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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

► 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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

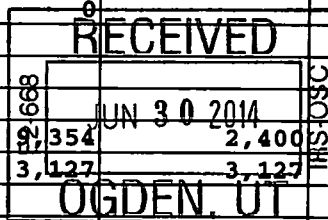
Name of foundation <b>DR. O.M. &amp; RUTH A. HARPER FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>32-0092387</b>
Number and street (or P O box number if mail is not delivered to street address) <b>500 VIRGINIA STREET, EAST</b>	Room/suite <b>1000</b>	B Telephone number (see instructions) <b>304-342-4169</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CHARLESTON WV 25301</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>1,645,948</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,487	156	5,487	
	4 Dividends and interest from securities	48,748	48,748	48,748	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	27,480			
	b Gross sales price for all assets on line 6a 121,597				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 2	1,484	1,484	1,484		
12 Total. Add lines 1 through 11	83,199	50,388	55,719		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 3	9,354	2,400		6,954
	c Other professional fees (attach schedule) Stmt 4	3,127	3,127		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 5	153	47		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 6	778			
	24 Total operating and administrative expenses. Add lines 13 through 23	13,412	5,574	0	6,954
	25 Contributions, gifts, grants paid	57,600			57,600
26 Total expenses and disbursements. Add lines 24 and 25	71,012	5,574	0	64,554	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	12,187				
b Net investment income (if negative, enter -0-)		44,814			
c Adjusted net income (if negative, enter -0-)			55,719		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED JUL 02 2014



<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash – non-interest-bearing	<b>13,645</b>	<b>12,329</b>	<b>12,329</b>
	<b>2</b> Savings and temporary cash investments	<b>19,425</b>	<b>78,743</b>	<b>78,743</b>
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	<b>7</b> Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	<b>0</b>		
	<b>8</b> Inventories for sale or use			
	<b>9</b> Prepaid expenses and deferred charges			
	<b>10a</b> Investments – U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments – corporate stock (attach schedule) <b>See Stmt 7</b>	<b>1,041,585</b>	<b>1,038,017</b>	<b>1,554,876</b>
	<b>c</b> Investments – corporate bonds (attach schedule)			
	<b>11</b> Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	<b>12</b> Investments – mortgage loans			
	<b>13</b> Investments – other (attach schedule)			
	<b>14</b> Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	<b>15</b> Other assets (describe ▶)			
	<b>16 Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item i)	<b>1,074,655</b>	<b>1,129,089</b>	<b>1,645,948</b>
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	<b>86</b>		
	<b>18</b> Grants payable			
	<b>19</b> Deferred revenue			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule)			
	<b>22</b> Other liabilities (describe ▶)			
	<b>23 Total liabilities</b> (add lines 17 through 22)	<b>86</b>	<b>0</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	<b>24</b> Unrestricted			
	<b>25</b> Temporarily restricted			
	<b>26</b> Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	<b>27</b> Capital stock, trust principal, or current funds			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	<b>1,074,569</b>	<b>1,129,089</b>	
	<b>30 Total net assets or fund balances</b> (see instructions)	<b>1,074,569</b>	<b>1,129,089</b>	
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions)	<b>1,074,655</b>	<b>1,129,089</b>	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	<b>1,074,569</b>
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	<b>12,187</b>
<b>3</b> Other increases not included in line 2 (itemize) ▶ <b>See Statement 8</b>	<b>3</b>	<b>42,333</b>
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	<b>1,129,089</b>
<b>5</b> Decreases not included in line 2 (itemize) ▶	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	<b>6</b>	<b>1,129,089</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a N/A</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>
<b>3</b> 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		<b>3</b>

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	<b>69,680</b>	<b>1,372,677</b>	<b>0.050762</b>
2011	<b>51,200</b>	<b>1,319,557</b>	<b>0.038801</b>
2010	<b>55,500</b>	<b>927,888</b>	<b>0.059813</b>
2009	<b>15,500</b>	<b>453,407</b>	<b>0.034186</b>
2008	<b>7,599</b>	<b>116,566</b>	<b>0.065191</b>

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.248753</b>
<b>3</b> 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	<b>3</b>	<b>0.049751</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	<b>1,547,948</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>77,012</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>448</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>77,460</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	<b>64,554</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>896</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>896</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>896</b>
<b>6</b>	Credits/Payments:		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	<b>896</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>900</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>1,796</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	<b>900</b>
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <b>900</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers. <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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.		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>WV</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**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		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ► <b>WILLIAM M. ELLIS, JR.</b> <b>500 VIRGINIA STREET, E</b> Located at ► <b>CHARLESTON</b>	Telephone no. ► <b>304-342-4169</b> ZIP+4 ► <b>25301</b>		
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	► <b>15</b>		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No <b>X</b>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<b>N/A</b>	
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?	<b>N/A</b>	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<b>N/A</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	<b>N/A</b>	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<b>N/A</b>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
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?		<b>X</b>

**Part VII-B** **Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**N/A****5b**

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?**N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870.

**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM M. ELLIS, JR. 500 VIRGINIA ST. E.	CHARLESTON WV 25301	PRESIDENT/TR 0.00	0	0
CRAIG M. KAY P.O. BOX 2031	CHARLESTON WV 25327	SECRETARY 0.00	0	0

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

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

Total number of other employees paid over \$50,000

**0**

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1 NONE</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1 N/A</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>1,527,403</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>44,118</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>1,571,521</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>1,571,521</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>23,573</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>1,547,948</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>77,397</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>77,397</b>
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	<b>896</b>
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>896</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>76,501</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>76,501</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>76,501</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>64,554</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>64,554</b>
<b>5</b>	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)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>64,554</b>

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				<b>76,501</b>
<b>2</b> Undistributed income, if any, as of the end of 2013.				
<b>a</b> Enter amount for 2012 only			<b>4,589</b>	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>64,554</b>				
<b>a</b> Applied to 2012, but not more than line 2a			<b>4,589</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				<b>59,965</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				<b>16,536</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

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

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

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

**N/A**

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

**NONE**

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

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

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

**WILLIAM M. ELLIS, JR.**  
**500 VIRGINIA ST. E. CHARLESTON WV 25301**

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

**ALL APPLICATIONS SHOULD BE IN WRITING**

**c** Any submission deadlines:

**N/A**

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

**See Statement 9**

**Part VII** 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
<b>a</b> Paid during the year <b>ALICE LLOYD COLLEGE</b> <b>100 PURPOSE ROAD</b> <b>PIPPA PASSES KY 41844</b>  <b>CHILDREN'S HOME SOCIETY</b> <b>1145 GREENBRIER STREET</b> <b>CHARLESTON WV 25311</b>  <b>THE GREATER KANWHA VALLEY FDN.</b> <b>900 LEE STREET E</b> <b>CHARLESTON WV 25301</b>  <b>DRUG AND ALCOHOL PRESENTATION</b> <b>733 B CENTRAL AVENUE</b> <b>CHARLESTON WV 25302</b>  <b>BOY SCOUTS OF AMERICA</b> <b>2829 KANAWHA BLVD. E</b> <b>CHARLESTON WV 25311</b>  <b>25045-A NEW CLENDENIN INC</b> <b>P. O. BOX 421</b> <b>CLENDENIN WV 25045</b>  <b>HOPE</b> <b>1033 VIRGINIA STREET EAST</b> <b>CHARLESTON WV 25301</b>  <b>CHARLESTON ROSE SOCIETY</b> <b>511 GRANT STREET</b> <b>CHARLESTON WV 25302</b>  <b>WALKING MIRACLES INC</b> <b>59 WATERVIEW LANE</b> <b>ELKVIEW WV 25071</b>	<b>NONE</b> <b>FUNDING FOR LOW INCOME INDIVIDUALS</b>  <b>NONE</b> <b>HELP CHILDREN AND FAMILIES IN WV</b>  <b>NONE</b> <b>SCHOLARSHIP FUNDING</b>  <b>NONE</b> <b>EDUCATE VARIOUS COUNTIES WITH DVD'S</b>  <b>NONE</b> <b>VARIOUS ACTIVITIES</b>  <b>501(C)3</b> <b>CLENDENIN CENTER FOR EDUCATION</b>  <b>501 (C)3</b> <b>REPAIR HOMES IN LOW INCOME ROANE CO.</b>  <b>501(C)3</b> <b>SPONSOR ROSE SHOW</b>  <b>501(C)3</b> <b>CHILDHOOD CANCER SUPPORT SERVICES</b>			 <b>18,000</b>   <b>5,000</b>   <b>10,000</b>   <b>3,000</b>   <b>5,000</b>   <b>10,000</b>   <b>4,000</b>   <b>2,000</b>   <b>600</b>
<b>Total</b>			<b>▶ 3a</b>	<b>57,600</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	





# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description	Whom Sold	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Price	Sale				
SEE NTV ASSET STATEMENT				Purchase		20,504	\$		-2,135
SEE NTV ASSET STATEMENT				Purchase					
REALTY INCOME CORP-NTV				78,034		64,678			13,356
				Purchase					
AMERICAN REALTY CAP-NTV			1/29/13	17					17
				Purchase					
CHARLES SCHWAB-LTCG DISTRIB.			1/28/13	350					350
				Purchase					
ALCATEL RIGHTS-CHASE A/C			12/31/13	1,129					1,129
				Purchase					
SEE CHASE STATEMENT			12/19/13	4					4
				Purchase					
DELISTED COMMON STOCK				22,091		8,935			13,156
				Purchase					
CHASE LTCG DISTRIBUTIONS			12/24/13	268					268
				Purchase					
Total				1,335		94,117	\$	0	1,335
				121,597					27,480

## Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books		Net Investment Income		Adjusted Net Income	
ROYALTIES	\$	1,484	\$	1,484	\$	1,484
Total	\$	1,484	\$	1,484	\$	1,484

## Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL & ACCOUNTING	\$ 9,354	\$ 2,400	\$	\$ 6,954
Total	\$ 9,354	\$ 2,400	\$ 0	\$ 6,954

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEES	\$ 3,127	\$ 3,127	\$	\$
Total	\$ 3,127	\$ 3,127	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER TAXES & LICENSES	\$ 153	\$ 47	\$	\$
Total	\$ 153	\$ 47	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses			\$	
FEDERAL EXCISE TAX	778			
Total	\$ 778	\$ 0	\$ 0	\$ 0



## Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
INVESTMENTS, AT COST	\$ 1,041,585	\$ 1,038,017	Cost	\$ 1,554,876
Total	<u>\$ 1,041,585</u>	<u>\$ 1,038,017</u>		<u>\$ 1,554,876</u>

**Federal Statements****Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
TRANSFER FROM ESTATE	\$ 42,331
ROUNDING	2
Total	\$ 42,333

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
ALL APPLICATIONS SHOULD BE IN WRITING

**Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description
KANAWHA COUNTY & CLAY COUNTY, WV APPLICANTS ARE GIVEN PREFERENCE



# **Realized Gains and Losses By Category** Fiscal Year Ending 12/31/2013

Harper Family Foundation Inc Charitable Acct # 99877861

## **Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>
Federal Agric	02/14/2013	12/10/2013	300.000	7,474.95	5,876.35	-1,598.60
Ishares Fixed Income	08/08/2012	05/29/2013	200.000	12,429.95	11,948.42	-481.53
Realty Income Corp	02/25/2013	11/06/2013	13.000	599.05	544.06	-54.99
Short Term Gains (Sales)				20,503.95	18,368.83	-2,135.12

## **Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Long Term Gains</u>
Apache Corp	08/24/2010	08/02/2013	0.946	88.94	77.75	-11.19
BB&T Corp	05/01/2012	12/10/2013	300.000	7,523.55	6,339.75	-1,183.80
Flaherty & Crumrine Clay	03/12/2010	08/02/2013	100.000	1,507.92	1,849.32	341.40
Flaherty & Crumrine Clay	03/12/2010	08/02/2013	100.000	1,507.92	1,849.32	341.40
Flaherty & Crumrine Clay	03/12/2010	08/02/2013	100.000	1,507.02	1,849.32	342.30
Flaherty & Crumrine Clay	03/12/2010	08/02/2013	200.000	3,014.04	3,698.63	684.59
Flaherty & Crumrine Clay	03/12/2010	08/02/2013	300.000	4,523.75	5,547.92	1,024.17
			800.000	12,060.65	14,794.51	2,733.86
Hartford Financial Services	07/27/2010	04/03/2013	0.160	4.27	4.04	-0.23
Ishares S&P Small Cap Par 0.00	11/09/2011	12/19/2013	200.000	13,347.59	21,340.26	7,992.67
Powershares Emerging Mkts	03/12/2010	06/04/2013	300.000	7,842.00	8,713.71	871.71
Realty Income Corp	07/19/2012	11/06/2013	287.000	10,767.71	12,011.13	1,243.42
SPDR KBW Regional Bking	12/09/2010	08/15/2013	150.000	3,737.45	5,447.81	1,710.36

# **Realized Gains and Losses By Category** Fiscal Year Ending 12/31/2013

Harper Family Foundation Inc Charitable Acct # 99877861

## **Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Long Term Gains</u>
Western Asset Global	03/12/2010	06/04/2013	100.000	1,861.69	1,861.05	-0.64
Western Asset Global	03/12/2010	06/04/2013	100.000	1,859.79	1,861.05	1.26
Western Asset Global	03/12/2010	06/04/2013	300.000	5,583.87	5,583.14	-0.73
			<u>500.000</u>	<u>9,305.35</u>	<u>9,305.24</u>	<u>-0.11</u>
Long Term Gains (Sales)				64,677.51	78,034.20	13,356.69
Total Gains (Sales)				85,181.46	96,403.03	11,221.57

J.P. MORGAN SECURITIES LLC  
MEMBER FINRA, NYSE, SIPC  
420 W. VAN BUREN STREET  
SUITE IL1-0291, 11TH FL  
CHICAGO, IL 60606-3534

Account No. 738-51794  
Account Name: DR O M & RUTH A HARPER FAM  
Taxpayer Identification Number 32-0092387  
Account Executive No. JKH

ORIGINAL: 12/31/13



## 2013 Supplemental Gain or Loss Information

### Long Term Gain or Loss from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity	Cost Basis and Option Premium	Gain or Loss Basis	Realized Gain or Loss Basis
12/18/13	12/02/08	ACCO BRANDS CORP	ACCO 00081T108	94.00000	556.58	111.86 T ✓	444.72
12/18/13	12/02/08	***ALCATEL-LUCENT SPONSORED ADR	ALU 013904305	8.00000	4.19	16.48 T ✓	(12.29)
12/18/13	12/02/08	COMCAST CORP CL A	CMCSA 20030N101	132.00000	6,372.92	2,088.24 T ✓	4,284.68
12/18/13	12/02/08	CBS CORP CLASS B	CBS 124857202	54.00000	3,086.51	325.62 T ✓	2,760.89
12/18/13	07/02/10	FRONTIER COMMUNICATIONS CORP	FTR 35906A108	43.00000	160.53	8.04 T	152.49
09/17/13	12/02/08	INTERMEC INC	458786100	152.00000	1,520.00	1,834.64 T ✓	(314.64)
12/18/13	12/02/08	LSI CORPORATION	LSI 502161102	2.00000	1.36	5.06 T ✓	(3.70)
12/18/13	12/02/08	MERITOR INC	MTOR 59001K100	199.00000	1,537.42	643.39 T ✓	894.03
12/18/13	12/02/08	MONEYGRAM INTERNATIONAL INC	MGI 60935Y208	62.00000	1,191.07	62.00 T ✓	1,129.07
12/18/13	12/02/08	VIAD CORP	VVI 92552R406	125.00000	3,318.71	3,041.25 T ✓	277.46
12/18/13	12/02/08	VIACOM INC CLASS B	VIAB 92553P201	54.00000	4,342.09	798.39 T ✓	3,543.70
11 ITEMS - Total Long Term Not Reported Transactions Gain or Loss					22,091.38	8,934.97	13,156.41

If you are required to file a return, a negligence penalty or other sanctions may be imposed on you if this income is taxable and the IRS determines that it has not been reported.