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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

A Employer identification number
27-2236905

Number and street (or P O box number if mail is not delivered to street address)
2025 WIMBLEDON LANE

Room/suite

B Telephone number (see instructions)
(859) 384-7571

City or town, state or province, country, and ZIP or foreign postal code
UNION, KY 41091

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 583,469

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))*

	Line	Description	(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	4		
	4	Dividends and interest from securities	10,523	10,523		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	68,685			
	b	Gross sales price for all assets on line 6a 500,575				
	7	Capital gain net income (from Part IV, line 2)		68,685		
	8	Net short-term capital gain			16,334	
	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)	62	62		
	12	**Total.** Add lines 1 through 11	79,274	79,274	16,334	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,750			1,750
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,082	280		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,862	5,862		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,694	6,142		1,750
	25	Contributions, gifts, grants paid	123,102			123,102
	26	**Total expenses and disbursements.** Add lines 24 and 25	131,796	6,142		124,852
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-52,522			
	b	**Net investment income** (if negative, enter -0-)		73,132		
	c	**Adjusted net income** (if negative, enter -0-)			16,334	

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	39,468	34,096	34,096
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	515,498	468,707	549,373
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	554,966	502,803	583,469
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	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	554,966	502,803	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	554,966	502,803	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	554,966	502,803	

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	554,966
2	Enter amount from Part I, line 27a	2	-52,522
3	Other increases not included in line 2 (itemize) ▶	3	359
4	Add lines 1, 2, and 3	4	502,803
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	502,803

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	68,685
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	16,334

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	121,258	669,411	0 181141
2011	94,337	446,511	0 211276
2010	99,112	2,007	49 383159
2009			
2008			

2	**Total** of line 1, column (d).	2	49 775576
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	16 591859
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	577,242
5	Multiply line 4 by line 3.	5	9,577,518
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	731
7	Add lines 5 and 6.	7	9,578,249
8	Enter qualifying distributions from Part XII, line 4.	8	124,852

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,463
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,463
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,463
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a — 500		
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	500
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	963
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 0 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	Website address ▶N/A			

14 The books are in care of ▶JEFFREY W ANDREWS Telephone no ▶(859) 384-7571

Located at ▶2025 WIMBLEDON LANE UNION KY ZIP+4 ▶41091

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
THOMAS W ANDREWS 546 LOCUST RUN ROAD CINCINNATI, OH 45245	DIRECTOR 1 00	0	0	0
JEFFREY W ANDREWS 2025 WIMBLEDON LANE UNION, KY 41091	DIRECTOR 1 00	0	0	0
JUDY ANDREWS 35 LONG MEADOW CIRCLE PITTSFORD, NY 14534	DIRECTOR 1 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶	0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	540,783
b	Average of monthly cash balances	1b	45,249
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	586,032
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	586,032
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,790
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	577,242
6	**Minimum investment return.** Enter 5% of line 5	6	28,862

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	28,862
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,463		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,463
3	Distributable amount before adjustments Subtract line 2c from line 1			3	27,399
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	27,399
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	27,399

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	124,852
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	124,852
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,852

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					27,399
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.					
c From 2010.	99,012				
d From 2011.	72,077				
e From 2012.	88,189				
f **Total** of lines 3a through e.		259,278			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 124,852					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					27,399
e Remaining amount distributed out of corpus		97,453			
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		356,731			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		356,731			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .	99,012				
c Excess from 2011. . . .	72,077				
d Excess from 2012. . . .	88,189				
e Excess from 2013. . . .	97,453				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				123,102
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	4	
4 Dividends and interest from securities			14	10,523	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	68,685	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a CAPITAL GAINS DISTRIBUTIONS			18	62	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				79,274	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 79,274

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-05-13 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
KENNETH H KINDER II		2014-05-13		
Firm's name ▶	CORS & BASSETT LLC		Firm's EIN ▶	
Firm's address ▶	537 EAST PETE ROSE WAY CINCINNATI, OH 45202		Phone no (513) 852-8200	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
9 SH INTUITIVE SURGICAL INC	P	2012-11-16	2013-03-07
3 SH LIFE TECHNOLOGIES CORP	P	2012-04-16	2013-02-21
3 SH NEXEN INC	P	2012-03-28	2013-03-01
24 SH VERIFONE SYSTEMS INC	P	2013-01-24	2013-02-28
80 SH ABBVIE INC	P	2012-07-30	2013-01-07
SPDR GOLD TR GOLD SHS	P	2013-03-12	2013-03-12
14 SH ANALOG DEVICES INC	P	2011-10-27	2013-02-25
21 SH APPLE INC	P	2011-10-27	2013-01-25
23 SH LIFE TECHNOLOGIES CORP	P	2011-10-27	2013-01-18
57 SH LIFE TECHNOLOGIES CORP	P	2011-10-27	2013-02-21
490 SH MICROSOFT CORP	P	2011-10-27	2013-01-14
20 SH EXCEL ENERGY INC	P	2011-10-27	2013-01-22
169 SH ABBVIE INC	P	2011-11-16	2013-01-07
30 SH MCDONALDS CORP	P	2011-05-31	2013-01-15
69 SH MICROSOFT CORP	P	2011-05-31	2013-01-14
15 SH SPDR GOLD TR GOLD SHS	P	2011-05-31	2013-01-04
47 SH ANNALY CAP MGMT INC	P	2013-07-26	2013-09-24
86 SH ANNALY CAP MGMT INC	P	2013-07-26	2013-12-10
55 SH CABLEVISION NY GRP	P	2013-07-26	2013-10-02
33 SH EXELON CORPORATION	P	2013-07-26	2013-08-20
3 SH GRACE W R & CO	P	2013-07-26	2013-12-16
3 SH ITC HLDGS CORP	P	2012-12-17	2013-07-26
CASH IN LIEU-LEIDOS HOLDINGS INC	P	2013-07-26	2013-10-09
56 SH MCKESSON CORPORATION	P	2012-11-16	2013-07-26
121 SH MICROSOFT CORP	P	2012-08-20	2013-07-26
285 SH NCR CORP NEW	P	2012-11-01	2013-07-26
20 SH SCANA CORP NEW	P	2013-07-26	2013-10-17
34 SH AMERICAN CAP AGY CORP	P	2011-10-27	2013-07-26
10 SH AVERY DENNISON CORP	P	2011-10-27	2013-07-26
174 SH BOSTON SCIENTIFIC CORP	P	2011-10-27	2013-07-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
5 SH CHUBB CORP	P	2011-10-27	2013-07-26
14 SH DUKE ENERGY CORP NEW	P	2011-10-27	2013-07-26
8 SH ENTERGY CORP NEW	P	2011-10-27	2013-07-26
62 SH MARKET VECTORS ETF TR GOLD MINERS	P	2012-01-03	2013-07-26
9 SH GENUINE PARTS CO	P	2011-10-27	2013-07-26
47 SH HEINZ HJ CO	P	2011-10-27	2013-06-10
4 SH M & T BANK CORPORATION	P	2011-10-27	2013-07-26
30 SH MCKESSON CORPORATION	P	2011-10-27	2013-07-26
12 SH MATTEL INC	P	2011-10-27	2013-07-26
149 SH MICROSOFT CORP	P	2011-10-27	2013-07-26
141 SH NOVARTIS ADR	P	2011-10-27	2013-07-26
31 SH NEW YORK CMNTY BANCORP	P	2011-10-27	2013-07-26
7 SH OMNICOM GROUP	P	2011-10-27	2013-07-26
16 SH OMNICOM GROUP	P	2011-10-27	2013-07-29
20 SH SUN COMMNTYS INC	P	2012-01-11	2013-07-26
9 SH SEMPRA ENERGY	P	2011-10-27	2013-07-26
161 SH SANOFI ADR	P	2011-10-27	2013-07-26
41 SH TELEPHONE & DATA SYS INC	P	2011-10-27	2013-07-26
4 SH ZIMMER HOLDINGS INC	P	2011-10-27	2013-07-26
176 SH XEROX CORP	P	2011-10-27	2013-07-26
45 SH ANNALY CAP MGMT INC	P	2012-08-06	2013-07-26
102 SH AMERICAN INTERNATIONAL GROUP INC	P	2012-09-18	2013-07-26
44 SH APACHE CORP	P	2012-12-19	2013-07-26
22 SH AUTOMATIC DATA PROC	P	2013-07-26	2013-12-10
8 SH BLACKROCK INC	P	2013-07-26	2013-08-02
49 SH BERKSHIRE HATHAWAY INC	P	2012-08-20	2013-07-26
32 SH BRISTOL-MYERS SQUIBB CO	P	2013-07-26	2013-11-20
42 SH CINEMARK HLDGS INC	P	2013-02-04	2013-07-26
24 SH DIGITAL RLTY TR INC	P	2013-07-26	2013-08-02
166 SH DOLLAR GENERAL CORP	P	2012-12-12	2013-07-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
14 SH EXELON CORPORATION	P	2012-09-18	2013-07-26
3 SH EMERSON ELEC CO	P	2013-07-26	2013-12-31
11 SH GENUINE PARTS CO	P	2013-07-26	2013-09-13
6 SH HASBRO INC	P	2013-01-08	2013-07-26
75 SH KINDER MORGAN INC	P	2013-07-26	2013-09-13
33 SH KINDER MORGAN INC	P	2013-07-26	2013-12-10
11 SH KINDER MORGAN INC	P	2013-07-26	2013-12-11
60 SH NATIONAL RETAIL PPTYS INC	P	2013-07-26	2013-08-21
73 SH SOUTHERN COMPANY	P	2013-07-26	2013-11-20
24 SH UNITED TECHS CORP	P	2013-07-26	2013-08-21
4 SH WILLIAMS COMPANIES	P	2013-07-26	2013-12-31
134 SH AFLAC INC	P	2011-10-27	2013-07-26
144 SH ANNALY CAP MGMT INC	P	2011-10-27	2013-07-26
100 SH ADVANCE AUTO PARTS INC	P	2011-10-27	2013-07-26
33 SH ANALOG DEVICES INC	P	2011-10-27	2013-08-21
161 SH BARRICK GOLD CORPORATION	P	2011-05-31	2013-07-26
96 SH BRANDYWNE RLTY T SBI NEW	P	2011-10-27	2013-07-26
94 SH BORADRIDGE FINL SOLUTIONS INC	P	2011-10-27	2013-07-26
33 SH BERKSHIRE HATHAWAY INC	P	2011-10-27	2013-07-26
69 SH BABCOCK & WILCOX CO	P	2011-05-31	2013-07-26
119 SH CABLEVISION NY GRP	P	2011-10-27	2013-07-26
283 SH COGNIZANT TECH SOLUTNS	P	2011-10-27	2013-07-26
173 SH CVS CAREMARK CORP	P	2011-10-27	2013-07-26
21 SH CHEVRON CORP	P	2011-10-27	2013-07-26
1 SH CHEVRON CORP	P	2011-10-27	2013-12-31
23 SH CLOROX CO	P	2011-10-27	2013-07-26
56 SH ENDURANCE SPECIALTY HLDG	P	2011-10-27	2013-07-26
66 SH EXELON CORPORATION	P	2011-10-27	2013-07-26
48 SH FIRST AMERICAN FINL CORP	P	2011-10-27	2013-07-26
27 SH GRACE W R & CO	P	2011-12-09	2013-07-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
42 SH HAEMONETICS CORP MASS	P	2011-10-27	2013-07-26
8 SH HUDSON CITY BANCORP INC	P	2011-10-27	2013-07-26
59 SH HASBRO INC	P	2011-10-27	2013-07-26
34 SH INTL BUSINES MACHINES CORP	P	2011-05-31	2013-07-26
70 SH INVESCO LTD	P	2011-10-27	2013-07-26
1 SH JOHNSON & JOHNSON	P	2011-05-31	2013-12-31
82 SH LOCKHEED MARTIN CORP	P	2011-10-27	2013-07-26
1 SH MCDONALDS CORP	P	2011-05-31	2013-12-31
32 SH ALLERGAN INC	P	2012-11-16	2013-07-26
35 SH ACCENTURE PLC	P	2012-11-16	2013-07-26
15 SH FASTENAL COMPANY	P	2013-02-15	2013-07-26
44 SH INTUIT INC	P	2012-11-16	2013-07-26
110 SH INTUIT INC	P	2012-11-16	2013-10-04
122 SH REGAL ENTMT GROUP	P	2012-12-17	2013-07-26
9 SH ROCKWELL COLLINS INC	P	2013-03-11	2013-07-26
146 SH SAIC INC	P	2013-01-29	2013-07-26
70 SH SYSCO CORPORATION	P	2012-09-28	2013-07-26
104 SH TECO ENERGY INC	P	2012-09-17	2013-07-26
73 SH ABBOTT LABS	P	2011-11-16	2013-07-26
46 SH CANADIAN PACIFIC RAILWAY LTD	P	2012-07-09	2013-07-26
22 SH CH ROBINSON WORLDWIDE INC	P	2011-10-27	2013-07-26
15 SH CH ROBINSON WORLDWIDE INC	P	2011-10-27	2013-12-12
39 SH CH ROBINSON WORLDWIDE INC	P	2011-10-27	2013-12-16
9 SH CH ROBINSON WORLDWIDE INC	P	2011-10-27	2013-12-16
5 SH CH ROBINSON WORLDWIDE INC	P	2012-02-24	2013-12-16
21 SH CH ROBINSON WORLDWIDE INC	P	2012-02-24	2013-12-18
17 SH CH ROBINSON WORLDWIDE INC	P	2012-02-24	2013-12-23
53 SH FACTSET RESH SYS INC	P	2011-10-27	2013-07-26
5 SH GOOGLE INC	P	2011-10-27	2013-07-26
103 SH INTUIT INC	P	2012-11-16	2013-11-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
70 SH NISOURCE INC	P	2011-10-27	2013-07-26
55 SH NIKE INC	P	2012-06-05	2013-07-26
71 SH NIKE INC	P	2012-06-05	2013-10-03
1 SH NIKE INC	P	2012-08-15	2013-10-03
153 SH OLD REPUB INTL CORP	P	2011-10-27	2013-07-26
298 SH ORACLE CORP	P	2011-10-27	2013-07-26
20 SH ROCKWELL COLLINS INC	P	2011-10-27	2013-07-26
68 SH ST JUDE MEDICAL INC	P	2011-10-27	2013-07-26
47 SH SCANA CORP NEW	P	2011-10-27	2013-07-26
56 SH SONOCO PRODUCTS CO	P	2011-10-27	2013-07-26
83 SH SUNTRUST BKS INC	P	2011-10-27	2013-07-26
78 SH TOTAL SA SP ADR	P	2011-10-27	2013-07-26
60 SH THERMO FISHER SCIENTIFIC INC	P	2011-10-27	2013-07-26
85 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-07-26
7 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-04
8 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-05
17 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-05
13 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-09
26 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-10
29 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-10
15 SH VARIAN MEDICAL SYS	P	2011-10-27	2013-09-11
246 SH VODAFONE GROUP PLC SP ADR	P	2011-10-27	2013-07-26
43 SH XCEL ENERGY INC	P	2011-10-27	2013-07-26
273 SH PRICE T ROWE GROUP INC	P	2012-11-16	2013-06-13
312 SH QUALCOMM INC	P	2011-10-27	2013-06-13
270 SH STARBUCKS CORP	P	2011-10-27	2013-06-13
47 SH STARBUCKS CORP	P	2012-07-27	2013-06-13
39 SH APPLE INC	P	2011-10-27	2013-06-13
2 SH APPLE INC	P	2013-02-27	2013-06-13
224 SH HALLIBURTON COMPANY	P	2012-06-29	2013-06-13

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
22 SH INTUITIVE SURGICAL INC	P	2012-11-16	2013-06-13
150 SH CHECK POINT SOFTWRE TECH	P	2013-01-15	2013-06-13

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,621	0	4,791	-170
173	0	136	37
83	0	53	30
457	0	851	-394
2,793	0	2,768	25
2	0	0	2
638	0	524	114
9,310	0	8,527	783
1,397	0	980	417
3,282	0	2,430	852
13,193	0	13,360	-167
542	0	525	17
5,900	0	4,724	1,176
2,738	0	2,446	292
1,858	0	1,726	132
2,390	0	2,245	145
571	0	553	18
875	0	1,012	-137
935	0	1,034	-99
993	0	1,038	-45
277	0	226	51
276	0	234	42
11	0	10	1
6,927	0	5,152	1,775
3,797	0	3,718	79
10,059	0	6,636	3,423
924	0	1,038	-114
732	0	938	-206
439	0	284	155
1,895	0	992	903

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
433	0	350	83
986	0	867	119
560	0	559	1
1,672	0	3,325	-1,653
736	0	533	203
3,408	0	2,525	883
468	0	316	152
3,711	0	2,535	1,176
512	0	348	164
4,676	0	4,062	614
10,114	0	8,278	1,836
462	0	419	43
453	0	318	135
1,050	0	727	323
1,006	0	692	314
779	0	495	284
8,560	0	5,972	2,588
1,098	0	912	186
337	0	216	121
1,704	0	1,508	196
529	0	720	-191
4,732	0	3,523	1,209
3,604	0	3,537	67
1,717	0	1,586	131
2,284	0	2,270	14
5,720	0	4,193	1,527
1,651	0	1,408	243
1,235	0	1,181	54
1,306	0	1,507	-201
8,904	0	7,276	1,628

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
440	0	453	-13
210	0	179	31
878	0	899	-21
282	0	212	70
2,637	0	2,903	-266
1,088	0	1,277	-189
360	0	426	-66
1,869	0	2,198	-329
3,038	0	3,296	-258
2,445	0	2,514	-69
154	0	136	18
8,151	0	6,110	2,041
1,694	0	2,399	-705
8,244	0	6,683	1,561
1,550	0	1,236	314
2,813	0	7,593	-4,780
1,358	0	872	486
2,688	0	2,130	558
3,852	0	2,647	1,205
2,131	0	1,935	196
2,236	0	1,833	403
20,433	0	20,764	-331
10,687	0	6,460	4,227
2,667	0	2,307	360
125	0	110	15
1,972	0	1,556	416
2,956	0	2,125	831
2,075	0	2,664	-589
1,067	0	598	469
2,034	0	1,193	841

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,906	0	1,345	561
76	0	47	29
2,776	0	2,223	553
6,671	0	5,744	927
2,290	0	1,470	820
91	0	67	24
9,822	0	6,194	3,628
97	0	82	15
2,936	0	2,848	88
2,536	0	2,316	220
698	0	794	-96
2,796	0	2,600	196
7,218	0	6,499	719
2,345	0	1,696	649
635	0	549	86
2,172	0	1,781	391
2,421	0	2,173	248
1,825	0	1,785	40
2,673	0	1,902	771
5,862	0	3,357	2,505
1,303	0	1,547	-244
856	0	1,055	-199
2,199	0	2,743	-544
505	0	633	-128
281	0	337	-56
1,183	0	1,415	-232
958	0	1,146	-188
5,772	0	4,921	851
4,429	0	2,998	1,431
7,417	0	6,085	1,332

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,187	0	1,581	606
3,439	0	2,888	551
5,114	0	3,728	1,386
72	0	48	24
2,156	0	1,482	674
9,659	0	10,019	-360
1,411	0	1,109	302
3,544	0	2,717	827
2,441	0	2,017	424
2,148	0	1,834	314
2,885	0	1,767	1,118
4,155	0	4,283	-128
5,429	0	3,067	2,362
6,246	0	5,068	1,178
497	0	417	80
574	0	477	97
1,220	0	1,014	206
935	0	775	160
1,880	0	1,550	330
2,129	0	1,729	400
1,115	0	894	221
7,329	0	7,053	276
1,280	0	1,133	147
20,012	0	17,240	2,772
19,168	0	16,748	2,420
17,585	0	11,653	5,932
3,061	0	2,211	850
16,885	0	15,836	1,049
866	0	896	-30
9,504	0	6,530	2,974

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
10,970	0	11,710	-740
7,301	0	7,247	54

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	-170
0	0	0	37
0	0	0	30
0	0	0	-394
0	0	0	25
0	0	0	2
0	0	0	114
0	0	0	783
0	0	0	417
0	0	0	852
0	0	0	-167
0	0	0	17
0	0	0	1,176
0	0	0	292
0	0	0	132
0	0	0	145
0	0	0	18
0	0	0	-137
0	0	0	-99
0	0	0	-45
0	0	0	51
0	0	0	42
0	0	0	1
0	0	0	1,775
0	0	0	79
0	0	0	3,423
0	0	0	-114
0	0	0	-206
0	0	0	155
0	0	0	903

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	83
0	0	0	119
0	0	0	1
0	0	0	-1,653
0	0	0	203
0	0	0	883
0	0	0	152
0	0	0	1,176
0	0	0	164
0	0	0	614
0	0	0	1,836
0	0	0	43
0	0	0	135
0	0	0	323
0	0	0	314
0	0	0	284
0	0	0	2,588
0	0	0	186
0	0	0	121
0	0	0	196
0	0	0	-191
0	0	0	1,209
0	0	0	67
0	0	0	131
0	0	0	14
0	0	0	1,527
0	0	0	243
0	0	0	54
0	0	0	-201
0	0	0	1,628

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	-13
0	0	0	31
0	0	0	-21
0	0	0	70
0	0	0	-266
0	0	0	-189
0	0	0	-66
0	0	0	-329
0	0	0	-258
0	0	0	-69
0	0	0	18
0	0	0	2,041
0	0	0	-705
0	0	0	1,561
0	0	0	314
0	0	0	-4,780
0	0	0	486
0	0	0	558
0	0	0	1,205
0	0	0	196
0	0	0	403
0	0	0	-331
0	0	0	4,227
0	0	0	360
0	0	0	15
0	0	0	416
0	0	0	831
0	0	0	-589
0	0	0	469
0	0	0	841

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	561
0	0	0	29
0	0	0	553
0	0	0	927
0	0	0	820
0	0	0	24
0	0	0	3,628
0	0	0	15
0	0	0	88
0	0	0	220
0	0	0	-96
0	0	0	196
0	0	0	719
0	0	0	649
0	0	0	86
0	0	0	391
0	0	0	248
0	0	0	40
0	0	0	771
0	0	0	2,505
0	0	0	-244
0	0	0	-199
0	0	0	-544
0	0	0	-128
0	0	0	-56
0	0	0	-232
0	0	0	-188
0	0	0	851
0	0	0	1,431
0	0	0	1,332

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	606
0	0	0	551
0	0	0	1,386
0	0	0	24
0	0	0	674
0	0	0	-360
0	0	0	302
0	0	0	827
0	0	0	424
0	0	0	314
0	0	0	1,118
0	0	0	-128
0	0	0	2,362
0	0	0	1,178
0	0	0	80
0	0	0	97
0	0	0	206
0	0	0	160
0	0	0	330
0	0	0	400
0	0	0	221
0	0	0	276
0	0	0	147
0	0	0	2,772
0	0	0	2,420
0	0	0	5,932
0	0	0	850
0	0	0	1,049
0	0	0	-30
0	0	0	2,974

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	-740
0	0	0	54

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NORTH CAROLINA COMMUNITY FOUNDATION 4601 SIX FORKS ROAD SUITE 524 RALEIGH,NC 27609		PUBLIC	PROGRAM SUPPORT	105,352
AMERICAN CANCER SOCIETY 2808 READING ROAD CINCINNATI,OH 45206		PUBLIC	PROGRAM SUPPORT	10,000
THE DRAKE FOUNDATION 151 WEST GALBRAITH ROAD CINCINNATI,OH 45216		PUBLIC	PROGRAM SUPPORT	2,500
HOSPICE OF THE BLUEGRASS 7388 TURFWAY ROAD FLORENCE,KY 41042		PUBLIC	PROGRAM SUPPORT	2,500
AMERICAN DIABETES ASSOCIATION 2805 WEST MCMICKEN AVENUE CINCINNATI,OH 45225		PUBLIC	PROGRAM SUPPORT	2,500
MOFFITT CANCER CENTER FOUNDATION 12902 MAGNOLIA DRIVE TAMPA,FL 33612		PUBLIC	PROGRAM SUPPORT	250
Total . . . . ▶ **3a**				123,102

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TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE DETAIL FOR PART IV					500,575	431,890			68,685	

TY 2013 Investments Corporate Stock Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Name of Stock	End of Year Book Value	End of Year Fair Market Value
89 SH ABBVIE INC	4,203	4,700
92 SH ALTRIA GROUP INC	3,281	3,532
47 SH ANALOG DEVICES INC	2,198	2,394
6 SH APPLE INC	2,637	3,366
63 SH AT & T INC	2,232	2,215
41 SH AUTOMATIC DATA PROC	2,956	3,313
37 SH BAXTER INTERNTL INC	2,705	2,573
65 SH BCE INC	2,689	2,814
7 SH BLACKROCK INC	1,986	2,215
51 SH BRISTOL-MYERS SQUIBB CO	2,245	2,711
40 SH CHEVRON CORP	4,395	4,996
196 SH CISCO SYSTEMS INC	4,968	4,396
80 SH COCA COLA	3,240	3,305
60 SH CULLEN FRST BKRS	4,389	4,466
67 SH EMERSON ELEC CO	3,991	4,702
60 SH GALLAGHER ARTHUR J & CO	2,612	2,816
206 SH GENERAL ELECTRIC	5,055	5,774
29 SH GENUINE PARTS CO	2,371	2,413
53 SH GLAXOSMITHKLINE PLC ADR	2,729	2,830
83 SH HCP INC	3,443	3,015
56 SH HEALTH CARE REIT INC	3,171	3,000
201 SH INTEL CORP	4,655	5,217
65 SH JOHNSON & JOHNSON	4,699	5,953
53 SH KIMBERLY CLARK	5,194	5,536
86 SH KRAFT FOODS GROUP INC	4,839	4,636
32 SH LOCKHEED MARTIN CORP	3,957	4,757
89 SH MATTEL INC	3,796	4,235
61 SH MCDONALDS CORP	5,360	5,919
79 SH MERCK & CO INC	3,810	3,954
116 SH MICROSOFT CORP	3,641	4,340

Name of Stock	End of Year Book Value	End of Year Fair Market Value
20 SH NEXTERA ENERGY INC	1,670	1,712
48 SH NOVARTIS ADR	3,443	3,858
90 SH ONEOK INC	4,714	5,596
50 SH PAYCHEX INC	2,028	2,277
48 SH PHILIP MORRIS INTL INC	4,245	4,182
47 SH PROCTER & GAMBLE CO	3,767	3,826
56 SH QUALCOMM INC	3,607	4,158
32 SH REALTY INCM CRP	1,419	1,195
124 SH SPECTRA ENERGY CORP	4,152	4,417
19 SH TUPPERWARE BRANDS CORP	1,575	1,796
116 SH US BANCORP	4,318	4,686
21 SH VENTAS INC	1,439	1,203
126 SH WILLIAMS COMPANIES	4,270	4,860
78 SH WISCONSIN ENERGY CORP	3,293	3,225
230 SH ALCOA INC	2,076	2,445
27 SH AMDOCS LIMITED	1,090	1,113
73 SH AMERICAN CAP AGY CORP	2,115	1,408
32 SH ANALOG DEVICES INC	1,549	1,630
65 SH APPLIED MATERIAL INC	1,045	1,149
24 SH AVERY DENNISON CORP	681	1,205
51 SH BABCOCK & WILCOX CO	1,577	1,744
143 SH BOSTON SCIENTIFIC CORP	826	1,719
74 SH BRANDYWINE RLTY T SBI NEW	1,048	1,043
73 SH BROADRIDGE FINL	2,089	2,885
24 SH CHUBB CORP	1,671	2,319
50 SH CINEMARK HLDGS INC	1,500	1,667
18 SH CLOROX CO	1,543	1,670
19 SH COACH INC	1,067	1,066
32 SH DIEBOLD INC	1,059	1,056
22 SH DUKE ENERGY CORP NEW	1,254	1,518

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40 SH ENDURANCE SPECIALTY HLDG	2,114	2,347
22 SH ENTERGY CORP NEW	1,502	1,392
26 SH EXPEDITORS INTL WASH INC	1,052	1,151
94 SH FIRST AMERICAN FINL CORP	2,090	2,651
26 GENUINE PARTS CO	1,570	2,163
18 SH GRACE WR & CO	1,356	1,780
34 SH HAEMONTICS CORP MASS	1,544	1,432
44 SH HASBRO INC	2,071	2,420
46 SH HCP INC	2,074	1,671
32 SH HEALTH CARE REIT INC	2,110	1,714
80 SH INVESCO LTD	2,617	2,912
11 SH ITC HLDGS CORP	857	1,054
113 SH JANUS CAPITAL GROUP INC	1,048	1,398
41 SH KOHLS CORP WISC	1,905	2,327
26 SH LEIDOS HOLDINGS INC	1,060	1,209
18 SH M&T BANK CORPORATION	1,407	2,096
49 SH MATTEL INC	1,438	2,331
21 SH MCKESSON CORPORATION	1,932	3,389
33 SH NAT FUEL GAS CO	1,776	2,356
140 SH NEW YORK CMNTY BANCORP	1,875	2,359
50 SH NISOURCE INC	1,561	1,644
148 SH OLD REPUB INTL CORP	2,087	2,556
24 SH OMNICOM GROUP	1,091	1,785
55 SH PEABODY ENERGY CORP	1,031	1,074
17 SH QUEST DIAGNOSTICES INC	1,062	910
82 SH REGAL ENTMT GROUP	1,576	1,595
30 SH ROCKWELL COLLINS INC	2,122	2,218
15 SH SCIENCE APPLICATIONS	488	496
24 SH SEMPRA ENERGY	1,318	2,154
41 SH SONOCO PRODUCTS CO	1,573	1,711

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40 SH ST JUDE MEDICAL INC	2,083	2,478
123 SH STAPLES INC	2,072	1,954
45 SH SUN COMMNTYS INC	1,743	1,919
60 SH SUNTRUST BKS INC	2,089	2,209
60 SH SYSCO CORPORATION	2,075	2,166
89 SH TECO ENERGY INC	1,563	1,534
39 SH TELEPHONE & DATA SYS INC	848	1,005
49 SH ULTRA PETROLEUM CORP	1,039	1,061
29 SH VERIFONE SYSTEMS INC	974	778
35 SH XCEL ENERGY INC	1,042	978
162 SH XEROX CORP	1,264	1,972
25 SH ZIMMER HOLDINGS INC	1,398	2,330
481 SH ABBOTT LABS	15,177	18,437
181 SH ACCENTURE PLC	11,979	14,882
168 SH ALLERGAN INC	15,264	18,661
20 SH APPLE INC	8,787	11,220
109 SH AUTOMATIC DATA PROC	7,989	8,807
269 SH EBAY INC	14,065	14,759
147 SH FACEBOOK INC	5,294	8,033
86 SH FACTSET RESH SYS INC	8,087	9,338
103 SH FASTENAL COMPANY	5,450	4,894
151 SH GARTNER INC	8,964	10,729
24 SH GOOGLE INC	14,390	26,897
8 SH MASTERCARD INC	4,987	6,684
233 SH NIKE INC	11,343	18,323
481 SH ORACLE CORP	15,806	18,403
229 SH PRICE T ROWE GROUP INC	17,403	19,183
262 SH QUALCOMM INC	16,895	19,454
213 SH STARBUCKS CORP	15,591	16,697
91 SH TJX COS INC NEW	5,665	5,799

Name of Stock	End of Year Book Value	End of Year Fair Market Value
99 SH VISA INC	17,076	22,045
42 SH WW GRAINGER INCORP	9,421	10,728

TY 2013 Legal Fees Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORS & BASSETT, LLC TAX SERVICES	1,750			1,750

TY 2013 Other Expenses Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	5,862	5,862		

TY 2013 Other Income Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	62	62	

TY 2013 Other Increases Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Description	Amount
NON DIVIDEND DISTRIBUTIONS	359

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TY 2013 Taxes Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	280	280		
EXCISE TAXES	802			