problem Solving Drug Court	1019	$12,500 00	Foundation
$75.000 00	3Q10		
The Creative Nonfiction Foundation			

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Payment Amount	Payment Fund
Writing Away the Stigma Reading $3,000 00	1302 4Q13	$3,000 00	Foundation
Family Services of Western Pennsylvania			
Dashboards Project $25,000 00	1191 2Q13	$25,000 00	Foundation
Fayette County Drug and Alcohol Commission Inc			
FCDAC Clinical Management Application $24,940 28	1223 2Q13	$24,940 28	Foundation
Milestone Centers, Inc.			
Milestone Sanctuary Model Project $75,000 00	1172 1Q13	$25,000 00	Foundation
Milestone Sanctuary Model Project $75,000 00	1172 1Q13	$25,000 00	Foundation
	Total Milestone Centers, Inc (2 items)	$50,000 00	
NAMI Southwestern Pennsylvania			
Family to Family Educational Program $32,000 00	1179 1Q13	$12,000 00	Foundation
Family to Family Educational Program $32,000 00	1179 1Q13	$8,000 00	Foundation
	Total NAMI Southwestern Pennsylvania (2 items)	$20,000 00	
National Parkinson Foundation Western Pennsylvania			

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Payment Amount	Payment Fund
Powerful Tools for Caregivers© $8,000 00	1250 3Q13	$4,000 00	Foundation
Powerful Tools for Caregivers© $8.000 00	1250 3Q13	$4,000 00	Foundation
Total National Parkinson Foundation Western Pennsylvania (2 items)		$8,000 00	
Patches Place			
Robbins House/ Consolidated Community Reporting Initiative (CCRI) $6,000 00	1278 4Q13	$6,000 00	Foundation
Pennsylvania Commission on Crime and Delinquency			
Specialized Behavioral Health Training for Law Enforcement and Justice Practitioners $20,000 00	1173 1Q13	$10,000 00	Foundation
Pittsburgh Cares			
Stand Together $105,000 00	1242 3Q13	$30.000 00	Foundation
Pittsburgh EPM Inc			
Behavioral Health Reporting $80,000 00	1143 3Q12	$25.000 00	Foundation
The Salvation Army			

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Payment Amount	Payment Fund
Bridging the Gap Program $33,500 00	1163 1Q13	$16.000 00	Foundation
Westmoreland Intermediate Unit *Early Intervention Pyramid Building* $42,275 00	1166 1Q13	$21.137 50	Foundation
Grand Total (20 items)		$304,277 78	

ReedSmith

Carolyn D. Duronio
Direct Phone: +1 412 288 4106
Email cduronio@reedsmith com

Reed Smith LLP
Reed Smith Centre
225 Fifth Avenue
Pittsburgh, PA 15222-2716
Tel +1 412 288 3131
Fax +1 412 288 3063
reedsmith.com

September 30, 2014

Ms. Karen Florence
Executive Director
TRAILS Ministries
918 7th Avenue
Beaver Falls, PA 15010

Re: The Staunton Farm Foundation

Dear Ms. Florence:

On September 20, 2013, the Staunton Farm Foundation (the "Foundation") provided a grant to TRAILS Ministries in the amount of $52,980. The grant was provided pursuant to an executed Grant Agreement that had as one of its conditions a requirement that TRAILS Ministries be exempt under section 501(c)(3) of the Internal Revenue Code of 1986 as a public charity. It appears that this condition has not been satisfied despite the representations made by TRAILS Ministries.

Paragraph 13 of the Grant Agreement provides that the Foundation may require a total refund of any amounts paid if TRAILS Ministries did not fully comply with the terms and conditions of the grant. Failure to be a qualifying exempt public charity is grounds for the refund. Accordingly, the Foundation hereby demands immediate repayment of the $52,980.

The Foundation is required by federal tax law to request and obtain repayment of the grant. If the Foundation does not receive repayment of the grant within 10 business days from the date of this letter, it will have no choice but to consider other options to protect itself and its right to repayment.

Very truly yours,

Carolyn D. Duronio

CDD:cm

cc: Ms. Joni Schwager

From: Joni Schwager
Sent: Monday, June 23, 2014 9:55 AM
To: Karen Florence
Cc: Liz Veri
Subject: RE: TRAILS Ministries, Inc. 501(c)(3) Nonprofit Status

Categories: Waiting

Thanks you for your email. Please call SFF and schedule an appointment.
Joni Schwager

Joni Schwager
Executive Director
Staunton Farm Foundation
650 Smithfield St. #210
Pittsburgh, PA 15222
412-281-8020 P
844-281-8020 F
jschwager@stauntonfarm.org
www.stauntonfarm.org

From: Karen Florence [mailto:k.florence@trailsministries.com]
Sent: Friday, June 20, 2014 12:59 PM
To: Joni Schwager
Subject: TRAILS Ministries, Inc. 501(c)(3) Nonprofit Status

To: Joni Schwager

From: Karen L. Florence, Interim President/CEO

Re: TRAILS Ministries, Inc. 501(c)(3) Nonprofit Status

June 20, 2014

I am writing to you regarding a call you made to TRAILS' Fiscal Director, Ed Piroli on June 4, 2014. The call referenced an audit revealing TRAILS Ministries' 501(c)(3) status. Your call came simultaneously to our CEO/President, Rev. E. Eugene Williams resigning after twenty-six (26) years. I have replaced Rev. Williams in this position.

Due to this restructuring, I want to personally apologize for my delay in getting back to you. I am especially concerned about the perception that TRAILS intentionally submitted this proposal to Staunton Farm knowing that we did not have our 501(c)(3) nonprofit status, and would like to openly speak to this situation.

Once TRAILS received Staunton Farm's RFP and the information regarding the application, we contacted the proprietor of The Tax Place, Wendy Davis, prior to submitting for funding. The Tax Place handles accounting, payroll, and other such affairs for the agency, and they are also whom we submitted our necessary documentation to for 990 Filings. Wendy authorized that TRAILS had all of the necessary documentation to receive a retroactive reinstatement, and approved our identification in the grant request as an active 501(c)(3) nonprofit organization.

TRAILS has made the appropriate contacts to satisfactorily resolve our 501(c)(3) status and would appreciate meeting with you, and anyone you feel necessary to include, to discuss this situation in full. In the interim, please feel free to contact me directly, 724-709-1246

Thanks for your consideration and patience in this matter,

Karen Florence

Karen L. Florence
Program Director
724-891-7541 Ext 101
TRAILS Ministries
We're On Facebook!

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION

Employer identification number (EIN) or
25-0965573

Number, street, and room or suite no. If a P.O. box, see instructions
650 SMITHFIELD STREET, NO. 210

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions
PITTSBURGH, PA 15222-3907

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ROBERT MUSCA
650 SMITHFIELD STREET, SUITE 210 - PITTSBURGH, PA 15222
Telephone No ▶ 412-281-8020 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FINALIZE THE AUDITED FINANCIAL STATEMENTS TO BE REFLECTED IN THE RETURN AND TO ALLOW FOR BOARD REVIEW OF THE FORM 990 PRIOR TO FILING.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Diane E Edelstein Title ▶ CPA Date ▶ 8-1-14

Form **8868** (Rev. 1-2014)

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www irs.gov/form8868* ·

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. STAUNTON FARM FOUNDATION 540-054 DBA STAUNTON FARM FOUNDATION	Employer identification number (EIN) or 25-0965573
	Number, street, and room or suite no. If a P.O. box, see instructions. 650 SMITHFIELD STREET, NO. 210	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PITTSBURGH, PA 15222-3907	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROBERT MUSCA
  650 SMITHFIELD STREET, SUITE 210 - PITTSBURGH, PA 15222
  Telephone No ▶ 412-281-8020 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**