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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.**
▶ **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

FRED & JANET BRUBAKER FOUNDATION

A Employer identification number

25-6401741

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 1330

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code

SOMERSET PA 15501

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) ▶ $ 554,377

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	10,526	10,526		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,547			
	b	Gross sales price for all assets on line 6a 33,517				
	7	Capital gain net income (from Part IV, line 2)		4,547		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	15,073	15,073	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,908	3,908		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	595	595		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	6	6		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	88	88		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,597	4,597	0	0
	25	Contributions, gifts, grants paid	22,000			22,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	26,597	4,597	0	22,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-11,524			
	b	**Net investment income** (if negative, enter -0-)		10,476		
	c	**Adjusted net income** (if negative, enter -0-)			0	

SCANNED MAY 16 2014

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	293	271	271
	2 Savings and temporary cash investments	9,473	4,482	4,482
	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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 4	446,295	549,624	549,624
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	456,061	554,377	554,377
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	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	456,061	554,377	
	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 instructions)	456,061	554,377	
	31 **Total liabilities and net assets/fund balances** (see instructions)	456,061	554,377	

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	456,061
2	Enter amount from Part I, line 27a	2	-11,524
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	110,112
4	Add lines 1, 2, and 3	4	554,649
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	272
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	554,377

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 WORKSHEET			
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				
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				
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	4,547
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	1,220

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	20,550	444,645	0.046217
2011	19,000	426,261	0.044574
2010	18,895	387,584	0.048751
2009	17,700	367,749	0.048131
2008	25,934	429,503	0.060381

2	Total of line 1, column (d)	2	0.248054
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	0.049611
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	497,600
5	Multiply line 4 by line 3	5	24,686
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	105
7	Add lines 5 and 6	7	24,791
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	22,000

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	210
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	210
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	210
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 290		
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	290
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	80
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 80 **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)?	1b		X
	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		X
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		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? N/A	4b		
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 SEE STMT 7	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 STMT 8	10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ N/A

14 The books are in care of ▶ SOMERSET TRUST CO Telephone no ▶ 814-443-9201
PO BOX 1330
Located at ▶ SOMERSET PA ZIP+4 ▶ 15501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	N/A		1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A		1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ▶ 20 , 20 , 20 , 20	☐ Yes	☒ No		
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 ▶ 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)	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

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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)?	N/A		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?	N/A	☐ 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 (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
I. FRED BRUBAKER 607 TAYMAN AVE. SOMERSET PA 15501	TRUSTEE 0.10	0	0	0
SOMERSET TRUST CO. PO BOX 1330 SOMERSET PA 15501	TRUSTEE 0.10	3,908	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 ▶		

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 (see instructions)

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 ▶	

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	496,129
b	Average of monthly cash balances		1b	9,049
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	505,178
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	505,178
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	7,578
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	497,600
6	**Minimum investment return.** Enter 5% of line 5		6	24,880

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	24,880
2a	Tax on investment income for 2013 from Part VI, line 5	2a	210		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	210
3	Distributable amount before adjustments Subtract line 2c from line 1			3	24,670
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	24,670
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	24,670

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	22,000
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	22,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	22,000

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				24,670
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			21,950	
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 22,000				
a Applied to 2012, but not more than line 2a			21,950	
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				50
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				
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				24,620
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)				
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 foundation 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 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))

I. FRED BRUBAKER & JANET BRUBAKER (DECEASED)

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

N/A

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 STATEMENT 9				22,000
Total			▶ 3a	22,000
b Approved for future payment N/A				
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			14	10,526	
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			14	4,547	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		15,073	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	15,073

(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)
N/A	

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		

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

Sign Here

Ann B. Person Sr. VP 5/9/14 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
GEORGIANN PETRILLA CPA	Georgiann Petrilla CPA	5/8/14	

Firm's name ▶ BULOW, HOTTLE & CO. PTIN P00234713

Firm's address ▶ 950 E MAIN ST SOMERSET, PA 15501-2005 Firm's EIN ▶ 25-1188995 Phone no 814-445-8961

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

For calendar year 2013, or tax year beginning , and ending

2013

Name

FRED & JANET BRUBAKER FOUNDATION

Employer Identification Number

25-6401741

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	RACKSPACE HOSTING	P	09/14/12	02/15/13
(2)	ASCENA RETAIL GROUP	P	03/04/11	03/07/13
(3)	ASCENA RETAIL GROUP	P	04/08/10	03/07/13
(4)	ASHLAND	P	01/11/20	04/05/35
(5)	CATAMARAN	P	02/12/10	09/30/13
(6)	DIGITAL REALTY	P	08/21/08	06/27/13
(7)	DONALDSON	P	03/12/10	07/30/13
(8)	FACTSET RESEARCH SYSTEMS	P	05/14/08	03/20/13
(9)	GREAT PLAINS ENERGY	P	09/12/11	09/30/13
(10)	JONES LANG LASALLE	P	06/05/12	09/30/13
(11)	JONES LANG LASALLE	P	02/14/12	09/30/13
(12)	MASIMO	P	08/11/11	02/15/13
(13)	MICROS SYSTEMS	P	06/12/09	07/29/13
(14)	ONEOK	P	12/09/09	07/30/13
(15)	ORACLE	P	05/06/97	08/09/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,300		1,457	-157
(2)	827		683	144
(3)	1,241		934	307
(4)	4,535		3,158	1,377
(5)	1,553		977	576
(6)	1,019		741	278
(7)	1,625		1,005	620
(8)	1,370		935	435
(9)	1,518		1,292	226
(10)	609		467	142
(11)	1,044		982	62
(12)	1,372		1,597	-225
(13)	1,546		903	643
(14)	1,661		659	1,002
(15)	6,574		8,294	-1,720

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))
(1)				-157
(2)				144
(3)				307
(4)				1,377
(5)				576
(6)				278
(7)				620
(8)				435
(9)				226
(10)				142
(11)				62
(12)				-225
(13)				643
(14)				1,002
(15)				-1,720

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

For calendar year 2013, or tax year beginning , and ending

2013

Name

FRED & JANET BRUBAKER FOUNDATION

Employer Identification Number

25-6401741

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	PVH	P	06/19/12	10/28/13
(2)	TRIUMPH GROUP	P	09/14/12	10/28/13
(3)	COMPUTER PROGRAM SYSTEMS	P	04/16/12	07/29/13
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	1,937		1,317	620
(2)	1,737		1,467	270
(3)	2,039		2,102	-63
(4)	10			10
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				620
(2)				270
(3)				-63
(4)				10
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	$ 595	$ 595	$	$
TOTAL	$ 595	$ 595	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT TAXES/LICENSES	$ 6	$ 6	$	$
TOTAL	$ 6	$ 6	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ADVERTISING	84	84		
ADMINISTRATION EXPENSE	4	4		
TOTAL	$ 88	$ 88	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
800 SHARES BRIGGS & STRATTON	$ 16,864	$ 17,408	MARKET	$ 17,408
1400 SHARES COLGATE PALMOLIVE	146,356	182,588	MARKET	182,588
1000 SHARES EXXON MOBIL	86,550	101,200	MARKET	101,200
400 SHARES ITT INDUSTRIES	9,384	17,368	MARKET	17,368
600 SHARES ORACLE	19,992	15,304	MARKET	15,304
220 SHARES PEPCO HOLDINGS	4,314	4,209	MARKET	4,209
544 SHARES VERIZON COMMUNICATIONS	23,539	26,732	MARKET	26,732
27 SHARES HCC INSURANCE HOLDINGS	1,005	2,169	MARKET	2,169

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
17 SHARES KANSAS CITY SOUTHERN	$ 1,419	$ 2,105	MARKET	$ 2,105
110 SHARES ASCENA RETAIL	2,032		MARKET	
36 SHARES KENNAMETAL	1,440	1,875	MARKET	1,875
34 SHARES CHURCH & DWIGHT	1,821	2,254	MARKET	2,254
21 SHARES MEDNAX	1,670	2,242	MARKET	2,242
66 SHARES OLIN	1,425	1,904	MARKET	1,904
74 SHARES PACKAGING CORP	2,847	4,683	MARKET	4,683
55 SHARES DICK'S SPORTING GOODS	2,502	3,196	MARKET	3,196
33 SHARES CULLEN FROST	1,791	2,456	MARKET	2,456
67 SHARES TRAVELERS	4,812	6,066	MARKET	6,066
130 SHARES FRONTIER COMMUNICATIONS	556	605	MARKET	605
34 SHARES ISHARES MID CAP	3,458	4,550	MARKET	4,550
800 SHARES EXELIS	9,016	15,248	MARKET	15,248
35 SHARES FACTSET RESEARCH SYSTEMS	3,082	2,172	MARKET	2,172
45 SHARES DONALDSON	1,478		MARKET	
15 SHARES J M SCMUCKER	1,294	1,554	MARKET	1,554
155 SHARES XCEL ENERGY	4,140	4,331	MARKET	4,331
25 SHARES CHECKPOINT SOFTWARE	1,191	1,612	MARKET	1,612
28 SHARES AFFILIATED MANAGERS GROUP	3,644	6,073	MARKET	6,073
44 SHARES EASTGROUP PROPERTIES	2,368	2,549	MARKET	2,549
69 SHARES GREAT PLAINS ENERGY	1,401		MARKET	
35 SHARES GRACO	1,802	2,734	MARKET	2,734
32 SHARES HUBBELL	2,708	3,485	MARKET	3,485
69 SHARES MASIMO	1,450		MARKET	
24 SHARES SL GREEN REALTY	1,840	2,217	MARKET	2,217
32 SHARES SM ENERGY	1,671	2,660	MARKET	2,660
38 SHARES WHITING PETROLEUM	1,648	2,351	MARKET	2,351
38 SHARES ISHARES SMALL CAP	2,968	4,147	MARKET	4,147
68 SHARES POWERSHARES ETF	2,404	3,748	MARKET	3,748
59 SHARES TRUSTMARK	1,325	1,584	MARKET	1,584
800 SHARES XYLEM	21,680	27,680	MARKET	27,680
73 SHARES POWERSHARES ETF IT	2,240	3,251	MARKET	3,251
33 SHARES JAZZ PHARMACEUTICALS	1,757	4,176	MARKET	4,176
52 SHARES ASHLAND	4,181		MARKET	
40 SHARES BRINKER INTL	1,240	1,854	MARKET	1,854
54 SHARES BRUNSWICK	1,571	2,487	MARKET	2,487
62 SHARES CARDTRONICS	1,472	2,694	MARKET	2,694
17 SHARES CARPENTER TECHNOLOGY	878	1,057	MARKET	1,057
34 SHARES CATAMARAN	1,601		MARKET	

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
38 SHARES COMPUTER PROGRAMS & SYSTEM	$ 1,913	$	MARKET	$
67 SHARES CORELOGIC	1,804	2,381	MARKET	2,381
52 SHARES FIRST BANK OF SAN FRANCISC	1,705	2,722	MARKET	2,722
37 SHARES GNC HOLDINGS	1,231	2,163	MARKET	2,163
40 SHARES GALLAGHER ARTHUR J	1,386	1,877	MARKET	1,877
40 SHARES HARMON INTL	1,786	3,274	MARKET	3,274
19 SHARES JONES LANG LASALLE	1,595		MARKET	
48 SHARES LIFETIME FITNESS	2,362	2,256	MARKET	2,256
33 SHARES MICROS SYSTEMS	1,401		MARKET	
67 SHARES MICROSEMI	1,410	1,672	MARKET	1,672
18 SHARES OIL STS INTL	1,288	1,831	MARKET	1,831
32 SHARES ONEOK	1,368		MARKET	
16 SHARES PVH	1,776		MARKET	
59 SHARES PEPPBLEBROOK HOTEL	1,363	1,815	MARKET	1,815
22 SHARES RACKSPACE HOSTING	1,634		MARKET	
42 SHARES SMITH A O	2,649	4,531	MARKET	4,531
18 SHARES TRIMBLE NAVIGATION LT	1,076	1,249	MARKET	1,249
24 SHARES TRIUMPH GROUP	1,567		MARKET	
88 SHARES ROBERT HALF		3,695	MARKET	3,695
98 SHARES US SILICA		3,343	MARKET	3,343
67 SHARES HEALTH NET		1,988	MARKET	1,988
26 SHARES MANHATTAN ASSOCIATES		3,054	MARKET	3,054
6 SHARES MARKEL		3,482	MARKET	3,482
17 SHARES DIGITAL REALTY	1,154		MARKET	
17 SHARES AMERCO		4,043	MARKET	4,043
51 SHARES NXP SEMICONDUCTORS		2,342	MARKET	2,342
67 SHARES CAESARSTONE		3,328	MARKET	3,328
TOTAL	$ 446,295	$ 549,624		$ 549,624

Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
APPRECIATION ON ASSETS	$ 110,112
TOTAL	$ 110,112

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
FEDERAL EXCISE TAX	$ 272
TOTAL	$ 272

Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

Description
EXEMPT - CONTRIBUTIONS LESS THAN $ 25,000

Statement 8 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
I. FRED & JANET BRUBAKER	607 TAYMAN AVE	SOMERSET PA 15501

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
I. FRED BRUBAKER & JANET BRUBAKER(DECEASED)	$
TOTAL	$ 0

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address	Relationship	Status	Purpose	Amount
TRINITY EVANGELICAL LUTHERAN CHURCH SOMERSET PA 15501	918 TAYMAN AVENUE			PROMOTE RELIGIOUS ACTIVITIES	3,000
CHILDREN'S AID HOME & SOC SOMERSET PA 15501	PO BOX 1195			PROMOTE THE CARE OF CHILDREN	3,000
SOMERSET HOSPITAL SOMERSET PA 15501	225 SOUTH CENTER AVE,			PROMOTE HEALTH SERVICES	5,000
CONEMAUGH HEALTH FOUNDATI JOHNSTOWN PA 15905	1086 FRANKLIN AVE			PROMOTE HEALTH SERVICES	1,000
SALVATION ARMY SOMERSET PA 15501	140 EAST FAIRVIEW STREET			PROMOTE SOCIAL SERVICES	1,000
LAUREL ARTS SOMERSET PA 15501	214 S. HARRISON AVE			PROMOTION OF THE ARTS	1,000
SOMERSET VOL FIRE DEPART SOMERSET PA 15501	PO BOX 121			PROMOTE PUBLIC SAFETY	1,000
IN TOUCH HOSPICE SOMERSET PA 15501	1590 N. CENTER AVE			PROMOTE HEALTH SERVICES	3,000
BOYS & GIRLS CLUB SOMERSET PA 15501	BOX 752			PROMOTE WELFARE OF CHILDREN	1,000
NEXT STEP CENTER SOMERSET PA 15501	406 STOYSTOWN ROAD			PROMOTE SOCIAL SERVICES	1,000
SOMERSET CO. CAMPUS FOUNDATION SOMERSET PA 15501	6022 GLADES PIKE			PROMOTE EDUCATION	2,000
TOTAL					22,000