



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



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.

2013

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

THE HARVEST FOUNDATION OF THE PIEDMONT
PO BOX 5183
MARTINSVILLE, VA 24115

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

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, column (c), line 16) ▶ \$ 219,298,181.
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

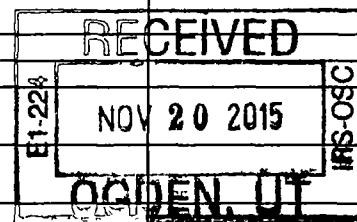
A Employer identification number
31-1496872
B Telephone number (see the instructions)
(276) 632-3329
C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,584,985.	5,579,930.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	20,092,674.	STATEMENT 2		
	b Gross sales price for all assets on line 6a	60,752,858.			
	7 Capital gain net income (from Part IV, line 2)		20,092,842.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 3	-190,559.	-190,559.			
12 Total. Add lines 1 through 11	25,487,100.	25,482,213.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	203,792.	20,379.		179,142.
	14 Other employee salaries and wages	406,598.	18,436.		386,556.
	15 Pension plans, employee benefits	72,655.	3,464.		64,600.
	16a Legal fees (attach schedule) SEE ST 4	16,999.	1,700.		15,299.
	b Accounting fees (attach sch) SEE ST 5	6,190.	3,095.		4,195.
	c Other prof fees (attach sch) SEE ST 6	2,100,620.	1,919,113.		182,165.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 7	160,737.	100,712.		60,025.
	19 Depreciation (attach sch) and depletion SEE STMT 8	18,237.			
	20 Occupancy	9,227.	116.		8,697.
	21 Travel, conferences, and meetings	45,798.	3,454.		46,897.
	22 Printing and publications	3,430.	343.		3,066.
	23 Other expenses (attach schedule) SEE STATEMENT 9	277,351.	10,677.		260,181.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,321,634.	2,081,489.		1,210,823.
	25 Contributions, gifts, grants paid PART XV	8,817,486.			9,120,849.
26 Total expenses and disbursements. Add lines 24 and 25	12,139,120.	2,081,489.	0.	10,331,672.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	13,347,980.				
b Net investment income (if negative, enter -0-)		23,400,724.			
c Adjusted net income (if negative, enter -0-)			0.		



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	400,249.	10,099,789.	10,099,789.
	2 Savings and temporary cash investments	21,329,266.	1,293,852.	1,296,414.
	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 sch) 340,000.	STATEMENT 10		
	Less: allowance for doubtful accounts	340,000.	340,000.	340,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,492.	23,269.	23,269.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 11	8,555,714.	8,501,412.	8,501,412.
	c Investments — corporate bonds (attach schedule)			
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 12	166,671,376.	198,996,791.	198,996,791.
	14 Land, buildings, and equipment basis 280,177.			
	Less: accumulated depreciation (attach schedule) SEE STMT 13	50,432.	37,944.	37,944.
	15 Other assets (describe SEE STATEMENT 14)	40.	2,562.	2,562.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i.)	197,359,569.	219,295,619.	219,298,181.
	17 Accounts payable and accrued expenses	102,130.	92,360.	
	18 Grants payable	17,791,952.	17,488,590.	
NET ASSETS OR FUND BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 15)	310,174.	708,741.	
	23 Total liabilities (add lines 17 through 22)	18,204,256.	18,289,691.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X			
	24 Unrestricted	179,155,313.	201,005,928.	
ASSETS	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	179,155,313.	201,005,928.	
ASSETS	31 Total liabilities and net assets/fund balances (see instructions)	197,359,569.	219,295,619.	

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	179,155,313.
2	Enter amount from Part I, line 27a	2	13,347,980.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 16	3	9,116,546.
4	Add lines 1, 2, and 3	4	201,619,839.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 17	5	613,911.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	201,005,928.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a VARIOUS INVESTMENTS	P	VARIOUS	VARIOUS
b VARIOUS SHORT TERM CAPITAL GAIN FROM K-1	P	VARIOUS	VARIOUS
c VARIOUS LONG TERM CAPITAL GAIN FROM K-1	P	VARIOUS	VARIOUS
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 51,292,250.		40,660,016.	10,632,234.
b 3,237,474.			3,237,474.
c 6,223,134.			6,223,134.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			10,632,234.
b			3,237,474.
c			6,223,134.
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	20,092,842.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	— []	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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 (column (b) divided by column (c))
2012	12,249,306.	190,396,669.	0.064336
2011	8,101,012.	191,940,441.	0.042206
2010	8,709,956.	183,139,045.	0.047559
2009	8,658,294.	164,751,432.	0.052554
2008			

2 Total of line 1, column (d)	2	0.206655
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	0.051664
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	204,560,901.
5 Multiply line 4 by line 3	5	10,568,434.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	234,007.
7 Add lines 5 and 6	7	10,802,441.
8 Enter qualifying distributions from Part XII, line 4	8	10,331,672.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b		1	468,014.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	468,014.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	468,014.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	312,238.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	240,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	552,238.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2,223.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	82,001.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 82,001. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2013)

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? Website address <u>WWW.THEHARVESTFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>ALLYSON ROTHROCK</u> Telephone no <u>276-632-3329</u> Located at <u>1 ELLSWORTH STREET MARTINSVILLE VA</u> ZIP + 4 <u>24112</u>			
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 <u>N/A</u>	15		N/A
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 <u>VARIOUS</u>	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.

	Yes	No
1 a 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 ☐	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ 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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

N/A

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)

6 a 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?

6 b

X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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

SEE STATEMENT 18

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19				
		183,173.	20,619.	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
NANCY COX 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	DIR OF PROGAM 40	105,225.	17,377.	0.
GEORGIA COMPTON 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	CONTROLLER 40	65,580.	13,280.	0.
ELOISE WADE 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	EXEC. ASSIST. 40	55,285.	6,756.	0.
KIMBERLY HARRIS 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	EXEC. ASSIST. 40	50,155.	10,771.	0.
GLADYS HAIRSTON 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	PROGRAM OFFIC 40	48,318.	8,997.	0.

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
COLONIAL CONSULTING CORPORATION 750 THIRD AVE NEW YORK, NY 10017-2703	INVESTMENT CONSULTIN	160,907.
STATE STREET BANK AND TRUST COMPANY 125 SUNNYSIDE COURT SUITE 200 WINSTON SALEM, NC 27106	INVESTMENT CUSTODIAN	59,999.
GREG NEWTON ASSOCIATES 1010 E. EL ALAMEDA PALM SPRINGS, CA 92262	PROGRAM CONSULTING	60,600.
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 SEE STATEMENT 20	142,561.
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	0.

BAA

Form 990-PF (2013)

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	1 a	200,230,072.
b	Average of monthly cash balances	1 b	7,445,970.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	207,676,042.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	207,676,042.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,115,141.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	204,560,901.
6	Minimum investment return. Enter 5% of line 5	6	10,228,045.

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	10,228,045.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	468,014.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	468,014.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,760,031.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,760,031.
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	9,760,031.

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	1 a	10,331,672.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,331,672.
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	10,331,672.

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				9,760,031.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	2,320,935.			
f Total of lines 3a through e	2,320,935.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 10,331,672.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				9,760,031.
e Remaining amount distributed out of corpus	571,641.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,892,576.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,892,576.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	2,320,935.			
e Excess from 2013	571,641.			

BAA

Form 990-PF (2013)

N/A

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

- (4) Gross investment income.**

[illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

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

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

SEE STATEMENT 21

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines?

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 22				
Total			3 a	9,120,849.
b Approved for future payment SEE STATEMENT 23				
Total			3 b	8,441,964.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	5,584,985.	
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	20,092,674.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>ORDINARY K-1 INCOME (LOSS)</u>			14	-190,559.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				25,487,100.	
13 Total. Add line 12, columns (b), (d), and (e)				13	25,487,100.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 1
FORM 990-PF
EXPLANATION OF AMENDED RETURN

CERTAIN GRANTS PAID DURING THE CURRENT YEAR WERE INADVERTENTLY LEFT OFF THE SCHEDULE FOR PART XV, LINE 3B. THE SCHEDULE HAS BEEN UPDATED TO AGREE TO THE APPROPRIATE AMOUNT WHICH WAS REPORTED IN PART I LINE 25. THIS CHANGE HAS NO OTHER EFFECT ON THE RETURN.

STATEMENT 2
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	VARIOUS EQUIPMENT		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		0.	
COST OR OTHER BASIS:		13,968.	
BASIS METHOD:	COST		
DEPRECIATION:		13,800.	
			GAIN (LOSS) -168.
			TOTAL \$ -168.

STATEMENT 3
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY K-1 INCOME (LOSS)	\$ -190,559.	\$ -190,559.	
TOTAL	\$ -190,559.	\$ -190,559.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 16,999.	\$ 1,700.		\$ 15,299.
TOTAL	\$ 16,999.	\$ 1,700.	\$ 0.	\$ 15,299.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 5
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND BOOKKEEPING	\$ 6,190.	\$ 3,095.		\$ 4,195.
TOTAL	\$ 6,190.	\$ 3,095.	\$ 0.	\$ 4,195.

STATEMENT 6
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	\$ 14,500.	\$ 7,250.		\$ 7,950.
CONSULTING	20,098.	687.		19,511.
INVESTMENT ADVISORY SERVICES	221,965.	221,965.		
INVESTMENT MGT FEES	1,689,211.	1,689,211.		
PROGRAM RELATED CONSULTING	154,846.			154,704.
TOTAL	\$ 2,100,620.	\$ 1,919,113.	\$ 0.	\$ 182,165.

STATEMENT 7
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	\$ 38,203.	\$ 6,307.		\$ 31,896.
TAXES AND LICENSES	122,534.	94,405.		28,129.
TOTAL	\$ 160,737.	\$ 100,712.	\$ 0.	\$ 60,025.

STATEMENT 9
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECT CHARITABLE EXPENDITURES	\$ 142,561.			\$ 142,241.
DUES & SUBSCRIPTIONS	21,165.	\$ 47.		21,118.
EQUIPMENT RENTAL AND MAINTENANCE	7,385.	739.		7,099.
INFORMATION TECHNOLOGY	29,797.	2,979.		26,820.
INSURANCE	23,813.	2,328.		21,375.
MISCELLANEOUS	7,674.	88.		6,578.
POSTAGE AND SHIPPING	1,036.	104.		959.
PUBLIC RELATIONS	33,089.	3,309.		24,492.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	\$ 10,831.	\$ 1,083.		\$ 9,499.
TOTAL	<u>\$ 277,351.</u>	<u>\$ 10,677.</u>	<u>\$ 0.</u>	<u>\$ 260,181.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
OTHER NOTES AND LOANS			
MARTINSVILLE REDVLPMT AND HOU	\$ 340,000.	\$ 340,000.	\$ 0.
TOTAL	<u>\$ 340,000.</u>	<u>\$ 340,000.</u>	
ALLOWANCE FOR DOUBTFUL ACCOUNTS			\$ 0.
NET OTHER NOTES/LOANS REC. - BOOK VALUE			<u>\$ 340,000.</u>

STATEMENT 11
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS			
COMMON STOCKS	MKT VAL	\$ 8,501,412.	\$ 8,501,412.
	TOTAL	<u>\$ 8,501,412.</u>	<u>\$ 8,501,412.</u>

STATEMENT 12
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
INVESTMENT IN LIMITED PARTNERSHIP	MKT VAL	\$ 152950722.	\$ 152,950,722.
TOTAL OTHER INVESTMENTS		<u>\$ 152950722.</u>	<u>\$ 152,950,722.</u>
OTHER PUBLICLY TRADED SECURITIES			
MUTUAL FUNDS	MKT VAL	46,046,069.	46,046,069.
TOTAL OTHER PUBLICLY TRADED SECURITIES		<u>\$ 46,046,069.</u>	<u>\$ 46,046,069.</u>
	TOTAL	<u>\$ 198996791.</u>	<u>\$ 198,996,791.</u>

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 13
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 95,557.	\$ 84,005.	\$ 11,552.	\$ 11,552.
IMPROVEMENTS	48,621.	31,063.	17,558.	17,558.
MISCELLANEOUS	135,999.	127,165.	8,834.	8,834.
TOTAL	\$ 280,177.	\$ 242,233.	\$ 37,944.	\$ 37,944.

STATEMENT 14
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ACCRUED INTEREST & DIVIDENDS RECEIVABLE	\$ 2,562.	\$ 2,562.
TOTAL	\$ 2,562.	\$ 2,562.

STATEMENT 15
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED TAX LIABILITY	\$ 541,138.
403B CONTRIBUTIONS PAYABLE	4,656.
TOTAL	\$ 708,741.

STATEMENT 16
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 9,116,546.
TOTAL	\$ 9,116,546.

STATEMENT 17
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL EXCISE TAX - CURRENT AND DEFERRED	\$ 613,911.
TOTAL	\$ 613,911.

STATEMENT 18
FORM 990-PF, PART VIII
COMPENSATION EXPLANATION

COLONIAL CONSULTING CORPORATION
INVESTMENT CONSULTING

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 18 (CONTINUED)
FORM 990-PF, PART VIII
COMPENSATION EXPLANATION

STATE STREET BANK AND TRUST COMPANY
INVESTMENT CONSULTING
GREG NEWTON ASSOCIATES
PROGRAM CONSULTING

STATEMENT 19
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
JAMES MCCLAIN II 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	CHAIRMAN 2.00	\$ 0.	\$ 0.	\$ 0.
W. CHRISTOPHER BEELER, JR. 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	VICE CHAIRMAN 2.00	0.	0.	0.
EUGENE C. MADONIA, M.D. 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	TREASURER 2.00	0.	0.	0.
GRACIE R. AGNEW 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	SECRETARY 2.00	0.	0.	0.
LEANNA B. BLEVINS, PH.D. 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.
PAUL R. EASON, M.D. 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.
VIRGINIA WALKER HAMLET 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.
CYNTHIA INGRAM, ED.D. 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.
AMY PACE LAMPE 1 ELLSWORTH ST MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 19 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JAMES K. MUEHLECK, D.D.S. 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	\$ 0.	\$ 0.	\$ 0.
MARTHA W. MEDLEY 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.
E. LARRY RYDER 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	BOARD MEMBER 2.00	0.	0.	0.
ALLYSON ROTHROCK 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	PRESIDENT 40.00	183,173.	20,619.	0.
TOTAL		\$ 183,173.	\$ 20,619.	\$ 0.

STATEMENT 20
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
SUPPORT OF K-12 EDUCATION INITIATIVES IN MARTINSVILLE AND HENRY COUNTY THROUGH TECHNICAL ASSISTANCE AND EVALUATION FOR THE GRANTS AWARDED TO HENRY COUNTY PUBLIC SCHOOLS, MARTINSVILLE CITY SCHOOLS AND THE CARLISLE SCHOOL.	\$ 142,561.

STATEMENT 21
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	HARVEST FOUNDATION OF THE PIEDMONT
NAME:	
CARE OF:	
STREET ADDRESS:	1 ELLSWORTH ST
CITY, STATE, ZIP CODE:	MARTINSVILLE, VA 24112
TELEPHONE:	276-632-3329
E-MAIL ADDRESS:	
FORM AND CONTENT:	APPLICANTS SHOULD FIRST FILL OUT A PROGRAM SUMMARY. THIS CAN BE SUBMITTED ON-LINE AT WWW.THEHARVESTFOUNDATION.ORG. AS APPROPRIATE, THE PROGRAM STAFF WILL INVITE APPLICANT ORGANIZATIONS TO SUBMIT A FULL PROPOSAL.
SUBMISSION DEADLINES:	NO SPECIFIC DEADLINES FOR DOCUMENT SUBMISSION.
RESTRICTIONS ON AWARDS:	ORGANIZATION MUST BE CLASSIFIED AS A TAX-EXEMPT, NONPROFIT ORGANIZATION UNDER 501(C) (3) OF THE INTERNAL REVENUE CODE. ORGANIZATIONS WITH OTHER 501(C) (4) AND 501(C) (6) TAX STATUS MAY BE CONSIDERED AT THE DISCRETION OF THE

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 21 (CONTINUED)
 FORM 990-PF, PART XV, LINE 2A-D
 APPLICATION SUBMISSION INFORMATION

FOUNDATION AND BASED ON THE CHARITABLE INTENT OF THE PROPOSAL.

ORGANIZATION MUST BE LOCATED WITHIN, OR HAVE ITS PROGRAM FOCUSED WITHIN, MARTINSVILLE OR HENRY COUNTY VIRGINIA AND BE PROPOSING A PROGRAM WITHIN ONE OF THE FOUNDATION'S THREE FOCUS AREAS OF HEALTH, EDUCATION, AND COMMUNITY VITALITY.

STATEMENT 22
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITED WAY OF HENRY CO AND MARTINSVILLE 134 EAST CHURCH STREET PO BOX 951 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	FACILITATION OF THE MHC POSITIVE YOUTH COLLABORATIVE	\$ 9,405.
HENRY COUNTY P. O. BOX 7 3300 KINGS MOUNTAIN RD COLLINSVILLE, VA 24078	N/A	GOVT ENT	PUP GRANT - HENRY PARKS AND RECREATION - ROAD IMPROVEMENT TO SPORTS COMPLEX RIVER ACCESS	10,000.
HENRY COUNTY P. O. BOX 7 3300 KINGS MOUNTAIN RD COLLINSVILLE, VA 24078	N/A	GOVT ENT	PUP GRANT - PUT LITTER IN ITS PLACEFOR GATEWAY STREETSCAPE FOUNDATION WITH COUNTY OF HENRY AS FISCAL AGENT	10,000.
CITY OF MARTINSVILLE PO BOX 1112, 55 W CHURCH STREET MARTINSVILLE, VA 24114	N/A	GOVT ENT	CONTINUATION OF OPERATIONAL SUPPORT FOR SMITH RIVER SPORTS COMPLEX OVER THREE YEARS	120,000.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 22 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HENRY COUNTY PUBLIC SCHOOLS P.O. BOX 8958 COLLINSVILLE, VA 24078	N/A	GOVT ENT	CONTINUATION GRANT TO FOCUS ON ENHANCING AND IMPROVING EDUCATIONAL OUTCOMES FOR ALL STUDENTS UTILIZING DIFFERENTIATED INSTRUCTION FOR TWO ADDITIONAL YEARS	\$ 240,000.
MARTINSVILLE CITY SCHOOLS P.O. BOX 5548 MARTINSVILLE, VA 24115	N/A	GOVT ENT	CONTINUATION GRANT FOCUSED ON ENHANCING AND IMPROVING EDUCATIONAL OUTCOMES FOR ALL STUDENTS UTILIZING "EFFECTIVE SCHOOLS RESEARCH" AS A VEHICLE FOR IMPROVING MATH AND READING SKILLS FOR TWO ADDITIONAL YEARS	75,000.
MARTINSVILLE CITY SCHOOLS P.O. BOX 5548 MARTINSVILLE, VA 24115	N/A	GOVT ENT	PUP GRANT - CULTIVATING YOUNG MINDS GREENHOUSE AT ALBERT HARRIS	10,000.
PIEDMONT VIRGINIA DENTAL HEALTH FDN 407 STARLING AVENUE MARTINSVILLE, VA 24112	N/A	501 (C) (3)	COMMUNITY DENTAL CLINIC OPERATIONS WITH DEVELOPMENT DIRECTOR	95,000.
BOYS AND GIRLS CLUB OF THE BLUE RIDGE 26 WEST CHURCH STREET MARTINSVILLE, VA 24112	N/A	501 (C) (3)	FUND SUMMER CAMP	103,703.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 22 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CARLISLE SCHOOL 300 CARLISLE ROAD MARTINSVILLE, VA 24115	N/A	501 (C) (3)	TO CONTINUE ITS WORK RELATED WITH THE INTERNATIONAL BACCALAUREATE CURRICULUM AND THE USE OF DIFFERENTIATED INSTRUCTION FOR TWO ADDITIONAL YEARS	\$ 25,000.
MOUNT OLIVET RURITAN CLUB INC 210 YEATTS ROAD MARTINSVILLE, VA 24112	N/A	501 (C) (3)	TO FUND AND SUPPORT RANDY DOVE BALL FIELD IMPROVEMENTS	10,000.
PHOENIX COMMUNITY DEVELOPMENT CORP 134 E. CHURCH STREET, SUITE 200 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	OPERATIONAL GRANT FOR THE PHOENIX COMMUNITY DEVELOPMENT CORPORATION	157,602.
PIEDMONT ARTS ASSOCIATION 215 STARLING AVE MARTINSVILLE, VA 24112	N/A	501 (C) (3)	SUPPORT THE DANCE ESPANOL SUMMER ART PROGRAM	1,000.
DAN RIVER BASIN ASSOCIATION 413 CHURCH STREET SUITE 401 EDEN, NC 27288	N/A	501 (C) (3)	TO FUND THE COMMUNITY CONNECTIONS: RIVERS & TRAILS PHASE THREE IN MARTINSVILLE & HENRY COUNTY	197,015.
MARC WORKSHOP INC PO BOX 3749 1005 JORDAN ST MARTINSVILLE, VA 24115	N/A	501 (C) (3)	RETURN OF UNSPENT FUNDS FOR SERVICE PROVIDER DEMENTIA-SPECIFI C TRAINING AND CONSULTATION	-7,631.
MARTINSVILLE-HC COALITION FOR HEALTH & W 22 EAST CHURCH STREET MARTINSVILLE, VA 24112	N/A	501 (C) (3)	CONTINUATION GRANT FOR OPERATIONAL FUNDING	1,204,968.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 22 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MARTINSVILLE UPTOWN REVITALIZATION ASSOC 217 E. CHURCH STREET PO BOX 614 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	FOR THE SHOP LOCAL MARTINSVILLE-HEN RY COUNTY INITIATIVE	\$ 48,741.
PIEDMONT REGIONAL COMMUNITY SVC BOARD 24 CLAY STREET MARTINSVILLE, VA 24112	N/A	501 (C) (3)	TO THE COMMUNITY RECOVERY PROGRAM	351,228.
RECTOR & VISITOR OF THE UNIV OF VIRGINIA 2400 OLD IVY ROAD SUITE 200 CHARLOTTESVILLE, VA 22904	N/A	501 (C) (3)	FOR THE COLLEGE GUIDE PROGRAM	63,134.
COUNTY OF HENRY DEPT OF PUBLIC SAFETY 1024 DUPONT RD MARTINSVILLE, VA 24112	N/A	GOVT ENT	PICK UP THE PACE GRANT. CREATING POSITIVE CHANGES IN COMMUNITY NEIGHBORHOODS.	10,000.
FAYETTE AREA HISTORICAL INITIATIVE 211 W FAYETTE ST MARTINSVILLE, VA 24112	N/A	501 (C) (3)	REOPENING THE FAHI AFRICAN AMERICAN MUSEUM AND MULTI-CULTURE CENTER IN THE HISTORIC, FORMER IMPERIAL SAVINGS & LOAN ASSOCIATION BUILDING - PICKING UP THE PACE GRANT	8,425.
FUTURE OF PIEDMONT FOUNDATION 108 S MAIN STREET CHATHAM, VA 24531	N/A	501 (C) (3)	SUPPORT JOB TRAINING AND CREATION FOR THE PIEDMONT AREA.	12,500.
INTEGRATIVE CENTERS FOR SCIENCE AND MEDI 22 EAST CHURCH ST. SUITE 312 MARTINSVILLE, VA 24112	N/A	501 (C) (3)	ACTIVE LEARNING IN MEDICAL EDUCATION: A CLINICAL GROSS ANATOMY FOR MEDICAL STUDENTS UTILIZING SOFT-EMBALMED CADAVERS	10,000.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 22 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEW COLLEGE FOUNDATION 29 JONES ST MARTINSVILLE, VA 24112	N/A	501 (C) (3)	TO SUPPORT NEW COLLEGE INSTITUTE'S BUILDING ON BALDWIN PROJECT	\$ 2,720,134.
VA CONGREE OF PARENTS AND TEACHERS 1027 WILMER AVENUE RICHMOND, VA 23227	N/A	501 (C) (3)	TO SUPPORT SANVILLE ELEMENTARY PTA - RENOVATION FOR RECREATION - PICKING UP THE PACE GRANT	10,000.
MARTINSVILLE-HENRY CO ECONOMIC DEVELOP 134 EAST CHURCH STREET, SUITE 200 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	TO FUND PRE-DEVELOPMENT WORK RELATED TO POTENTIAL REAL ESTATE PROJECTS IN UPTOWN	62,375.
MARTINSVILLE-HENRY CO ECONOMIC DEVELOP 134 EAST CHURCH STREET, SUITE 200 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	TO CONTINUE TO FOCUS ON CREATING OPPORTUNITIES FOR JOB GROWTH AND NEW CAPITAL INVESTMENT.	500,000.
MARTINSVILLE-HC COALITION FOR HEALTH & W 22 EAST CHURCH STREET MARTINSVILLE, VA 24114	N/A	501 (C) (3)	FOR CENTRO FAMILIAL CRISTIANO AMIGOS IGLESIA CASA DE ALABANZA - HENRY-MARTINSVILLE LATINO HEALTH FAIR	10,000.
MARTINSVILLE-HENRY CO ECONOMIC DEVELOP 134 EAST CHURCH STREET, SUITE 200 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	OPERATIONAL GRANT	43,750.
NEW COLLEGE FOUNDATION 29 JONES ST MARTINSVILLE, VA 24112	N/A	501 (C) (3)	BUILDING ON BALDWIN	3,000,000.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 22 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
UNITED WAY OF HENRY CO AND MARTINSVILLE 134 EAST CHURCH STREET PO BOX 951 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	STRATEGIC PLANNING FOR COMMUNITY IMPACT	\$ 9,500.
TOTAL				\$ <u>9,120,849.</u>

STATEMENT 23
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CARLISLE SCHOOL 300 CARLISLE ROAD MARTINSVILLE, VA 24115	N/A	501 (C) (3)	TO CONTINUE ITS WORK RELATED WITH THE INTERNATIONAL BACCALAUREATE CURRICULUM AND THE USE OF DIFFERENTIATED INSTRUCTION FOR TWO ADDITIONAL YEARS	\$ 75,000.
CITY OF MARTINSVILLE PO BOX 1112, 55 W CHURCH STREET MARTINSVILLE, VA 24114	N/A	GOVT ENT	CONTINUATION OF OPERATIONAL SUPPORT FOR SMITH RIVER SPORTS COMPLEX OVER THREE YEARS	535,000.
HENRY COUNTY PUBLIC SCHOOLS P.O. BOX 8958 COLLINSVILLE, VA 24078	N/A	GOVT ENT	TO FOCUS ON ENHANCING AND IMPROVING EDUCATIONAL OUTCOMES FOR ALL STUDENTS UTILIZING DIFFERENTIATED INSTRUCTION FOR TWO ADDITIONAL YEARS	720,000.
MARTINSVILLE CITY SCHOOLS P.O. BOX 5548 MARTINSVILLE, VA 24015	N/A	GOVT ENT	FOCUSED ON ENHANCING AND IMPROVING EDUCATIONAL OUTCOMES FOR ALL STUDENTS	225,000.

THE HARVEST FOUNDATION OF THE PIEDMONT

31-1496872

STATEMENT 23 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3B
 RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
			UTILIZING "EFFECTIVE SCHOOLS RESEARCH" AS A VEHICLE FOR IMPROVING MATH AND READING SKILLS FOR TWO ADDITIONAL YEARS	
MARTINSVILLE-HENRY CO ECONOMIC DEVELOP 134 EAST CHURCH STREET, SUITE 200 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	TO SUPPORT GENERAL OPERATIONS	\$ 6,000,000
PHOENIX COMMUNITY DEVELOPMENT CORP 134 E. CHURCH STREET, SUITE 200 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	OPERATIONAL GRANT FOR THE PHOENIX COMMUNITY DEVELOPMENT CORPORATION	341,074
PIEDMONT VIRGINIA DENTAL HEALTH FDN 407 STARLING AVENUE MARTINSVILLE, VA 24112	N/A	501 (C) (3)	TO PROVIDE ESSENTIAL DENTAL CARE TO LOW INCOME, UNINSURED AND UNEMPLOYED ADULTS AND CHILDREN FOR MEDICAID BENEFITS	280,000
THE FAMILY YMCA 3 STARLING AVE MARTINSVILLE, VA 24112	N/A	501 (C) (3)	FOR THE ACTIVATE TRANSITION	70,000
UNITED WAY OF HENRY CO AND MARTINSVILLE 134 EAST CHURCH STREET PO BOX 951 MARTINSVILLE, VA 24114	N/A	501 (C) (3)	FACILITATION OF THE MHC POSITIVE YOUTH COLLABORATIVE	195,890

TOTAL \$ 8,441,964