Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► **Do not enter Social Security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

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

Name of foundation: Adele M. Thomas Charitable Foundation, Inc.	**A** Employer identification number: 31-1704650
Number and street (or P O box number if mail is not delivered to street address): 304 Buxton Road — Room/suite:	**B** Telephone number (see the instructions): (703) 533-9566
City or town, state or province, country, and ZIP or foreign postal code: Falls Church VA 22046	**C** If exemption application is pending, check here ► [ ]
G Check all that apply: [ ] Initial return [ ] Initial Return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change	**D 1** Foreign organizations, check here ► [ ] **2** Foreign organizations meeting the 85% test, check here and attach computation ► [ ]
H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]
I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 6,078,963. — **J** Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (*Part I, column (d) must be on cash basis*)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

Part I **Analysis of Revenue and Expenses** (*The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).*)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)	0.			
2	Ck ► [X] if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	0.			
4	Dividends and interest from securities	98,098.	98,098.		
5 a	Gross rents	0.			
b	Net rental income or (loss)				
6 a	Net gain/(loss) from sale of assets not on line 10	75,198.	L-6a Stmt		
b	Gross sales price for all assets on line 6a 519,339.				
7	Capital gain net income (from Part IV, line 2)		75,198.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	173,296.	173,296.		
ADMINISTRATIVE OPERATING AND EXPENSES 13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	0.	0.		0.
15	Pension plans, employee benefits	0.	0.		0.
16 a	Legal fees (attach schedule)	0.	0.		0.
b	Accounting fees (attach sch)	0.	0.		0.
c	Other prof fees (attach sch) L-16c Stmt	150.	150.		150.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	3,025.	3,025.		3,025.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	995.	995.		995.
23	Other expenses (attach schedule) See Line 23 Stmt	2,736.	2,736.		2,736.
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,906.	6,906.		6,906.
25	Contributions, gifts, grants paid	242,850.			242,850.
26	**Total expenses and disbursements.** Add lines 24 and 25	249,756.	6,906.		249,756.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-76,460.			
b	**Net investment income** (if negative, enter -0-)		166,390.		
c	**Adjusted net income** (if negative, enter -0-)				

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS		1	Cash — non-interest-bearing			
		2	Savings and temporary cash investments	353,492.	655,271.	655,271.
		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) ►			
			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) L-10b Stmt	1,827,027.	1,382,885.	3,150,160.
		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) L-13 Stmt	1,553,066.	1,600,698.	2,273,532.
		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)	3,733,585.	3,638,854.	6,078,963.
LIABILITIES		17	Accounts payable and accrued expenses			
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, & other disqualified persons			
		21	Mortgages and other notes payable (attach schedule)			
		22	Other liabilities (describe ► L-22 Stmt)	35,650.	14,500.	
		23	**Total liabilities** (add lines 17 through 22)	35,650.	14,500.	
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 ► [X] and complete lines 27 through 31.			
		27	Capital stock, trust principal, or current funds	3,697,935.	3,624,354.	
		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)	3,697,935.	3,624,354.	
		31	**Total liabilities and net assets/fund balances** (see instructions)	3,733,585.	3,638,854.	

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	3,697,935.
2	Enter amount from Part I, line 27a	2	-76,460.
3	Other increases not included in line 2 (itemize) ► unexplained difference	3	2,879.
4	Add lines 1, 2, and 3	4	3,624,354.
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	3,624,354.

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)
1a	See attached schedule	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	519,339.		444,141.	75,198.
b				
c				
d				
e				

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

	(i) 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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				75,198.
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** 75,198.

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**

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	189,963.	4,899,649.	0.038771
2011	217,727.	4,686,105.	0.046462
2010	243,390.	4,293,323.	0.056690
2009	228,301.	3,787,784.	0.060273
2008	201,737.	4,518,952.	0.044642

2	**Total** of line 1, column (d)	2	0.246838
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	0.049368
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,403,122.
5	Multiply line 4 by line 3	5	266,741.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,664.
7	Add lines 5 and 6	7	268,405.
8	Enter qualifying distributions from Part XII, line 4	8	249,756.

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	3,328.
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	3,328.
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	3,328.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 4,149.		
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	4,149.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	821.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 821.	**Refunded** ►	11	

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► John V. Thomas Telephone no. ► (703) 533-9566

Located at ► 304 Buxton Road Falls Church, VA ZIP + 4 ► 22046

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
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)?	1 b		
	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?	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? ☐ 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)	2 b		
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__ .			
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		
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

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

		Yes	No
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**		
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).			
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?	**7 b**		

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
John V. Thomas, 304 Buxton Rd Falls Church VA 22046	Dir, Pres 6.00	0.	0.	0.
Eunice W. Thomas, 304 Buxton Rd Falls Church VA 22046	Dir, VP 3.00	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 ► None

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		None

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 NONE	0.
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 NONE	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3	None

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	5,485,403.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,485,403.
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	5,485,403.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	82,281.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,403,122.
6	**Minimum investment return.** Enter 5% of line 5	6	270,156.

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	270,156.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,328.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,328.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	266,828.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	266,828.
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	266,828.

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	249,756.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	249,756.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	249,756.

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					266,828.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				189,703.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2013					
a From 2008	0.				
b From 2009	0.				
c From 2010	0.				
d From 2011	0.				
e From 2012	0.				
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 249,756.					
a Applied to 2012, but not more than line 2a				189,703.	
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					60,053.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
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					206,775.
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)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2009	0.				
b Excess from 2010	0.				
c Excess from 2011	0.				
d Excess from 2012	0.				
e Excess from 2013	0.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

John V. Thomas
304 Buxton Road
Falls Church VA 22046 (703) 533-9566

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

NONE

c Any submission deadlines.

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
See Attached Schedule 2012 Contributions			See attached schedule	242,850.
Total . . . . ► **3a**				242,850.
***b** Approved for future payment*				
NONE				0.
Total . . . . ► **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		98,098.			
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					75,198.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		98,098.			75,198.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 173,296.

(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.)
1	N/A

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

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

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

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

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

John V Thomas | 5/4/14 | President and Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ► Non-Paid Preparer | Firm's EIN ►

Firm's address ► | Phone no

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2013**

Name: Adele M. Thomas Charitable Foundation, Inc.

Employer Identification Number: 31-1704650

Asset Information:

Description of Property: See attached schedule

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: 519,339. | Cost or other basis (do not reduce by depreciation): 444,141.

Sales Expense: | Valuation Method:

Total Gain (Loss): 75,198. | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Description of Property:

Date Acquired: | How Acquired:

Date Sold: | Name of Buyer:

Sales Price: | Cost or other basis (do not reduce by depreciation):

Sales Expense: | Valuation Method:

Total Gain (Loss): | Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
TREASURER OF VA	25.	25.		25.
Internal Revenue Service	3,000.	3,000.		3,000.
Total	3,025.	3,025.		3,025.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROSERIES (SOFTWARE)	307.	307.		307.
Assn of Small Found	725.	725.		725.
PHIL INS COS (D&O)	1,704.	1,704.		1,704.
Total	2,736.	2,736.		2,736.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Statements	150.			
Total		150.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See attached schedule--Merrill Lynch (individual)	468,354.	1,084,275.
E*Trade--See attached schedule	287,608.	487,131.
See attached schedule--Merrill Lynch (ETFs)	626,923.	1,578,754.
Total	1,382,885.	3,150,160.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE T.Rowe Price	1,130,736.	1,636,023.
SEE ATTACHED SCHEDULE E*TRADE FINANCIAL	469,962.	637,509.
Total	1,600,698.	2,273,532.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Outstanding checks	35,650.	14,500.
Total	35,650.	14,500.

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Merrill Lynch	106,039.
E*Trade	247,453.
Total	353,492.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
ML	315,621.
E*Trade	339,650.
Total	655,271.

Supporting Statement of:

Form 990-PF, p3/Part IV, Line 1(e)-1

Description	Amount
See attached schedule	519,339.
Total	519,339.

Supporting Statement of:

Form 990-PF, p3/Part IV, Line 1(g)-1

Description	Amount
See attached schedule	444,141.
Total	444,141.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (b)

Description	Amount
Merrill Lynch	43,633.

Continued

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (b)

Description	Amount
E-Trade	30,190.
T.RowePrice	24,275.
Total	98,098.

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Sales Price-1

Description	Amount
See attached schedule	519,339.
Total	519,339.

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Cost or other basis-1

Description	Amount
See attached schedule	444,141.
Total	444,141.

2013 CONTRIBUTIONS AND EXPENSES		12/31/2013					
					GRANT	FOUNDATION	
	CONTRIBUTIONS	EXPENSES	TAXES	TOTAL	PURPOSE	STATUS	ADDRESS
122 E. 66TH ST FOUNDATION	$250			$250	GENERAL SUPPORT	PUBLIC	122 E 66th Street, NY, NY 10065
ALL GOD'S CHILDREN UMC	$10,000			$10,000	GENERAL SUPPORT	PUBLIC	PO Box 69, Aulander, NC 27805
ARENA STAGE	$500			$500	GENERAL SUPPORT	PUBLIC	1101 Sixth Street, SW, Washington, DC 20024
ASSN OF SMALL FOUNDATIONS		$725		$725			
BAT CONSERVATION INTERNAT	$1,000			$1,000	GENERAL SUPPORT	PUBLIC	PO Box 162603, Austin, TX 78716
BCC HIGH SCHOOL ED FOUNDA	$600			$600	GENERAL SUPPORT	PUBLIC	PO Box 31209, Bethesday, MD 20824
BENEDICTINE SISTERS OF VA	$250			$250	BEACON	PUBLIC	9535 Linton Hall Road, Bristow, VA 20136
BETA GAMMA SIGMA	$100			$100	GENERAL SUPPORT	PUBLIC	125 Weldon Parkway, Maryland Heights, MD 63043
BOSTON BARQUE	$275			$275	GENERAL SUPPORT	PUBLIC	66 Leonard St., Belmont, MA 02478
BROWN ALUMNI MAGAZINE	$100			$100	GENERAL SUPPORT	PUBLIC	Box 1908, Providence, RI 02912
BROWN UNIVERSITY	$300			$300	PEMBROKE CENTER	PUBLIC	"
BROWN UNIVERSITY	$2,500			$2,500	GENERAL SUPPORT	PUBLIC	"
CHAUTAUQUA FOUNDATION	$5,000			$5,000	GENERAL SUPPORT	PUBLIC	PO Box 28, Chautauqua, NY 12722
CHAUTAUQUA OPERA GUILD	$250			$250	GENERAL SUPPORT	PUBLIC	"
COLONIAL WILLIAMSBURG FOU	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 1776, Williamsburg, VA 23178
CORCORAN GALLERY OF ART	$475			$475	GENERAL SUPPORT	PUBLIC	500 17th Street, NW, Washington, DC 20006
CORNELIUS CORPS/CUMC	$250			$250	GENERAL SUPPORT	PUBLIC	614 S Street, NW, Washington, DC 20001
CORNWALL CEMETERY ASSN	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 67, Cornwall, CT 06753
DEEP SPRINGS COLLEGE	$250			$250	GENERAL SUPPORT	PUBLIC	HC72 Box 45001, Dyer, NV 89010
DEEP SPRINGS COLLEGE	$15,000			$15,000	GENERAL SUPPORT	PUBLIC	"
DICKINSON COLLEGE	$2,500			$2,500	GENERAL SUPPORT	PUBLIC	PO Box 177, Carlisle, PA 17013
DISPUTE SETTLEMENT CENTER	$5,000			$5,000	GENERAL SUPPORT	PUBLIC	302 West Weaver Street, Carrboro, NC 27510
EXOTIC FELINE RESCUE CENTE	$300			$300	GENERAL SUPPORT	PUBLIC	2221 County Road 137, Center Point, IN 47840
FALLS CHURCH ED FOUNDATIO	$250			$250	J SYMANSKI FUND	PUBLIC	800 W Broad St , Suite 203, Falls Church, VA 22046
FCPC	$28,000			$28,000	GENERAL SUPPORT	PUBLIC	225 E Broad St , Falls Church, VA 22046
FCPC	$500			$500	PASTORS DISC FUND	PUBLIC	"
FCPC	$1,000			$1,000	SYRIAN RELIEF	PUBLIC	"
FCPC	$1,000			$1,000	PHILIPPINES RELIEF	PUBLIC	"
FCPC	$100			$100	KUHRMAN PURSE	PUBLIC	"
FOLGER SHAKESPEAR LIBRARY	$250			$250	GENERAL SUPPORT	PUBLIC	201 East Capitol St, SE, Washington, DC 20003
FONZ	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 37012, MRC 5512, Washington, DC 20013
FRICK COLLECTION	$200			$200	GENERAL SUPPORT	PUBLIC	1 E 70th Street, NY, NY 10021
FRIENDS OF GUEST HOUSE	$250			$250	GENERAL SUPPORT	PUBLIC	1 E Luray Ave., Alexandria, VA 22301
FRIENDS OF THE BLUE RIDGE P	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 341, Arden, NC 28704
GEORGETON U LAW CENTER	$250			$250	WOMEN'S LAW & PUB POLICY	PUBLIC	600 New Jersey Ave, NW, Washington, DC 20001
GOVERNOR DICK ENVIOR CEN	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 161, Mr Gretna, PA 17064
HABITAT FOR HUMANITY, N VA	$250			$250	GENERAL SUPPORT	PUBLIC	716 South Glebe Road, Arlington, VA 22204
HIRSHORN	$1,750			$1,750	GENERAL SUPPORT	PUBLIC	PO Box 37012, MRC 358, Washington, DC 20013
HOLY FAMILY CHURCH	$10,000			$10,000	AUGUSTINE PROJECT	PUBLIC	200 Hayes Road, Chapel Hill, NC 27517
HOUSE OF RUTH	$250			$250	GENERAL SUPPORT	PUBLIC	5 Thomas Circle, NW, Washington, DC 20005
HUB FOR DIRECT COMM ACTIO	$500			$500	ARETE PROJECT	PUBLIC	PO Box 1372, Cedar Ridge, CA 95924
I U FOUNDATION	$500			$500	GENERAL SUPPORT	PUBLIC	950 N Meridian St , Indianapolis, IN 46204
INTERNATIONAL CRANE FOUND	$1,000			$1,000	GENERAL SUPPORT	PUBLIC	PO Box 447, Baraboo, WI 53913
INT'L ASSN OF WOMEN JUDGES	$250			$250	GENERAL SUPPORT	PUBLIC	1850 M Street NW, Suite 350, Washington, DC 20036
IRS (est tax 2013, 3/15/13)			$3,000	$3,000			
KENNEDY CENTER	$8,500			$8,500	GENERAL SUPPORT	PUBLIC	2700 F St , NW, Washington, DC 20005

KKG FOUNDATION	$1,000			$1,000	GENERAL SUPPORT	PUBLIC	PO Box 38, Columbus, OH 43216
LCNV	$17,000			$17,000	GENERAL SUPPORT	PUBLIC	2855 Annandale Rd., Falls Church, VA 22042
LCNV	$8,000			$8,000	GENERAL SUPPORT	PUBLIC	"
LIBRARY OF CONGRESS	$13,500			$13,500	COOLIDGE AUD CONCERT	PUBLIC	101 Independence Ave, SW, Washington, DC 20540
LITERACY VOLUNTEERS-PRIN V	$250			$250	GENERAL SUPPORT	PUBLIC	4326 Dale Boulevard, Suite 2, Woodbridge, VA 22193
MARY RILES STILES FOUND TR	$250			$250	GENERAL SUPPORT	PUBLIC	213 W Columbia St, Falls Church, VA 22046
MASSANUTTEN REGIONAL LIBR	$250			$250	GENERAL SUPPORT	PUBLIC	174 S. Main St, Harrisonburg, VA 22801
MAYA EDUCATIONAL FOUNDATI	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 1483, Wellfleet, MA 02667
MERRILL LYNCH		$150		$150			
METROPOLITIAN OPERA	$300			$300	GENERAL SUPPORT	PUBLIC	1000 Fifth Avenue, New York, NY 10028
MISSISSIPPI OPERA	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 1551, Jackson, MS 39215
MONTGOMERY HOSPICE	$250			$250	GENERAL SUPPORT	PUBLIC	1355 Piccard Dr, Suite 100, Rockville, MD 20850
NAT MUS. OF WOMEN IN ART	$150			$150	GENERAL SUPPORT	PUBLIC	1250 New York Ave, NW, Washington, DC 20005
NATIONAL GALLERY OF ART	$10,000			$10,000	GENERAL SUPPORT	PUBLIC	Sixth Street and Constitution Ave, NW, Washington, DC
PLANNED PARENTHOOD, MONT	$1,000			$1,000	GENERAL SUPPORT	PUBLIC	2525 4th Ave, Suite 201, Billings, MT 59101
PHILADELPHIA INS COS		$1,704		$1,704			
PHILLIPS COLLECTION	$600			$600	GENERAL SUPPORT	PUBLIC	1600 Twenty-first St, NW, Washington, DC 20009
PPCNC	$30,000			$30,000	GENERAL SUPPORT	PUBLIC	PO Box 3258, Chapel Hill, NC 27515
PPMW	$25,000			$25,000	GENERAL SUPPORT	PUBLIC	1108 16th Street, NW, Washington, DC 20036
PRO SERIES (2012 PRINT)		$43		$43			
PROSERIES		$264		$264			
ROME CHAMBER MUSIC FESTIV	$250			$250	GENERAL SUPPORT	PUBLIC	250 Park Avenue, Seventh Floor, New York, NY 10177
ST JOHN'S COLLEGE	$10,000			$10,000	GENERAL SUPPORT	PUBLIC	PO Box 2800, Annapolis, MD 21404
SUPPORT THE MET BROADCAS	$300			$300	GENERAL SUPPORT	PUBLIC	Lincoln Center, New York, NY 10023
TELLURIDE ASSOCIATION, INC	$250			$250	GENERAL SUPPORT	PUBLIC	217 West Ave, Ithaca, NY 14850
TREASURER OF VIRGINIA			$25	$25			
UC-CUMBERLAND COLLEGE	$2,500			$2,500	GENERAL SUPPORT	PUBLIC	6191 College Station Dr., Williamsburg, KY 40769
UC-CUMBERLAND COLLEGE	$250			$250	STUDENT HEALTH CNTR	PUBLIC	"
VALUELINE		$995		$995			
VIRGINIA OPERA	$250			$250	GENERAL SUPPORT	PUBLIC	10660 Page Ave #1345, Fairfax, VA 22038
WAZA ALLIANCE FOR QUAL ED	$500			$500	GENERAL SUPPORT	PUBLIC	1061 E Israel Rd, Greensburg, IN 47240
WESTERN PENNSYLVANIA CON	$500			$500	FALLINGWATER	PUBLIC	800 Waterfront Dr., Pittsburgh, PA 15222
WOLF TRAP FOUNDATION	$300			$300	GENERAL SUPPORT	PUBLIC	1645 Trap Rd, Vienna, VA 22182
WORD OF FAITH MINISTRY	$250			$250	GENERAL SUPPORT	PUBLIC	PO Box 868, Kenansville, NC 28349
WPAS	$5,000			$5,000	GENERAL SUPPORT	PUBLIC	2000 L Street, NW, Washington, DC 20036
YALE LAW SCHOOL FUND	$10,000			$10,000	GENERAL SUPPORT	PUBLIC	PO Box 2038, New Haven, CT 06521
YALE LAW SCHOOL FUND	$2,500			$2,500	GENERAL SUPPORT	PUBLIC	"
YOSEMITE CONSERVANCY	$1,000			$1,000	GENERAL SUPPORT	PUBLIC	155 Montogomery St, Suite 1104, San Francisco, CA 94104
TOTALS	$242,850	$3,881	$3,025	$249,756			
				$249,756			

AMTCFInc CAPITAL GAINS AND LOSSES 2013					12/31/2013		
SHORT TERM							
NAME	WHAT	P or D	ACQUIRED	SOLD	SALE PR	COST	GAIN OR LO
							$0
							$0
							$0
							$0
							$0
							$0
							$0
NET SHORT TERM GAINS AND LOSSES					$0	$0	$0
LONG TERM							
AT&T	1000	P	11/27/2006	2/13/2013	$35,445	$33,135	$2,310
AT&T	2000	P	11/27/2006	2/13/2013	$70,889	$66,290	$4,599
DUPONT E I DE NEMOURS	1900	P	5/23/2011	2/13/2013	$90,378	$98,781	-$8,403
STRYKER CORP	900	P	8/16/2005	2/13/2013	$ 57,338	$48,769	$8,569
STRYKER CORP	900	P	8/16/2005	2/13/2013	$ 57,338	$48,778	$8,560
QQQ	1600	P	10/16/2008	2/13/2013	$108,996	$49,306	$59,690
ARCHER-DANIELS-MIDLAND	3200	P	5/23/2011	2/13/2013	$98,388	$99,082	-$694
HEALTHSOUTH CORP SEC LIT		P	7/29/2002	1/23/2013	$519	$0	$519
DELL INC SEC LIT		P	8/19/2005	1/4/2013	$48	$0	$48
NET LONG TERM GAINS AND LOSSES					$519,339	$444,141	$75,198
TOTAL CAPITAL GAINS AND LOSSES					$519,339	$444,141	$75,198

ADELE M THOMAS CHARITABLE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		2,943.65	2,943.65			
240,248	ML BANK DEPOSIT PROGRAM	01/31/13	240,248 00	240,248.00			72.07
72,429	ISA BANK OF CHINA		72,429.00	72,429.00			14 49
	Total Cash and Money Funds		**315,620.65**	**315,620.65**			**86.56**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description		Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities						
1,500	BED BATH & BEYOND INC		10/01/04	57,855.00	120,450.00	62,595.00	
800	BED BATH & BEYOND INC		10/01/04	30,856.00	64,240.00	33,384.00	
200	BED BATH & BEYOND INC		10/01/04	7,714.00	16,060.00	8,346.00	
3,600	INTEL CORP		08/30/88	3,333.16	93,438.00	90,104.84	3,240.00
3,200	INTEL CORP		09/20/99	90,150.00	83,056.00	(7,094.00)	2,880.00
200	INTUIT INC	COM	05/30/06	5,442 50	15,264.00	9,821.50	152.00
1,000	INTUIT INC	COM	05/30/06	27,212.50	76,320.00	49,107.50	760 00
200	INTUIT INC	COM	05/30/06	5,442.50	15,264.00	9,821.50	152.00
1,000	INTUIT INC	COM	05/30/06	27,217.50	76,320.00	49,102.50	760.00

EMA Fiscal Statement

ADELE M THOMAS CHARITABLE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
400	INTUIT INC COM	05/30/06	10,889.00	30,528 00	19,639 00	304.00
200	INTUIT INC COM	05/30/06	5,444.50	15,264.00	9,819.50	152.00
500	JOHNSON AND JOHNSON COM	01/17/94	5,565.63	45,795.00	40,229 37	1,320.00
1,900	JOHNSON AND JOHNSON COM	09/20/99	80,839 07	174,021.00	93,181.93	5,016.00
1,400	MEDTRONIC INC COM	01/19/87	1,796.00	80,346.00	78,550.00	1,569.00
3,100	MEDTRONIC INC COM	09/20/99	108,596.88	177,909.00	69,312.12	3,473.00
	Total Equities		**468,354.24**	**1,084,275.00**	**615,920.76**	**19,778.00**
	Mutual Funds/Closed End Funds/UIT					
10,800	POWERSHARES QQQ TR UNITS SER 1	02/22/02	284,785.41	949,968.00	665,182.59	9,645.00
3,800	SPDR DOW JONES INDUST AV ETF TRUST	06/13/02	342,138.00	628,786 00	286,648.00	13,046.00
	Total Mutual Funds/Closed End Funds/UIT		**626,923.41**	**1,578,754.00**	**951,830.59**	**22,691.00**

Account Number: XXXX-8970 **Statement Period :** December 1, 2013 - December 31, 2013 **Account Type:** CORPORATION - S CORPORATION

ACCOUNT HOLDINGS

CASH & CASH EQUIVALENTS (23.20% of Holdings)

DESCRIPTION	OPENING BALANCE	CLOSING BALANCE	PORTFOLIO (%)	AVG BALANCE
Extended Insurance Sweep Deposit Account				
E*TRADE Bank	120,000.00	120,000.00		120,000.49
Bank of America, N.A.	120,000.00	120,000.00		120,000.49
Citibank, N.A.	60,000.00	60,000.00		60,000.25
Union Bank	39,468.81	39,650.23		39,522.47
Extended Insurance Sweep Deposit Account Total	**339,468.81**	**339,650.23**	**23.20**	**339,523.70**

Under the Extended Insurance Sweep Deposit Account (ESDA) program, your cash balances are swept into deposit accounts with E*TRADE Bank and six other depository institutions in varying amounts and are FDIC-insured up to an aggregate of at least $1,250,000. Uninvested cash balances in the ESDA program are not covered by SIPC. The balance in your bank deposit sweep account may be withdrawn on your order and proceeds returned to your securities account or remitted to you.

TOTAL CASH & CASH EQUIVALENTS	**$339,468.81**	**$339,650.23**	**23.20%**
TOTAL CASH & CASH EQUIVALENTS YTD INTEREST (SWEEP ONLY)	**$31.32**		

STOCKS, OPTIONS & EXCHANGE-TRADED FUNDS (33.27% of Holdings)

DESCRIPTION	SYMBOL/ CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO (%)	EST. ANNUAL INCOME	EST. ANNUAL YIELD (%)
SPDR DOW JONES INDL AVERAGE ETF TR UNIT SER 1	DIA	Margin	600	165.4700	99,282.00	6.78	2,060.00	2.07%
SPDR S&P 500 ETF TRUST	SPY	Margin	2,100	184.6900	387,849.00	26.49	7,037.00	1.81%
TOTAL STOCKS, OPTIONS & ETF					**$487,131.00**	**33.27%**	**$9,097.00**	**1.87%**

MUTUAL FUNDS (43.54% of Holdings)

DESCRIPTION	SYMBOL/ CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO (%)	EST. ANNUAL INCOME
**ROYCE FUND-PENNSYLVANIA MUTUAL FUND INVESTMENT CL	PENNX	Margin	28,489.039	14.7300	419,643.54	28.66	28.00
**T ROWE PRICE INTL FUNDS INC INTERNATIONAL STOCK FUND	PRITX	Cash	13,365.974	16.3000	217,865.38	14.88	2,005.00
TOTAL MUTUAL FUNDS					**$637,508.92**	**43.54%**	**$2,033.00**

TOTAL PRICED PORTFOLIO HOLDINGS (ON 12/31/13)	**$1,464,290.15**
TOTAL ESTIMATED ACCOUNT HOLDINGS ANNUAL INCOME	**$11,130.00**

Year-End 2013
Mutual Fund Statement

T.RowePrice
INVEST WITH CONFIDENCE

Investor Number

1007369 01 AT 0 381 **AUTO T8 0 2563 22046-361804 C01-M1 -P07376

Adele M Thomas Charitable
Foundation Inc
C/O John V Thomas
304 Buxton Rd
Falls Church VA 22046-3618

If you have any questions, please visit troweprice.com or call T. Rowe Price's Personal Services Team at 1-800-225-3222.

Could your old 401(k) do better at T. Rowe Price? Take advantage of our investment expertise by calling 1-800-638-5660 to speak with an Investment Guidance Specialist today.

Portfolio Value:	**$1,636,022.78**

Activity Summary

	This Quarter	Year-to-Date[1]
Beginning Value	**$1,496,980.24**	**$1,273,747.88**
Additions	0.00	0 00
Deductions	0.00	0 00
Income	8,848.16	24,275.29
Market Fluctuation[2]	130,194.38	337,999.61
Ending Value	**$1,636,022.78**	**$1,636,022.78**
Net Change	$139,042.54	$362,274.90

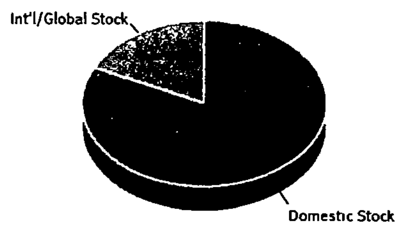
Income Summary

	This Quarter	Year-to-Date[1]
Taxable	$8,848 16	$24,275.29

[1] Year-to-date income may include closed accounts no longer shown on this statement.

[2] The term "Market Fluctuation" reflects any increase or decrease in fund share prices since your last statement. It does not reflect a fund's payment of dividends and interest or any reinvestment of dividends and interest into your account. If all of your holdings are money market funds, there should be no change in account value or principal due to market fluctuation For other terms, please see "About Your Account and Statement"

Asset Allocation



100.0% Stock Funds	**$1,636,022.78**
82.0% Domestic	1,342,347.16
18 0% International/Global	293,675.62

Portfolio Overview

Nonretirement	9/30/13 Value	12/31/13 Value	Change in Value	% of Assets
T. Rowe Price Mutual Funds				
Equity Index 500	$1,215,715 87	$1,342,347.16	$126,631.29	82.1%
International Stock	281,264 37	293,675.62	12,411.25	17.9
Total Market Value	**$1,496,980.24**	**$1,636,022.78**	**$139,042.54**	**100.0%**