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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation JOHN HENRY FOSTER AND BERNADINE FOSTER FOUNDATION		A Employer identification number 43-1242408	
Number and street (or P O box number if mail is not delivered to street address) 32 PORTLAND DRIVE		Room/suite	B Telephone number (see instructions) (314) 567-1068
City or town, state or province, country, and ZIP or foreign postal code ST LOUIS, MO 63131		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		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) <input type="checkbox"/> \$ 1,733,935		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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				
	4 Dividends and interest from securities.	42,860	42,860		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	78,013			
	b Gross sales price for all assets on line 6a 486,101				
	7 Capital gain net income (from Part IV, line 2) . . .		78,013		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	120,873	120,873		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,370	2,370		
	c Other professional fees (attach schedule)	19,575	19,575		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,401	2,401		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	99	99		
	24 Total operating and administrative expenses. Add lines 13 through 23	24,445	24,445		0
	25 Contributions, gifts, grants paid	79,000			79,000
	26 Total expenses and disbursements. Add lines 24 and 25	103,445	24,445		79,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	17,428			
	b Net investment income (if negative, enter -0-)		96,428		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	386	241	241
	2	Savings and temporary cash investments	104,482	100,199	100,199
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,129,657	1,151,513	1,633,495
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,234,525	1,251,953	1,733,935	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,126,899	2,126,899	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-892,374	-874,946	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,234,525	1,251,953	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,234,525	1,251,953	

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)	11,234,525
2	Enter amount from Part I, line 27a	17,428
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,251,953
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,251,953

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	78,013
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	14,043

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	69,720	1,500,360	0 046469
2011	74,712	1,490,703	0 050119
2010	70,772	1,419,073	0 049872
2009	63,000	1,281,736	0 049152
2008	67,000	1,622,485	0 041295

2	Total of line 1, column (d).	2	0 236907
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 047381
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,547,627
5	Multiply line 4 by line 3.	5	73,328
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	964
7	Add lines 5 and 6.	7	74,292
8	Enter qualifying distributions from Part XII, line 4.	8	79,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <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 Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	964
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2.	3	964
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	964
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	970
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

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

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JUNE E KILO Telephone no (314) 567-1068 Located at 32 PORTLAND DRIVE ST LOUIS MO ZIP +4 63131			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?




7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DR JOSEPH R WILLIAMSON  THE WILLOWS 205 S WOODSMILL RD APT 3213 CHESTERFIELD, MO 63017	PRESIDENT & 0 01	0	0	0
JUNE E KILO  32 PORTLAND DRIVE ST LOUIS, MO 63131	SEC /TREAS 1 00	0	0	0
DR MICHAEL A BECNEL  4705 MERIVALE CHEVY CHASE, MD 20815	DIRECTOR 0 01	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.

☒

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Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,529,533
b	Average of monthly cash balances.	1b	41,662
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,571,195
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	1,571,195
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,568
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,547,627
6	Minimum investment return. Enter 5% of line 5.	6	77,381

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	77,381
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	964
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	964
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	76,417
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	76,417
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	76,417

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	79,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	79,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	964
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	78,036
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				76,417
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,711	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 79,000				
a Applied to 2012, but not more than line 2a			3,711	
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.				75,289
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,128
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

1a

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

b

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

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	79,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
AEGON N V ~NY REGISTRY SH	P	2004-09-22	2013-08-14
AKZO NOBEL NV ~SPONSORED ADR	P	2011-07-08	2013-02-15
DAIMLER AG ~ORD NPV(REGD)	P	2012-09-25	2013-12-23
MARKS & SPENCER GROUP PLC ~SPONSORED	P	2008-03-27	2013-09-05
SEIKO EPSON CORP ~ADR	P	2011-05-24	2013-10-18
SWISS RE LTD ~SPONSORED ADR	P	2011-06-23	2013-04-02
TIM PARTICIPACOES S A ~SPONSORED ADR	P	2001-04-26	2013-12-23
WOLTERS KLUWER N V ~SPONSORED ADR	P	2005-05-10	2013-11-13
CST BRANDS INC	P	2013-05-02	2013-05-02
EATON CORP PLC	P	2012-12-03	2013-03-06
FLEXTRONICS INTL LTD ~ORD	P	2012-07-19	2013-11-21
KBR INC	P	2009-10-30	2013-01-23
OCCIDENTAL PETE CORP DEL	P	2012-08-14	2013-05-06
PRUDENTIAL FINL INC	P	2012-06-21	2013-10-01
VALERO ENERGY CORP NEW	P	2012-11-02	2013-10-23
BED BATH & BEYOND INC	P	2012-08-17	2013-05-14
TJX COS INC NEW	P	2010-05-21	2013-11-18
AEGON N V ~NY REGISTRY SH	P	2005-05-24	2013-08-14
AKZO NOBEL NV ~SPONSORED ADR	P	2011-07-08	2013-02-15
DEUTSCHE TELEKOM AG ~SPONSORED ADR	P	2007-02-23	2013-09-27
MITSUBISHI UFJ FINL GROUP INC ~SPONS	P	2007-03-30	2013-12-23
SEIKO EPSON CORP ~ADR	P	2013-04-19	2013-10-18
SWISS RE LTD ~SPONSORED ADR	P	2011-06-23	2013-12-23
TIM PARTICIPACOES S A ~SPONSORED ADR	P	2012-07-19	2013-12-23
WOLTERS KLUWER N V ~SPONSORED ADR	P	2006-05-25	2013-12-13
CVS CAREMARK CORPORATION	P	2009-11-05	2013-12-16
EATON CORP PLC	P	2012-12-03	2013-05-06
FORD MTR CO DEL ~COM PAR 0 01	P	2012-11-02	2013-07-08
LIFE TECHNOLOGIES CORP	P	2012-10-26	2013-01-18
OCCIDENTAL PETE CORP DEL	P	2012-08-14	2013-12-11

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PRUDENTIAL FINL INC	P	2013-02-08	2013-10-01
VALERO ENERGY CORP NEW	P	2012-11-02	2013-02-05
CAPITAL ONE FINL CORP	P	2011-03-11	2013-03-05
UNITED PARCEL SERVICE INC ~CL B	P	2010-08-04	2013-05-17
AEGON N V ~NY REGISTRY SH	P	2005-09-29	2013-10-18
ASTELLAS PHARMA INC ~ADR	P	2010-06-04	2013-12-23
DEUTSCHE TELEKOM AG ~SPONSORED ADR	P	2007-02-23	2013-12-23
MITSUBISHI UFJ FINL GROUP INC ~SPONS	P	2007-04-27	2013-12-23
SEVEN & I HLDGS CO LTD ~ADR	P	2010-08-25	2013-02-01
TAKEDA PHARMACEUTICAL CO LTD ~SPONSO	P	2010-10-22	2013-03-11
TOTAL S A ~SPONSORED ADR	P	2010-04-26	2013-12-23
WOLTERS KLUWER N V ~SPONSORED ADR	P	2009-05-15	2013-12-13
DARDEN RESTAURANTS INC	P	2013-02-01	2013-10-17
FLEXTRONICS INTL LTD ~ORD	P	2007-03-06	2013-05-14
FORD MTR CO DEL ~COM PAR 0 01	P	2012-11-02	2013-07-10
LIFE TECHNOLOGIES CORP	P	2012-10-26	2013-02-22
OCCIDENTAL PETE CORP DEL	P	2012-08-14	2013-12-09
REGIONS FINL CORP NEW	P	2012-11-02	2013-07-05
VALERO ENERGY CORP NEW	P	2012-11-02	2013-01-04
COACH INC	P	2011-09-16	2013-01-30
V F CORP	P	2012-02-24	2013-08-27
AEGON N V ~NY REGISTRY SH	P	2005-09-29	2013-08-14
ASTRAZENECA PLC ~SPONSORED ADR	P	2007-06-13	2013-12-23
DEUTSCHE TELEKOM AG ~SPONSORED ADR	P	2007-06-21	2013-12-23
NIPPON TELEG & TEL CORP ~SPONSORED A	P	2007-07-27	2013-07-02
SEVEN & I HLDGS CO LTD ~ADR	P	2010-08-25	2013-02-04
TDK CORP ~AMERN DEP SH	P	2008-01-25	2013-11-26
TOTAL S A ~SPONSORED ADR	P	2010-04-26	2013-12-19
WOLTERS KLUWER N V ~SPONSORED ADR	P	2010-05-11	2013-12-13
DARDEN RESTAURANTS INC	P	2013-02-06	2013-10-17

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FLEXTRONICS INTL LTD ~ORD	P	2007-06-06	2013-05-14
FORD MTR CO DEL ~COM PAR 0 01	P	2012-11-02	2013-01-11
METLIFE INC	P	2010-08-25	2013-03-15
OCCIDENTAL PETE CORP DEL	P	2012-10-01	2013-12-11
ROCKWELL AUTOMATION INC	P	2012-10-26	2013-11-04
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-01-10	2013-05-01
COCA COLA CO	P	2010-09-07	2013-09-20
AEGON N V ~NY REGISTRY SH	P	2007-08-15	2013-11-15
ASTRAZENECA PLC ~SPONSORED ADR	P	2007-08-10	2013-12-23
FIRST PAC LTD ~SPONSORED ADR	P	2013-07-15	2013-07-15
NIPPON TELEG & TEL CORP ~SPONSORED A	P	2007-07-27	2013-12-23
SEVEN & I HLDGS CO LTD ~ADR	P	2010-10-18	2013-02-04
TE CONNECTIVITY LTD ~REG SHS	P	2007-07-31	2013-05-09
TOTAL S A ~SPONSORED ADR	P	2010-05-20	2013-12-23
WOLTERS KLUWER N V ~SPONSORED ADR	P	2011-05-24	2013-12-13
DEVON ENERGY CORP NEW	P	2012-04-30	2013-07-23
FLEXTRONICS INTL LTD ~ORD	P	2007-08-07	2013-05-14
GOOGLE INC ~CL A	P	2012-11-02	2013-11-04
MICROSOFT CORP	P	2012-11-06	2013-04-22
OCCIDENTAL PETE CORP DEL	P	2013-06-21	2013-12-11
ROYAL DUTCH SHELL PLC ~SPONS ADR A	P	2011-05-16	2013-01-30
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-01-13	2013-05-01
COCA COLA CO	P	2010-09-07	2013-09-20
AEGON N V ~NY REGISTRY SH	P	2007-08-15	2013-10-18
BANCO SANTANDER BRASIL S A ~ADS REP	P	2013-08-22	2013-08-22
FLEXTRONICS INTL LTD ~ORD	P	2008-11-03	2013-08-08
SANOFI ~SPONSORED ADR	P	2007-02-28	2013-04-15
SONY CORP ~ADR NEW	P	2008-10-28	2013-01-23
TE CONNECTIVITY LTD ~REG SHS	P	2007-07-31	2013-07-11
TOTAL S A ~SPONSORED ADR	P	2010-05-28	2013-12-23

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WOLTERS KLUWER N V ~SPONSORED ADR	P	2011-11-10	2013-12-13
DEVON ENERGY CORP NEW	P	2012-04-30	2013-07-29
FLEXTRONICS INTL LTD ~ORD	P	2007-08-07	2013-07-29
GOOGLE INC ~CL A	P	2012-11-02	2013-12-23
MICROSOFT CORP	P	2012-11-06	2013-05-01
ON SEMICONDUCTOR CORP	P	2010-05-13	2013-11-11
ROYAL DUTCH SHELL PLC ~SPONS ADR A	P	2011-05-16	2013-06-12
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-01-13	2013-09-04
E M C CORP MASS	P	2009-10-05	2013-07-10
AEGON N V ~NY REGISTRY SH	P	2007-08-15	2013-11-25
BARCLAYS PLC ~RIGHTS ~EXP 10/02/13	P	2013-09-23	2013-09-23
FLEXTRONICS INTL LTD ~ORD	P	2011-07-11	2013-08-08
SEAGATE TECHNOLOGY PLC	P	2012-10-03	2013-05-13
SONY CORP ~ADR NEW	P	2008-10-28	2013-02-04
TE CONNECTIVITY LTD ~REG SHS	P	2007-08-10	2013-07-11
TOYOTA MOTOR CORP ~SP ADR REP2COM	P	2010-07-26	2013-11-11
WOLTERS KLUWER N V ~SPONSORED ADR	P	2012-05-22	2013-12-13
DEVON ENERGY CORP NEW	P	2012-05-09	2013-07-29
FLEXTRONICS INTL LTD ~ORD	P	2008-03-11	2013-07-29
HALLIBURTON CO	P	2010-11-09	2013-09-09
MICROSOFT CORP	P	2012-11-06	2013-04-11
ON SEMICONDUCTOR CORP	P	2011-08-24	2013-11-11
ROYAL DUTCH SHELL PLC ~SPONS ADR A	P	2011-05-25	2013-06-12
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-01-13	2013-10-14
EDWARDS LIFESCIENCES CORP	P	2013-03-20	2013-05-29
AEGON N V ~NY REGISTRY SH	P	2007-09-14	2013-11-25
CARREFOUR SA ~SPONSORED ADR	P	2011-05-24	2013-12-03
FLEXTRONICS INTL LTD ~ORD	P	2011-07-11	2013-08-23
SEAGATE TECHNOLOGY PLC	P	2012-10-03	2013-05-30
SONY CORP ~ADR NEW	P	2011-05-24	2013-02-04

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TE CONNECTIVITY LTD ~REG SHS	P	2007-08-10	2013-12-23
TOYOTA MOTOR CORP ~SP ADR REP2COM	P	2010-07-26	2013-05-20
ABBVIE INC	P	2009-07-01	2013-01-04
DEVON ENERGY CORP NEW	P	2012-06-19	2013-07-29
FLEXTRONICS INTL LTD ~ORD	P	2008-04-15	2013-11-21
HALLIBURTON CO	P	2010-11-09	2013-02-05
MICROSOFT CORP	P	2012-11-12	2013-05-01
ON SEMICONDUCTOR CORP	P	2012-05-21	2013-11-11
SUPERIOR ENERGY SVCS INC	P	2012-02-29	2013-02-25
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-04-01	2013-10-14
FASTENAL CO	P	2013-01-30	2013-08-20
AEGON N V ~NY REGISTRY SH	P	2008-05-23	2013-12-19
CARREFOUR SA ~SPONSORED ADR	P	2011-05-24	2013-12-23
FUJIFILM HLDGS CORP ~ADR 2 ORD	P	2006-03-22	2013-12-02
SEAGATE TECHNOLOGY PLC	P	2012-11-07	2013-05-30
STMICROELECTRONICS N V ~NY REGISTRY	P	2011-08-08	2013-01-17
TE CONNECTIVITY LTD ~REG SHS	P	2007-08-10	2013-07-23
TOYOTA MOTOR CORP ~SP ADR REP2COM	P	2010-07-26	2013-05-09
ABBVIE INC	P	2010-04-21	2013-01-04
DEVON ENERGY CORP NEW	P	2013-05-02	2013-07-29
FLEXTRONICS INTL LTD ~ORD	P	2008-04-15	2013-07-29
HONEYWELL INTL INC	P	2009-07-14	2013-01-25
MICROSOFT CORP	P	2013-01-23	2013-05-01
ON SEMICONDUCTOR CORP	P	2012-09-13	2013-11-11
SYMANTEC CORP	P	2012-01-27	2013-01-25
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2012-09-13	2013-10-14
INTERNATIONAL BUSINESS MACHS	P	2009-05-15	2013-08-09
AEGON N V ~NY REGISTRY SH	P	2008-05-23	2013-11-25
CARREFOUR SA ~SPONSORED ADR	P	2011-10-13	2013-12-23
FUJIFILM HLDGS CORP ~ADR 2 ORD	P	2008-09-08	2013-12-23

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SEAGATE TECHNOLOGY PLC	P	2012-11-07	2013-07-22
STMICROELECTRONICS N V ~NY REGISTRY	P	2011-08-08	2013-01-25
TE CONNECTIVITY LTD ~REG SHS	P	2007-08-10	2013-11-06
TOYOTA MOTOR CORP ~SP ADR REP2COM	P	2010-07-26	2013-12-23
ABBVIE INC	P	2011-02-03	2013-01-04
DOW CHEM CO	P	2012-04-03	2013-09-17
FLEXTRONICS INTL LTD ~ORD	P	2008-05-16	2013-11-21
HONEYWELL INTL INC	P	2009-08-17	2013-01-25
MOSAIC CO NEW	P	2011-06-22	2013-07-30
PARTNERRE LTD	P	2012-01-25	2013-04-10
SYMANTEC CORP	P	2012-01-27	2013-03-13
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2012-12-20	2013-10-14
INTUITIVE SURGICAL INC ~COM NEW	P	2010-08-31	2013-05-24
AEGON N V ~NY REGISTRY SH	P	2008-08-13	2013-12-19
CEMEX SAB DE CV ~SPON ADR NEW	P	2013-04-30	2013-04-30
FUJIFILM HLDGS CORP ~ADR 2 ORD	P	2008-09-08	2013-12-02
SEAGATE TECHNOLOGY PLC	P	2012-11-20	2013-07-22
STMICROELECTRONICS N V ~NY REGISTRY	P	2011-12-08	2013-01-25
TELEFONICA S A ~SPONSORED ADR	P	2002-05-15	2013-12-23
UNILEVER N V ~N Y SHS NEW	P	2004-09-22	2013-04-25
AIR PRODS & CHEMS INC	P	2013-05-20	2013-08-08
DOW CHEM CO	P	2012-04-03	2013-07-24
FLEXTRONICS INTL LTD ~ORD	P	2008-10-09	2013-11-21
HOSPIRA INC	P	2009-05-13	2013-02-14
MOSAIC CO NEW	P	2011-06-27	2013-07-30
PARTNERRE LTD	P	2012-08-01	2013-04-10
SYMANTEC CORP	P	2012-04-24	2013-03-13
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2013-06-21	2013-10-14
KRAFT FOODS GROUP INC	P	2008-08-19	2013-05-13
AEGON N V ~NY REGISTRY SH	P	2008-08-13	2013-12-23

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DAI NIPPON PRTG LTD JAPAN ~SPONSORED	P	2006-07-20	2013-12-23
H LUNDBECK A S ~SPONS ADR L 1	P	2011-05-24	2013-12-23
SEIKO EPSON CORP ~ADR	P	2007-11-01	2013-09-17
STMICROELECTRONICS N V ~NY REGISTRY	P	2011-12-15	2013-01-25
TELEFONICA S A ~SPONSORED ADR	P	2006-02-03	2013-12-23
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-05-24	2013-12-23
AIR PRODS & CHEMS INC	P	2013-05-20	2013-10-01
DOW CHEM CO	P	2012-04-04	2013-09-17
FLEXTRONICS INTL LTD ~ORD	P	2008-10-24	2013-11-21
HOSPIRA INC	P	2010-05-26	2013-02-14
MOSAIC CO NEW	P	2011-06-30	2013-07-30
PROCTER & GAMBLE CO	P	2012-06-19	2013-01-31
TARGET CORP	P	2009-12-04	2013-04-11
ACCENTURE PLC IRELAND ~SHS CLASS A	P	2007-02-08	2013-07-18
MICROSOFT CORP	P	2012-11-05	2013-06-21
AEGON N V ~NY REGISTRY SH	P	2008-09-16	2013-12-23
DAI NIPPON PRTG LTD JAPAN ~SPONSORED	P	2006-08-11	2013-12-23
KINGFISHER PLC ~SPON ADR PAR	P	2007-09-24	2013-06-13
SEIKO EPSON CORP ~ADR	P	2007-11-01	2013-09-27
SUEZ ENVIRONNEMENT CO S A ~ADR	P	2012-09-27	2013-12-23
TIM PARTICIPACOES S A ~SPONSORED ADR	P	2001-01-29	2013-12-23
VODAFONE GROUP PLC NEW ~SPONS ADR NE	P	2011-07-06	2013-12-23
CAPITAL ONE FINL CORP	P	2013-01-31	2013-10-07
EATON CORP PLC	P	2012-12-03	2013-05-06
FLEXTRONICS INTL LTD ~ORD	P	2009-11-02	2013-11-21
HOSPIRA INC	P	2010-08-24	2013-02-14
MOSAIC CO NEW	P	2012-02-09	2013-07-30
PRUDENTIAL FINL INC	P	2011-11-09	2013-07-05
TARGET CORP	P	2010-10-07	2013-04-11
AGILENT TECHNOLOGIES INC	P	2012-05-24	2013-03-20

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NATIONAL OILWELL VARCO INC	P	2011-01-07	2013-05-17
AEGON N V ~NY REGISTRY SH	P	2012-06-15	2013-12-23
DAIMLER AG ~ORD NPV(REGD)	P	2012-09-20	2013-12-23
KINGFISHER PLC ~SPON ADR PAR	P	2007-09-24	2013-09-04
SEIKO EPSON CORP ~ADR	P	2011-05-24	2013-10-15
SUMITOMO MITSUI FINL GROUP INC ~SPON	P	2007-09-05	2013-11-15
TIM PARTICIPACOES S A ~SPONSORED ADR	P	2001-01-29	2013-12-23
WOLTERS KLUWER N V ~SPONSORED ADR	P	2003-05-14	2013-11-07
CST BRANDS INC	P	2012-11-02	2013-05-09
EATON CORP PLC	P	2012-12-03	2013-05-06
FLEXTRONICS INTL LTD ~ORD	P	2010-02-09	2013-11-21
HOSPIRA INC	P	2011-11-01	2013-02-14
MOSAIC CO NEW	P	2012-10-08	2013-07-30
PRUDENTIAL FINL INC	P	2011-11-09	2013-05-06
UNION PAC CORP	P	2009-10-27	2013-05-06
AMERICAN TOWER CORP NEW ~REIT	P	2011-10-03	2013-07-18
PERRIGO CO	P	2012-12-20	2013-12-20
AKZO NOBEL NV ~SPONSORED ADR	P	2003-12-19	2013-02-15
DAIMLER AG ~ORD NPV(REGD)	P	2012-09-20	2013-11-01
MARKS & SPENCER GROUP PLC ~SPONSORED	P	2008-03-27	2013-05-24
SEIKO EPSON CORP ~ADR	P	2011-05-24	2013-09-27
SUMITOMO MITSUI FINL GROUP INC ~SPON	P	2007-09-26	2013-11-15
TIM PARTICIPACOES S A ~SPONSORED ADR	P	2001-04-26	2013-12-23
WOLTERS KLUWER N V ~SPONSORED ADR	P	2005-05-10	2013-11-07
CST BRANDS INC	P	2012-11-12	2013-05-09
EATON CORP PLC	P	2012-12-03	2013-05-06
FLEXTRONICS INTL LTD ~ORD	P	2010-07-07	2013-11-21
KBR INC	P	2009-05-11	2013-01-23
NORFOLK SOUTHERN CORP	P	2009-05-11	2013-04-02
PRUDENTIAL FINL INC	P	2012-06-21	2013-07-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
VALERO ENERGY CORP NEW	P	2012-11-02	2013-12-09
BB&T CORP	P	2012-02-08	2013-05-13
ROPER INDS INC NEW	P	2012-03-15	2013-05-21

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
660		947	-287
696		623	73
1,708		1,017	691
1,616		1,719	-103
2,238		1,930	308
830		551	279
310		154	156
552		355	197
17			17
1,256		1,033	223
452		377	75
151		105	46
543		539	4
3,275		2,019	1,256
981		622	359
9,973		9,606	367
2,498		875	1,623
202		317	-115
1,391		1,245	146
509		636	-127
317		571	-254
2,798		1,540	1,258
3,624		2,203	1,421
1,368		1,169	199
553		516	37
677		292	385
2,859		2,376	483
589		395	194
729		585	144
1,109		1,079	30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,027		1,484	543
1,191		738	453
8,747		7,989	758
10,432		7,959	2,473
32		55	-23
1,303		724	579
2,982		3,178	-196
222		370	-148
614		469	145
2,130		1,895	235
1,202		1,141	61
470		285	185
2,176		1,975	201
144		221	-77
922		621	301
3,494		2,924	570
1,864		1,798	66
1,011		673	338
1,402		1,136	266
6,206		7,172	-966
10,812		8,468	2,344
148		260	-112
880		769	111
256		275	-19
1,553		1,343	210
914		704	210
3,218		4,387	-1,169
1,760		1,711	49
414		298	116
3,212		2,921	291

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
251		385	-134
1,258		1,016	242
1,440		1,279	161
2,218		2,075	143
5,497		3,464	2,033
1,343		1,212	131
5,436		4,038	1,398
509		1,052	-543
3,522		2,906	616
18			18
2,517		2,126	391
2,437		1,915	522
894		706	188
1,802		1,436	366
276		229	47
685		829	-144
179		275	-96
2,048		1,384	664
557		541	16
2,218		2,147	71
291		277	14
61		55	6
5,436		4,038	1,398
940		2,033	-1,093
3,367		1,595	1,772
527		427	100
531		789	-258
1,506		1,129	377
2,103		1,660	443

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,487		1,530	957
2,191		2,764	-573
293		385	-92
2,227		1,384	843
984		902	82
2,046		2,299	-253
2,512		2,628	-116
840		712	128
9,175		6,367	2,808
1,094		2,173	-1,079
4			4
137		96	41
1,225		900	325
1,338		1,676	-338
376		256	120
631		355	276
525		314	211
1,534		1,794	-260
126		143	-17
501		338	163
1,955		2,045	-90
708		710	-2
1,785		1,861	-76
1,415		1,095	320
8,973		11,128	-2,155
141		308	-167
997		1,105	-108
1,484		1,061	423
1,324		900	424
2,204		3,916	-1,712

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
813		480	333
1,664		922	742
276		194	82
329		347	-18
38		46	-8
2,460		2,028	432
1,968		1,704	264
531		518	13
618		702	-84
2,228		1,830	398
8,044		8,914	-870
63		117	-54
3,988		4,420	-432
2,983		3,541	-558
1,324		895	429
534		436	98
960		640	320
1,652		993	659
552		431	121
1,096		1,133	-37
251		279	-28
752		343	409
2,099		1,759	340
425		407	18
661		510	151
424		346	78
9,372		5,078	4,294
220		417	-197
614		376	238
971		990	-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,821		1,790	1,031
2,228		1,742	486
3,666		2,238	1,428
1,788		1,064	724
897		620	277
676		584	92
565		789	-224
752		384	368
735		1,157	-422
3,823		2,668	1,155
2,047		1,429	618
778		560	218
14,559		7,680	6,879
1,414		1,900	-486
4			4
1,085		1,131	-46
940		536	404
1,371		953	418
573		338	235
2,070		978	1,092
1,066		952	114
2,127		2,129	-2
151		108	43
663		735	-72
1,102		1,762	-660
546		433	113
390		256	134
849		655	194
5,243		3,313	1,930
1,859		2,429	-570

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
520		749	-229
3,934		4,000	-66
1,994		3,024	-1,030
771		501	270
541		510	31
7,899		5,666	2,233
4,907		4,378	529
119		101	18
1,054		530	524
422		720	-298
1,062		1,748	-686
1,497		1,249	248
138		91	47
15,841		8,159	7,682
9,472		8,401	1,071
377		501	-124
208		303	-95
482		330	152
2,531		3,490	-959
2,607		1,722	885
387		328	59
771		531	240
692		563	129
621		517	104
339		292	47
301		512	-211
653		900	-247
452		312	140
1,107		866	241
10,595		10,188	407

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,250		9,804	446
294		134	160
854		505	349
4,928		2,930	1,998
503		442	61
554		841	-287
465		400	65
836		392	444
183		138	45
621		517	104
1,656		1,458	198
1,536		1,597	-61
408		548	-140
523		416	107
4,214		1,599	2,615
11,181		8,101	3,080
12,634		8,598	4,036
2,898		1,482	1,416
1,633		1,010	623
1,003		1,146	-143
506		482	24
5,237		7,531	-2,294
310		126	184
243		160	83
153		123	30
746		620	126
527		408	119
514		300	214
1,079		521	558
302		192	110

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
923		519	404
11,116		10,362	754
12,387		9,893	2,494

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-287
			73
			691
			-103
			308
			279
			156
			197
			17
			223
			75
			46
			4
			1,256
			359
			367
			1,623
			-115
			146
			-127
			-254
			1,258
			1,421
			199
			37
			385
			483
			194
			144
			30

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			543
			453
			758
			2,473
			-23
			579
			-196
			-148
			145
			235
			61
			185
			201
			-77
			301
			570
			66
			338
			266
			-966
			2,344
			-112
			111
			-19
			210
			210
			-1,169
			49
			116
			291

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-134
			242
			161
			143
			2,033
			131
			1,398
			-543
			616
			18
			391
			522
			188
			366
			47
			-144
			-96
			664
			16
			71
			14
			6
			1,398
			-1,093
			1,772
			100
			-258
			377
			443

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			957
			-573
			-92
			843
			82
			-253
			-116
			128
			2,808
			-1,079
			4
			41
			325
			-338
			120
			276
			211
			-260
			-17
			163
			-90
			-2
			-76
			320
			-2,155
			-167
			-108
			423
			424
			-1,712

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			333
			742
			82
			-18
			-8
			432
			264
			13
			-84
			398
			-870
			-54
			-432
			-558
			429
			98
			320
			659
			121
			-37
			-28
			409
			340
			18
			151
			78
			4,294
			-197
			238
			-19

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,031
			486
			1,428
			724
			277
			92
			-224
			368
			-422
			1,155
			618
			218
			6,879
			-486
			4
			-46
			404
			418
			235
			1,092
			114
			-2
			43
			-72
			-660
			113
			134
			194
			1,930
			-570

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-229
			-66
			-1,030
			270
			31
			2,233
			529
			18
			524
			-298
			-686
			248
			47
			7,682
			1,071
			-124
			-95
			152
			-959
			885
			59
			240
			129
			104
			47
			-211
			-247
			140
			241
			407


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			446
			160
			349
			1,998
			61
			-287
			65
			444
			45
			104
			198
			-61
			-140
			107
			2,615
			3,080
			4,036
			1,416
			623
			-143
			24
			-2,294
			184
			83
			30
			126
			119
			214
			558
			110

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			404
			754
			2,494

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRISTIAN APPALACHIAN PROJECT INC 322 CRAB ORCHARD ST LANCASTER,KY 40444		OTHER PUBLIC	HELP THE POOR	2,500
KILO DIABETES & VASCULAR RESEARCH FOUNDATION 1227 FERN RIDGE PARKWAY ST LOUIS,MO 63141		OPERATING PR	DIABETES RESEARCH	59,600
SALVATION ARMY 1130 HAMPTON AVENUE ST LOUIS,MO 63139		OTHER PUBLIC	HELP THE NEEDY	2,500
ST LABRE INDIAN SCHOOL TONGUE RIVER ROAD ASHLAND,MT 59003		OTHER PUBLIC	INDIAN CHILDREN EDUCATION	2,500
WASHINGTON UNIVERSITY 7425 FORSYTH BLVD ST LOUIS,MO 63130		OTHER PUBLIC	DIABETES RESEARCH	11,900
Total  3a				79,000

TY 2013 Accounting Fees Schedule

Name: JOHN HENRY FOSTER AND BERNADINE
FOSTER FOUNDATION

EIN: 43-1242408

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,370	2,370		

TY 2013 Compensation Explanation

Name: JOHN HENRY FOSTER AND BERNADINE
FOSTER FOUNDATION

EIN: 43-1242408

Person Name	Explanation
DR JOSEPH R WILLIAMSON	
JUNE E KILO	
DR MICHAEL A BECNEL	

TY 2013 Investments Corporate Stock Schedule

Name: JOHN HENRY FOSTER AND BERNADINE
FOSTER FOUNDATION

EIN: 43-1242408

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES AND MUTUAL FUNDS	1,151,513	1,633,495

TY 2013 Other Expenses Schedule

Name: JOHN HENRY FOSTER AND BERNADINE
FOSTER FOUNDATION
EIN: 43-1242408

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADMINISTRATIVE	99	99		

TY 2013 Other Professional Fees Schedule

Name: JOHN HENRY FOSTER AND BERNADINE
FOSTER FOUNDATION

EIN: 43-1242408

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE MANAGEMENT FEES	19,575	19,575		

TY 2013 Taxes Schedule

Name: JOHN HENRY FOSTER AND BERNADINE

FOSTER FOUNDATION

EIN: 43-1242408

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	2,121	2,121		
FEDERAL TAXES	280	280		

TY 2013 IRS Payment

Name: JOHN HENRY FOSTER AND BERNADINE
FOSTER FOUNDATION

EIN: 43-1242408

Routing Transit Number: 031100380

Bank Account Number: 21300137740830

Type of Account: Checking

Payment Amount in Dollars and Cents: 970

Requested Payment Date: 2014-06-09

Taxpayer's Daytime Phone Number: (314) 567-1068